

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of The East
Ohio Gas Company d/b/a Dominion East Ohio
for Authority to Increase Rates for its Gas
Distribution Service.

Case No. 07-0829-GA-AIR

In the Matter of the Application of The East
Ohio Gas Company d/b/a Dominion East Ohio
for Approval of an Alternative Rate Plan for its
Gas Distribution Service

Case No. 07-0830-GA-ALT

In the Matter of the Application of The East
Ohio Gas Company d/b/a Dominion East Ohio
for Approval to Change Accounting Methods

Case No. 07-0831-GA-AAM

VOLUME 3

SCHEDULE S-4.1

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Schedule S-4.1
Executive Summary of
Management Policies,
Practices and
Organization

*** * ***

Executive Summary
Corporate Bylaws
Corporate Governance Guidelines
Director Independence Standards
Related Party Transaction Guidelines
Code of Ethics
Annual Incentive Plans
DRS Services Agreement
Organization Structure (current)
Organization Structure (effective October 1, 2007)

DOMINION EAST OHIO

SCHEDULE: S-4.1, MANAGEMENT POLICIES, PRACTICES, AND ORGANIZATION

1. Introduction

Dominion Resources Inc. ("Dominion"), the parent company of the East Ohio Gas Company d/b/a Dominion East Ohio ("DEO"), is one of the nation's largest producers of energy, with the largest BTU production capability among integrated utilities in the northeast quadrant of the United States. The company has a power generation portfolio of more than 28,000 megawatts as well as 7,800 miles of interstate natural gas pipeline with more than 650 billion cubic feet of annual natural gas throughput and a delivery capability of 6.3 billion cubic feet per day. In addition, the company operates the nation's largest underground natural gas storage system, with about 979 billion cubic feet of storage capacity. Dominion serves retail energy customers in nine states.

In 2000, Dominion purchased Consolidated Natural Gas ("CNG"), then the direct parent of DEO. This transaction made Dominion one of the largest electric and gas utilities in the United States with more than 4 million customers. Dominion's regulated gas distribution subsidiaries serve approximately 1.7 million residential, commercial and industrial gas sales and transportation customer accounts in Ohio, Pennsylvania and West Virginia and its nonregulated retail energy marketing businesses serve approximately 1.5 million residential, small commercial and industrial customer accounts in the Northeast, Mid-Atlantic and Midwest regions of the United States. The company also operates an interstate gas transmission pipeline, underground natural gas storage system, gathering and extraction facilities in the Northeast, Mid-Atlantic and Midwest states, and a liquefied natural gas (LNG) import and storage facility in Maryland. Its producer services operations involve the aggregation of natural gas supply and related wholesale activities.

DEO is based in Cleveland, is the largest gas distribution subsidiary of Dominion, and is one of Ohio's largest natural gas distribution companies. DEO serves more than 1.2 million residential, commercial, and industrial customers in approximately 400 eastern and western Ohio communities. DEO operates more than 19,000 miles of natural gas transmission, distribution and gathering lines in a service area covering more than 4,700 square miles.

2. Policies, Goals, and Strategic Planning

Senior management is responsible for setting policies, goals, and long-term strategies. Management considers numerous interests in setting company-wide policy. The Board and management recognize that the company's interests are advanced by responsibly addressing the concerns of numerous constituencies, including employees, customers, regulators, and the communities in which Dominion operates.

Dominion believes that the company's success must be founded on four pillars: Safety; Ethics; Excellence; and One Dominion.

Safety: Safety is a critical component of Dominion's corporate culture. This culture fosters the proper environment for safe service to its customers. With the introduction of analytical tools drawn from Dominion's Six Sigma program, accident-prevention initiatives reduced injuries in the gas and electric businesses by 35 percent in 2006 and 60 percent since 2004. During the same period, the severity of injuries has dropped by 64 percent.

Ethics: Dominion instructs its employees that it is committed to conducting its business in accordance with the law, applicable standards of conduct and high ethical values. In so doing, Dominion provides a framework to promote ethical behavior and deter and detect wrongdoing. It does this by providing training on policies and procedures. It also encourages and furthers familiarization with applicable laws. Dominion also has instituted reporting mechanisms for misconduct.

Excellence: In everything that it does, Dominion strives for excellence, and encourages each of its constituent members to do likewise. One means by which Dominion encourages individual excellence is through its Annual Incentive Plan, in which each eligible member of Dominion, from the highest echelon to the rank and file, may participate. The AIP program ties compensation to performance, provides a tangible benefit, and incentivizes excellence.

"One Dominion": In a complex organization like Dominion, the importance of teamwork cannot be overstated. Therefore, Dominion pursues a guiding principle called "One Dominion." This commitment to unity within the company is implemented or revealed in a number of ways:

- Effective teamwork and collaboration across functional lines within a company or organization
- Effective teamwork and collaboration within all applicable standards of conduct and affiliate interest rules across company or organizational lines
- Corporate-wide implementation of Six Sigma, a fact-based analytical methodology used to achieve and sustain continuous improvements to Dominion's business processes
- Corporate-wide capital review and allocation process to maximize Dominion's return on invested capital

3. Organizational structure

Dominion is a fully integrated gas and electric holding company headquartered in Richmond, Virginia. Its principal subsidiaries are Dominion Generation, Dominion Virginia Power, Virginia Power Energy Marketing, Inc. and the former CNG companies, which include Dominion Transmission and the Dominion gas LDCs.

Prior to the recent sale of most of its E&P assets, Dominion managed its daily operations through four primary operating segments: Dominion Delivery, Dominion Energy, Dominion Generation and Dominion Exploration and Production. Effective October 1, 2007, Dominion will be realigned to reflect the completion of the company's strategic refocusing efforts and organized into three operating units: Dominion Energy, Dominion Virginia Power, and Dominion Generation. In addition, Dominion utilizes a corporate segment that includes its corporate, service-company, and other functions. Dominion's assets are wholly owned by its legal subsidiaries.

Dominion's Board of Directors ("Board") is charged with the responsibility of overseeing Dominion's management, as well as the business and affairs of Dominion on behalf of Dominion's shareholders. All corporate powers are exercised by or under the authority of the Board. DEO's business is conducted by its employees under the ultimate supervision of Dominion's Chief Executive Officer. Governance guidelines are intended to support the Board in its oversight role and in fulfilling its obligation to shareholders. The Board reviews these guidelines annually in its continuing effort to achieve this goal.

A majority of the Board must consist of independent directors. No more than three employees or ex-employees of the company may serve concurrently as directors. A director's independence is affirmatively determined by the Board in accordance with the New York Stock Exchange's ("NYSE") listing standards and Dominion's independence standards.

Officers include a Chief Executive Officer, a President, one or more Vice Presidents, a Corporate Secretary, a Treasurer and a Controller. The Chairman of the Board of Directors and the Vice Chairman also serve as officers unless they are not full-time employees of the Corporation. The officers and the Chairman of the Board of Directors and the Vice Chairman are elected or appointed by the Board of Directors after each election of Directors by the Shareholders. The Board of Directors may also appoint and prescribe duties for one or more Assistant Corporate Secretaries, one or more Assistant Treasurers, one or more Assistant Controllers, and other officers or agents that it deems advisable.

The Board comprises a number of committees, including Audit; Compensation, Governance, Nominating ("CGN"); and Finance and Risk Oversight. These committees report regularly to the full Board.

The CGN Committee is responsible for recommending directors for placement on the various committees. Assignments are based on the needs of the Board and the expertise of the members. The Board annually appoints the committee members and chairs.

The Audit and CGN Committees are composed of independent directors in accordance with the current rules and regulations of the Securities and Exchange Commission and the NYSE. Members of the Audit Committee are subject to an additional "independence" requirement—such directors may not be affiliated with

Dominion or receive any compensation, directly or indirectly, from the company other than compensation for services as a director. Each committee annually evaluates its performance.

4. Responsibilities

To carry out the management of the company, Board members must fulfill a number of responsibilities. The Board's independent Directors hold regularly scheduled executive sessions, during which they review the performance of senior management and discuss other matters, as is necessary. The Chair of the CGN Committee leads executive sessions of independent Directors unless the Chairman of the Board is an independent Director.

The Board establishes a number of regular meetings to be held each year and holds special meetings when necessary. The CEO sets the Board's agendas with advice from the Directors, and such agendas and select information are distributed to the Directors prior to Board meetings for their review. Directors regularly receive pertinent information regarding Company activities and other matters of interest.

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 company meetings or their ability to fulfill their responsibilities as company Directors. To help ensure that other commitments do not interfere with Dominion responsibilities, the CEO may sit on no more than two other public company Boards, and non-employee members of the Board shall sit on no more than five Boards or three Audit Committees of other public companies.

The Board and its committees have the authority and funding to retain independent outside financial, legal or other advisors, whenever it deems necessary. The CGN Committee conducts an annual assessment of the effectiveness of the Board as well as that of the committees.

Accurate record-keeping underlies DEO's compliance with many of its responsibilities in the financial, regulatory and management spheres. Each employee and officer, therefore, has a responsibility to ensure all Company records, such as accounts, reports, bills, invoices, work and timekeeping records, and correspondence are accurate and maintained in accordance with the applicable document and data retention policies of his or her applicable business area. The Company's Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Controller, and Treasurer ("Senior Financial Officers") are responsible for ensuring that the Company's financial statements, public reports and communications contain disclosure that is full, fair, accurate, timely, and understandable. Thus, the Senior Financial Officers are responsible for establishing and maintaining effective disclosure controls and procedures and internal controls and procedures for financial reporting.

5. Practices and Procedures

Much of senior management's responsibility is to set the groundwork to enable individual departments and frontline managers and supervisors to establish their own practices and procedures that are consistent with corporate objectives and all applicable regulations or standards of conduct. These are detailed throughout Schedule S-4.2. Promulgation of various codes of conduct, ethics, and governance are one way that senior management shapes the practices of the rest of the company. Various review and incentive procedures, discussed elsewhere in this schedule, have also been developed to ensure that the vision and policy of the company are manifest throughout its many branches.

To maintain the consistency of this vision and policy, a number of practices have developed. To ensure continuity as the composition of the Board evolves, newly elected Directors are briefed by the CEO and senior management regarding matters related to the company's core businesses. Among other things, they are briefed on operations and strategic directions set by the CEO, Chief Financial Officer, Chief Legal Officer, and CEO's of the major business segments and by the Corporate Secretary on matters related to Board governance and membership. In addition, new Directors tour company facilities when practicable.

Another way that continuity is assured is to require succession plans. The CEO is responsible for developing and maintaining a process to plan for successor chief executive officers, as well as for other key senior leadership positions. The CEO reviews this process with the CGN Committee at least annually. The Board has final authority to select any successor CEO.

6. Decision making and control

Generally speaking, for efficiency's sake, decisions are made at the lowest level practicable, so a primary responsibility of senior management is to maintain accountability. One of the primary means by which accountability is maintained is through the Board's committees. For instance, the Audit committee meets periodically with members of management, including the Principal Accounting Officer or Controller, the Chief Legal Officer or General Counsel, and the internal and independent auditors to receive and discuss reports on Dominion's internal control systems and compliance.

The Finance and Risk Oversight Committee also meets periodically with the Chief Financial Officer, the Chief Legal Officer, and other members of management responsible for financial and risk management to receive and discuss Dominion's financing activities, risk assessment and risk management policies and procedures. Given the importance of financial matters, this Committee then reports to the Audit Committee and the Board of Directors regarding these activities.

Management has also established a Disclosure Committee for the purpose of ensuring that Dominion's disclosure controls and procedures for periodic filings with the SEC (including the proxy statement) are in compliance with applicable laws and

regulations. The Disclosure Committee, which reports to the Audit Committee quarterly, comprises representatives of the major business functions and also the Chief Legal Officer, Chief Information Officer, Chief Accounting Officer, General Counsel, Corporate Secretary, and Controller. The Chief Accounting Officer chairs the Committee.

The Board has also promulgated governance guidelines that are intended to support it in its oversight role and in fulfilling its obligation to shareholders. The Board reviews these guidelines annually in its continuing effort to achieve this goal. These guidelines are attached.

On the spot decision-making and control is necessarily exercised by frontline managers and supervisors, but to assist these employees, the Board reviews and approves Dominion's Code of Ethics. This Code guides employees, officers and directors in promoting high ethical standards, fiscal accountability, and compliance with all applicable laws and regulations.

The Code is not the only way that Dominion has attempted to ensure that its business meets the highest ethical standards. The ethical conduct of the Company depends on the collective conduct of its employees, officers and Directors, so the Company has established the Dominion Ethics Program to coordinate compliance oversight activities company-wide. The Ethics Program establishes processes to assist employees, officers and Directors in obtaining guidance and resolving questions regarding ethical and compliance issues.

Penalties and recovery mechanisms are also in place in the event control mechanisms fail. For example, if financial results which are filed with the SEC are restated due to fraud, negligence or intentional misconduct, the Board or an independent committee will review performance-based compensation paid to officers who are found to be personally responsible for the fraud, negligence or intentional misconduct that caused the need for the restatement. The Board may in such a situation seek the recovery of any amounts paid in excess of the amounts that would have been paid to such officers based on the restated financial results.

The Company will also investigate any violation or suspected violation of the Code and take appropriate corrective action. Disciplinary action may include termination, referral for criminal prosecution, and reimbursement to the Company for any losses or damages resulting from violations of the Code of Ethics. Examples of violations include:

- Authorizing or participating in actions which violate applicable laws, regulations, or Company policies.
- Failing to report a violation or willfully withholding relevant and material information concerning a violation.
- Retaliating against individuals who report or assist in investigations of suspected violations of applicable laws, regulations, or Company policies.

Internal controls are not the only means by which DEO maintains its standards of integrity and excellence. In addition to the fact that each employee and officer is expected to be familiar and comply with all of the policies of the Company that apply to their employment, a commitment to ethical conduct also requires that employees and officers comply with the spirit of the law as well as the letter of the law. Therefore, it is the duty of each employee and officer to know, understand and comply with any laws, regulations, and rules that apply in his or her job. Employees are counseled that violating the law can seriously damage DEO's reputation, subject the Company to liability, and subject the employee or officer to personal liability. Dominion and DEO encourage employees to submit any questions concerning any legal responsibility to the Law Department.

Examples of some significant laws and regulations that govern DEO and the actions of its employees and contractors are the following:

- Antitrust Laws
- Environmental Laws and Regulations
- Pipeline Safety Requirements
- Employee Health and Safety Laws and Regulations
- Labor and Employment Laws
- Securities Laws
- The Sarbanes-Oxley Act of 2002

7. Communications

Senior management articulates its vision and expectation for the company to its employees through a variety of both written and verbal communications. Selected written communications are sent directly to all employees while other messages are conveyed initially to senior and middle management and then disseminated to direct supervisors and individual contributors in team meetings and other forums. In addition, Dominion Officers host regularly scheduled employee updates across our service territories to both communicate strategic and operational messages in person. In addition to face-to-face communications and the use of standard technologies (e.g., telephone, e-mail, facsimile), Dominion also utilizes a company intranet (dominion.net) and maintains a website on the Internet. Senior management and members of the Board also periodically give community presentations and other public engagements. Senior management also distributes company-wide letters and newsletters from time to time.

Communications between Board members and management is critical to company success. Therefore, Board members are assured of complete access to the

CEO, the Chief Financial Officer, the Chief Legal Officer or General Counsel, General Auditor, other members of senior management, and the independent auditors. Management is expected to be responsive to all requests for information from Board members.

Continuing education is another way that communication occurs, both up and down the line of command. Continuing education is achieved through management presentations at Board meetings from time to time to provide insights into aspects of the company's business or to provide employees with exposure to the Board for purposes of management development. The Board and committees also receives updates on new material legal or regulatory requirements that affect the company. In addition, Directors periodically attend seminars conducted by organizations outside of the company that are related to director responsibilities, governance or industry matters.

8. Goal attainment and quantification

Every year Dominion releases Annual Incentive Plan ("AIP") guidelines. The AIP operates as a supplemental, performance-based compensation system, whereby if various goals are met (ranging from individual to company-wide goals), cash awards are paid out to eligible employees.

The purpose of the AIP program is manifold:

- It focuses the workforce on company, operating-group, team, and individual goals that ultimately influence overall operating performance and customer service.
- It rewards corporate and operating-group earnings performance and operational and stewardship success.
- It emphasizes teamwork by focusing on common goals.
- It provides a competitive total compensation opportunity.
- It ties the interests of shareholders and employees closely together.

A detailed description of the plan and how it operates is attached.

Dominion Resources, Inc.

Bylaws

Amended and Restated, effective June 20, 2007

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Article I. Name.

The name of the Corporation is Dominion Resources, Inc.

Article II. Shareholders' Meetings.

All meetings of the Shareholders shall be held at such place, within or without of the Commonwealth, as provided in the notice of the meeting provided in accordance with Article V – Notice of Shareholders' Meetings.

Article III. Annual Meeting.

The Annual Meeting of the Shareholders shall be held on any date during the period May 1 through May 31 as determined by the Board of Directors from year to year. In the event that such Annual Meeting is omitted by oversight or otherwise on this date, the Board of Directors shall cause a meeting to be held as soon thereafter as may be convenient, and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the Annual Meeting. Such subsequent meeting shall be called in the same manner as provided for in Article IV - Special Meetings.

Article IV. Special Meetings.

Special Meetings of the Shareholders shall be held whenever called by the Chairman of the Board of Directors, the Vice Chairman, the Chief Executive Officer, or a majority of the Directors. Special Meetings of the Shareholders may also be held following the accrual or termination of voting rights of the Preferred Stock, whenever requested to be called in the manner provided in the Articles of Incorporation.

Article V. Notice of Shareholders' Meetings.

Notice stating the place, day and hour of each Shareholders' Meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be given not less than 10 nor more than 60 days before the date of the meeting, or such longer period as is specified below, by, or at the direction of, the Board of Directors or its Chairman, the Vice Chairman, the Chief Executive Officer, the President or any Vice

President or the Corporate Secretary or any Assistant Corporate Secretary, to each Shareholder of record entitled to vote at the meeting. Notice shall also be given to other Shareholders of record to the extent required by the Articles of Incorporation or by law. Notice may be mailed to a Shareholder at the Shareholder's registered address and such notice will be deemed to be given when deposited in the United States mail, postage-paid, addressed to the Shareholder at the Shareholder's address as it appears on the stock transfer books. Alternatively, notice may be given to a Shareholder by electronic transmission as permitted by the Virginia Stock Corporation Act or any other applicable law and, in such case, shall be effective as provided therein.

Notice of a Shareholders' Meeting to act on an amendment of the Articles of Incorporation, on a plan of merger or share exchange, on a proposed dissolution of the Corporation, or on a proposed sale, lease or exchange, or other disposition of assets that would leave the Corporation without a significant continuing business activity, as defined in Virginia Code Section 13.1-724, shall be given not less than 25 nor more than 60 days before the date of the meeting. Any notice of a Shareholders' Meeting to act on such a matter shall be accompanied by a copy of the applicable proposed amendment, plan of merger or share exchange, plan of dissolution or agreement effecting the disposition of assets.

If any Shareholders' Meeting is adjourned to a different date, time or place notice need not be given if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed under Article IX, however, notice of the adjourned meeting shall be given under this Article to Shareholders entitled to notice as of the new record date. Any Shareholder who attends a meeting may be deemed to have waived notice of such meeting as provided in Virginia Code Section 13.1-659.

Article VI. Voting Lists.

The officer or agent having charge of the share transfer books of the Corporation shall make, at least 10 days before each meeting of Shareholders, a complete list of the Shareholders entitled to vote at such meeting or any adjournment, with the address of and number of shares held by each. Such list, for a period of 10 days prior to such meeting, shall be kept on file at the principal office of the Corporation. Any person who shall have been a Shareholder of record for at least 6 months immediately preceding such person's demand or who shall be the holder of record of at least 5% of all the outstanding shares of the Corporation, upon demand stating with reasonable particularity the purpose of such

demand, shall have the right to inspect such list, in person, for any proper purpose if such list is directly connected with such purpose, during usual business hours within the period of 10 days prior to the meeting. Such list shall also be produced at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting for the purposes thereof.

Article VII. Quorum.

At any meeting of the Shareholders, a majority of the votes entitled to be cast on a matter shall constitute a quorum. A lesser interest may adjourn any meeting from time to time. The provisions of this Article are, however, subject to the provisions of the Articles of Incorporation.

Article VIII. Voting.

When a quorum is present at any meeting, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the action is the election of directors, or is one upon which by express provision of law, the Articles of Incorporation, or these Bylaws, a larger or different vote is required, in which case such express provision shall govern and control the decision of such question.

Shareholders of record entitled to vote may vote at any meeting in person or by proxy executed in writing or by proxy authorized by any means permitted by the Virginia Stock Corporation Act or other applicable law. In each case, such proxy must be authorized by the Shareholder or by the Shareholder's duly authorized officer, director, employee or agent or attorney-in-fact, and shall be filed with or received by the inspector of election or other officer or agent of the Corporation authorized to tabulate votes for the meeting before being voted. A proxy shall designate only one person as proxy, except that proxies executed pursuant to a general solicitation of proxies may designate one or more persons, any one of whom may act as proxies. Proxies given for a specific Shareholders' Meeting shall entitle the holders to vote at any adjournment of the meeting, but shall not be valid after the final adjournment of that meeting. No proxy shall be valid after 11 months from its date unless the appointment form expressly provides for a longer period of validity. Shareholders entitled to vote may also be represented by an agent personally present, duly designated by power of attorney, with or without power of substitution, and such power of attorney shall be produced at the meeting on request. Each holder of record of shares of any class shall, as to all matters in respect of which shares of any class have voting power, be

entitled to one vote for each share of stock of such class standing in such holder's name on the books of the Corporation.

Article IX. Record Date.

For the purpose of determining the Shareholders entitled to notice of or to vote at any meeting of Shareholders, or any adjournment, or entitled to receive payment of any dividend, or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors may fix the date on which it takes such action or a future date as the record date for any such determination of Shareholders, provided that such date shall not in any case be more than 70 days prior to the date on which the meeting or other action, requiring such determination of Shareholders, is to take place. The Board of Directors is authorized to delegate to the Corporate Secretary the determination of a record date for any meeting of Shareholders. If no record date shall be fixed for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders, or for the determination of the Shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders in such cases. A determination of Shareholders entitled to notice of or to vote at a Shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors or Corporate Secretary, as the case may be, fixes a new record date, which shall be done if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Article X. Shareholder Proposals.

To be properly brought before a meeting of Shareholders, business must be (a) specified in the notice of meeting (or any supplement) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the meeting by a Shareholder. In addition to any other applicable requirements, for business to be properly brought before an Annual Meeting by a Shareholder, the Shareholder must have given timely notice in writing to the Corporate Secretary of the Corporation. To be timely, a Shareholder's notice must be given, either by personal delivery or by United States registered or certified mail, postage prepaid, to the Corporate Secretary of the Corporation not later than 90 days prior to the date of the anniversary of the immediately preceding Annual Meeting. A Shareholder's notice to the Corporate

Secretary shall set forth as to each matter the Shareholder proposes to bring before the Annual Meeting (a) a brief description of the business desired to be brought before the Annual Meeting, including the complete text of any resolutions to be presented at the Annual Meeting, with respect to such business, and the reasons for conducting such business at the meeting, (b) the name and address of record of the Shareholder proposing such business, (c) the class and number of shares of the Corporation that are beneficially owned by the Shareholder and (d) any material interest of the Shareholder in such business. In the event that a Shareholder attempts to bring business before an Annual Meeting without complying with the foregoing procedure, the Chairman of the meeting may declare to the meeting that the business was not properly brought before the meeting and, if the Chairman shall so declare, such business shall not be transacted. The foregoing provisions are not applicable to Shareholder nominations of Directors, the process for which is set forth in Article XI.

Article XI. Board of Directors.

A Board of Directors shall be chosen by ballot at the Annual Meeting of the Shareholders or at any meeting held in lieu thereof as herein before provided.

Subject to the rights of holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, nominations for the election of Directors shall be made by the Board of Directors or a committee appointed by the Board of Directors or by any Shareholder entitled to vote in the election of Directors generally. However, any Shareholder entitled to vote in the election of Directors generally may nominate one or more persons for election as Directors at a meeting only if written notice of such Shareholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Corporate Secretary of the Corporation not later than 60 days in advance of such meeting (except that, if public disclosure of the meeting is made less than 70 days prior to the meeting, the notice need only be received within 10 days following such public disclosure). Each such notice shall set forth: (a) the name and address of the Shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the Shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the Shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made

by the Shareholder; (d) such other information regarding each nominee proposed by such Shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission, had the nominee been nominated, or intended to be nominated by the Board of Directors; and (e) the consent of each nominee to serve as a Director of the Corporation if so elected. The Chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Article XII. Manner of Election of Directors.

Except as provided in Article XVIII, each director shall be elected by a majority of votes cast at any meeting of shareholders for the election of directors at which a quorum is present, provided that if the number of director nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of the shares represented at the meeting and entitled to vote on the election of directors.

If an incumbent director is not reelected, the director shall offer his or her resignation promptly to the Board of Directors. Within 90 days following certification of the election results, the Board of Directors shall act on the offered resignation. In determining whether to accept the offered resignation, the Board of Directors shall consider any recommendation of the Compensation, Governance and Nominating Committee or any committee responsible for the nomination of directors, the factors considered by that committee and any additional information and factors that the Board of Directors believes to be relevant.

Article XIII. Powers of Directors.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation, and so far as this delegation of authority is not inconsistent with the laws of the Commonwealth of Virginia or with the Articles of Incorporation.

Article XIV. Executive and Other Committees.

The Board of Directors, by resolution passed by a majority of the whole Board, may designate two or more of its number to constitute an Executive Committee. If a quorum is present at a duly noticed or regular meeting of the Committee, the Committee may act upon the affirmative vote of a majority of the Committee members present.

When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors except that the Executive Committee shall not (a) approve or recommend to Shareholders action that Virginia Stock Corporation Act requires to be approved by Shareholders; (b) fill vacancies on the Board of Directors or any of its Committees or elect officers; (c) amend the Articles of Incorporation; (d) adopt, amend or repeal these Bylaws; (e) approve a plan of merger not requiring Shareholder approval; (f) authorize or approve a distribution, except according to a general formula or method prescribed by the Board of Directors; or (g) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize the Executive Committee to do so subject to the limits, if any, prescribed by the Board of Directors. If the Executive Committee is created for any designated purpose, its authority shall be limited to such purpose. The Executive Committee shall report its action to the Board of Directors. Regular and special meetings of the Executive Committee may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

Members of the Executive Committee shall receive such compensation for attendance at meetings as may be fixed by the Board of Directors.

The Board of Directors likewise may appoint from their number, from the directors of affiliated corporations or from officers of the Corporation other Committees from time to time, the number composing such Committees and the power conferred upon the same to be subject to the foregoing exceptions for an Executive Committee but otherwise as determined by vote of the Board of Directors provided that any Committee empowered to exercise the authority of the Board of Directors shall be composed only of members of the Board of Directors. The Board of Directors may designate one or more Directors to represent the Corporation at meetings of committees of the Board of Directors affiliated corporations. Members of such committees, and Directors so designated, shall receive such compensation for attendance at meetings as may be fixed by the Board of Directors.

Article XV. Meetings of Directors and Quorum.

Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the Chairman of the Board, the Vice Chairman, the Chief Executive Officer, President or any Vice President, the Corporate Secretary or three or more Directors and the Corporate Secretary or an Assistant Corporate Secretary shall give not less than forty-eight (48) hours notice by letter, electronic mail or telephone (or in person) of all meetings of the Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board.

A written waiver of notice signed by the Director entitled to such notice, whether before or after the date of the meeting, shall be equivalent to giving notice. A Director who attends or participates in a meeting shall be deemed to have waived timely and proper notice of the meeting unless the Director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

A majority of the number of Directors fixed at the time in accordance with the Articles of Incorporation or such greater number as may be specifically provided in the Virginia Stock Corporation Act shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be reconvened and held without further notice so long as the new date, time and place is announced at the meeting prior to adjournment. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

Article XVI. Action Without a Meeting.

Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors or of a Committee, may be taken without a meeting if a consent in writing (which may be in any number of counterparts), setting forth the action so to be taken, shall be signed by all of the Directors, or all of the members of the Committee, as the case may be, either before or after such action is taken, and delivered to the Corporate Secretary. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporate Secretary prior to the delivery to the Corporate Secretary of

unrevoked written consents signed by all of the Directors. For purposes of this Article, the signing and delivery of the written consent may be accomplished by electronic transmission. When all Directors have signed and delivered a written consent to the Corporate Secretary, such consents shall have the same force and effect as a unanimous vote.

Article XVII. Director Resignation and Removals.

Any Director may resign at any time either from the Board of Directors or from any Committee of which the Director is a member by giving a written resignation to the Board of Directors or its Chairman, or to the Vice Chairman, or to the Chief Executive Officer or to the Corporate Secretary or, in the case of a resignation from a Committee, to the chairman of the Committee. Any such resignation shall take effect upon receipt of the written resignation by one of the specified recipients, unless a later effective time is specified in the resignation. Unless otherwise specified in the resignation or in these Bylaws, the acceptance of such resignation shall not be necessary to make it effective. Any resignation delivered under Article XII shall require acceptance to make it effective.

At any meeting called for the purpose of removing a Director, the Shareholders may, with the affirmative vote of at least two-thirds of the outstanding shares entitled to vote, remove any Director from office for cause. The Shareholders may then elect a successor to a Director removed from office if such purpose was included in the meeting notice. The nomination and election of such successor shall be accomplished in the same manner provided in these Bylaws for nomination and election of directors at an annual meeting. The Board of Directors, by vote of a majority of the whole Board, may remove from any Committee of the Board any member of that Committee, with or without cause.

Article XVIII. Board Vacancies.

If the office of any Director shall become vacant, the Directors, at the time in office, whether or not a quorum, may by majority vote of the Directors then in office, choose a successor who shall hold office until the next annual meeting of Shareholders. Vacancies resulting from an increase in the number of Directors shall be filled in the same manner. If the vacancy results from the removal of a Director by the Shareholders as provided in Article XVII, the vacancy may also be filled by the Shareholders as provided in such Article.

Article XIX. Officers.

The officers of the Corporation shall be a Chief Executive Officer, a President, one or more Vice Presidents (as one or more may be elected an Executive Vice President or Senior Vice President), a Corporate Secretary, a Treasurer and a Controller. The Chairman of the Board of Directors and the Vice Chairman shall also be officers unless they are not also full-time employees of the Corporation. The officers and the Chairman of the Board of Directors and the Vice Chairman shall be elected or appointed by the Board of Directors after each election of Directors by the Shareholders, and a meeting of the Board of Directors may be held without notice for the purpose of electing officers following the Annual Meeting of the Shareholders.

The Board of Directors, in its discretion, may appoint one or more Assistant Corporate Secretaries, one or more Assistant Treasurers, one or more Assistant Controllers, and such other officers or agents as it may deem advisable, and prescribe their duties.

Article XX. Eligibility of Officers.

The Chairman of the Board of Directors, the Vice Chairman and the Chief Executive Officer shall be Directors. Any person may hold more than one office provided, however, that neither the Corporate Secretary, the Treasurer nor the Controller shall at the same time hold the office of Chairman of the Board of Directors, Vice Chairman, Chief Executive Officer or President.

Article XXI. Duties and Authority of Chairman of the Board of Directors, Vice Chairman, Chief Executive Officer and Others.

The Chairman of the Board of Directors or the Vice Chairman shall preside at the meetings of the Board of Directors. The Chairman or the Vice Chairman may call meetings of the Board of Directors and of any Committee whenever it is deemed necessary. The Chairman, the Vice Chairman or the Chief Executive Officer shall call to order, and act as chairman of, all meetings of the Shareholders, and shall prescribe such rules of procedure not inconsistent with these Bylaws or the Virginia Stock Corporation Act, and may adjourn such meetings to be reconvened at a later time or date or at another place. The Chairman and the Vice Chairman shall perform the duties commonly incident to such office and

such other duties as the Board of Directors shall designate from time to time.

In the absence of the Chairman of the Board of Directors or the Vice Chairman, the Chief Executive Officer shall perform their duties. The Chief Executive Officer shall perform the duties commonly incident to the office of Chief Executive Officer and such other duties as the Board of Directors shall designate from time to time. The Chief Executive Officer, the President and each Vice President shall have authority to sign certificates for shares of stock, bonds, deeds and contracts and to delegate such authority in such manner as may be approved by the Chief Executive Officer or the President.

If the Chairman, Vice Chairman and Chief Executive Officer are unable to serve as Chairman of any Shareholders' Meeting, then the President or the Corporate Secretary, may serve in their place.

Article XXII. Vice Presidents.

Each Vice President shall perform such duties and have such other powers as the Board of Directors shall designate from time to time. In the event of the absence or disability of the Chief Executive Officer or the President, the duties and powers of such offices shall be performed and exercised by the Vice President designated to so act by the line of succession provided by the Board of Directors, or if not so provided by the Board of Directors, in accordance with the order of priority set forth in Article XXXIII.

Article XXIII. Corporate Secretary.

The Corporate Secretary shall keep accurate minutes of all meetings of the Shareholders, the Board of Directors and the Executive Committee, respectively, shall perform the duties commonly incident to the office of corporate secretary, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The Corporate Secretary shall have power together with the Chief Executive Officer, the President or a Vice President, to sign certificates for shares of stock. In the Corporate Secretary's absence, an Assistant Corporate Secretary shall perform the duties of the office.

Article XXIV. Treasurer.

The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds and securities of the Corporation and shall have and exercise under the supervision of the Board of Directors, all the powers and duties commonly incident to the office of treasurer and shall deposit all funds of the Corporation in a bank or banks, trust company or trust companies or with a firm or firms doing a banking business, pursuant to a specific or general authorization from the Board of Directors. The Treasurer may endorse for deposit or collection all checks, notes, et cetera, payable to the Corporation or to its order, may accept drafts on behalf of the Corporation, and, together with the Chief Executive Officer, the President or a Vice President, may sign certificates for shares of stock.

All checks, drafts, notes and other obligations for the payment of money except bonds, debentures and notes issued under an indenture shall be signed either manually or, if and to the extent authorized by the Board of Directors, through facsimile, by the Treasurer or an Assistant Treasurer or such other officer or agent as the Board of Directors or an officer designated by the Board of Directors shall authorize. Checks for the total amount of any payroll may be drawn in accordance with the foregoing provisions and deposited in a special fund. Checks upon this fund may be drawn by such person as the Treasurer shall designate.

Article XXV. Controller.

The Controller shall keep accurate books of account of the Corporation's transactions and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

Article XXVI. Officer Resignation and Removals.

Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairman of the Board of Directors, to the Vice Chairman, to the Chief Executive Officer or to the Corporate Secretary. Any such resignation shall take effect upon receipt of the written notice by one of the specified recipients, unless a later effective time is specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Board of Directors, by vote of a majority of the entire Board, may remove any officer or agent, with or without cause.

Article XXVII. Officer Vacancies.

If the office of any officer or agent, one or more, becomes vacant by reason of death, disability, resignation, removal, disqualification or otherwise, the Directors at the time in office, if a quorum, may, by a majority vote at a meeting at which a quorum is present, choose a successor or successors who shall hold office for the unexpired term or until such officer's successor is duly elected and qualified or the position is eliminated.

Article XXVIII. Certificates and Records for Shares.

Every Shareholder shall be entitled to a certificate or certificates for shares of record owned by such Shareholder in such form as may be prescribed by the Board of Directors, duly numbered and setting forth the number and kind of shares to which such Shareholder is entitled. Such certificates shall be signed by the Chief Executive Officer, President or a Vice President and by the Treasurer or an Assistant Treasurer or the Corporate Secretary or an Assistant Corporate Secretary. The Board of Directors may also appoint one or more Transfer Agents and/or Registrars for its stock of any class or classes and may require stock certificates to be countersigned and/or registered by one or more of such Transfer Agents and/or Registrars. If certificates for shares are signed, either manually or by facsimile, engraved or printed, by a Transfer Agent or by a Registrar, the signatures of the Chief Executive Officer, the President or a Vice President and the Treasurer or an Assistant Treasurer or the Corporate Secretary or an Assistant Corporate Secretary may be facsimiles, engraved or printed. Any provisions of these Bylaws with reference to the signing of stock certificates shall include, in cases above permitted, such facsimiles.

In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used had not ceased to be such officer or officers of the Corporation.

Notwithstanding the foregoing, the Board of Directors may authorize the issue of some or all of the shares of any or all of its classes or series

without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the Shareholder a written statement of the information required on certificates by the Virginia Stock Corporation Act or other applicable law.

The person registered on the books of the Corporation as the owner of any shares shall be entitled exclusively as the owner of such shares, to receive dividends and to vote in respect of such shares. It shall be the duty of every Shareholder to notify the Corporation of such Shareholder's address.

Article XXIX. Transfer of Shares.

Shares may be transferred by delivery of the certificate accompanied either by an assignment in writing on the back of the certificate or by a written power of attorney to sell, assign and transfer the same on the books of the Corporation, signed by the person appearing by the certificate to be the owner of the shares, and shall be transferable on the books of the Corporation upon surrender so assigned or endorsed. Where shares have been issued without certificates, shares may be transferred by a written instrument of assignment or a written power of attorney to sell, assign and transfer the same on the books of the Corporation, signed by the person appearing by the records of the Corporation to be the owner of such shares, and shall be transferable on the books of the Corporation upon delivery of such instrument or power of attorney to the Corporation.

Article XXX. Voting of Shares Held.

Unless the Board of Directors shall otherwise provide, the Chairman of the Board of Directors, the Vice Chairman, the Chief Executive Officer, the President, any Vice President, or the Corporate Secretary may from time to time appoint one or more attorneys-in-fact or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes that the Corporation may be entitled to cast as a shareholder or otherwise in any other corporation or other legal entity, any of whose stock or securities of which may be held by the Corporation, at meetings of the holders of any such other corporations or entities, or to consent in writing to any action by any such other corporation or entities, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed on behalf of the Corporation such written proxies, consents, waivers or other instruments as he or she may deem necessary or proper in the premises; or either the Chairman of the Board of Directors, the Vice

Chairman, the Chief Executive Officer, the President or the Corporate Secretary may attend any meeting of the shareholders or securityholders of any such other corporation or entity and vote or exercise any or all other powers of the Corporation as the shareholder or securityholder of such other corporation or entity.

Article XXXI. Bonds, Debentures and Notes Issued Under an Indenture.

All bonds, debentures and notes issued under an indenture may be signed by (a) the Chief Executive Officer, the President or any Vice President or such other officer or agent as the Board of Directors shall authorize and by the Corporate Secretary or any Assistant Corporate Secretary or by the Treasurer or any Assistant Treasurer or such other officer or agent as the Board of Directors shall authorize, or (b) such officer or officers as may be specified in the indenture. The signature of any authorized officer of the Corporation on bonds, debentures and notes authenticated by a corporate trustee may be made manually or by facsimile.

Article XXXII. Amendments.

Both the Board of Directors and the Shareholders shall have the power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws, but Bylaws enacted by the Shareholders, if expressly so provided, may not be altered, amended or repealed by the Directors.

Notwithstanding the foregoing, Articles IV and XI¹ of these Bylaws may not be amended, altered, changed or repealed without the affirmative vote of at least two-thirds of the outstanding shares of the Corporation entitled to vote.

¹ The last paragraph of Article V of the Corporation's Articles of Incorporation, as amended, provides that the affirmative vote of at least two-thirds of the outstanding shares entitled to vote shall be required to amend, alter, change or repeal or to adopt any provision inconsistent with the purpose and intent of, Article V of the Articles of Incorporation or "Articles IV and IX of the Bylaws". In 1987, when this provision was added to the Articles of Incorporation, the text of current Article XI of the Bylaws was in Article IX. Provisions that are in Article V of the Articles of Incorporation appear in Articles XIII, XVII, XVIII and XXXII of the Bylaws.

Article XXXIII. Emergency Bylaws.

The Emergency Bylaws provided in this Article XXXIII shall be operative during any emergency notwithstanding any different provision in these Bylaws or in the Articles of Incorporation of the Corporation or in the Virginia Stock Corporation Act. An emergency exists if a quorum of the Corporation's Board of Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the other Articles of these Bylaws shall remain in effect during such emergency and upon the termination of such emergency the Emergency Bylaws shall cease to be operative unless and until another such emergency shall occur.

During any such emergency:

- (a) Any meeting of the Board of Directors may be called by any officer of the Corporation or by any Director. Notice shall be given by the person calling the meeting. The notice shall specify the time and place of the meeting. Notice may be given only to such of the Directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. If given by mail, messenger, electronic transmission or telephone, the notice shall be addressed to the Director's address or such other place as the person giving the notice shall deem most suitable. Notice shall be similarly given, to the extent feasible, to the other persons referred to in (b) below. Notice shall be given at least two days before the meeting if feasible in the judgment of the person giving the notice, but otherwise shall be given any time before the meeting as the person giving the notice shall deem necessary.
- (b) At any meeting of the Board of Directors, a quorum shall consist of a majority of the number of Directors fixed at the time in accordance with the Articles of Incorporation. If the Directors present at any particular meeting shall be fewer than the number required for such quorum, other persons present, as determined by the following provisions and in the following order of priority, up to the number necessary to make up such quorum, shall be deemed Directors for such particular meeting:
 - (i) The President, if not a Director;
 - (ii) The Executive Vice Presidents in the order of their seniority of first election to such office, or if two or more shall have been first elected to such office on the same day, in the order of their seniority in age;

- (iii) The Senior Vice Presidents in the order of their seniority of first election to such office, or if two or more shall have been first elected to such office on the same day, in the order of their seniority in age;
 - (iv) All other Vice Presidents at the principal office of the Corporation in the order of their seniority of first election to such office, or if two or more shall have been first elected to such office on the same day, in the order of their seniority in age; and
 - (v) Any other persons that are designated on a list that shall have been approved by the Board of Directors before the emergency, such persons to be taken in such order of priority and subject to such conditions as may be provided in the resolution approving the list.
- (c) The Board of Directors, during as well as before any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation for any reason shall be rendered incapable of discharging their duties.
- (d) The Board of Directors, before and during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

No officer, Director or employee shall be liable for any action taken in accordance with these Emergency Bylaws so long as he or she discharges his or her duties in accordance with his or her good faith business judgment of the best interests of the Corporation.

These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the Shareholders, except that no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action or inaction prior to the time of such repeal or change. Any such amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Article XXXIV. Control Share Acquisitions.

In the event that any acquiring person (an Acquiring Person) as defined in Section 13.1-728.1 of the Virginia Stock Corporation Act (the Act), either (a) fails to comply with the provisions of Section 13.1-728.4 of the Act or (b) fails to obtain the approval of the Shareholders of the Corporation at any meeting held pursuant to Section 13.1-728.5, then the Corporation shall have authority, upon approval by resolution of the Board of Directors to call for redemption, at anytime within 60 days after the last acquisition of any such shares by such Acquiring Person or the date of such meeting, as the case may be, and thereafter to redeem on such date within such 60-day period as may be specified in such resolution (the Redemption Date) all shares of Common Stock of the Corporation theretofore acquired by the Acquiring Person in a control share acquisition (as defined in Section 13.1-728.1 of the Act) and then owned beneficially by such Acquiring Person, as such number of shares may be either (a) shown on any control share acquisition statement or any statement or report filed by the Acquiring Person with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or (b) otherwise determined by the Board of Directors. The redemption price shall be computed in accordance with Section 13.1-728.7 of the Act and paid in cash on the Redemption Date against delivery at the principal office of the Corporation of certificates evidencing the shares so redeemed.

All determinations by the Board of Directors as to (a) the status of any person as an Acquiring Person under the Act, (b) the number of shares of the Corporation owned by such Acquiring Person, (c) the timeliness of compliance by any Acquiring Person within Section 13.1-728.4 of the Act, or (d) the interpretation of the Act or this Article if made in good faith, shall be conclusive and binding on all persons.

Dominion Resources, Inc.
("Dominion")

Corporate Governance Guidelines

I. ROLE AND FUNCTION OF THE BOARD

Dominion's Board of Directors (Board) is charged with the responsibility of overseeing Dominion's management, as well as the business and affairs of Dominion on behalf of Dominion's shareholders. Dominion's business is conducted by its employees under the supervision of its Chief Executive Officer. The Board and management recognize that the interests of Dominion are advanced by responsibly addressing the concerns of other constituencies, including employees, customers and the communities in which Dominion operates. These governance guidelines are intended to support the Board in its oversight role and in fulfilling its obligation to shareholders. The Board will review these guidelines annually in its continuing effort to achieve this goal.

A. Composition

1. The Board will consist of a majority of independent directors. No more than three employees or ex-employees of the company may serve concurrently as directors. The Board affirmatively determines a director's independence in accordance with the New York Stock Exchange's (NYSE) listing standards and Dominion's independence standards, which are adopted by the Board.
2. The Board will set the number of Directors within the range allowed by the company's Articles of Incorporation. The range is currently 10 to 17 Directors.
3. The Compensation, Governance and Nominating (CGN) Committee, with advice from the CEO and other members of the Board and management, shall screen director candidates. The Committee shall select candidates who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. Among the attributes that the Committee may consider are a candidate's character, judgement, diversity of experience, acumen and ability to act on behalf of shareholders. Business and financial experience and governmental and community service are among the relevant criteria. The Committee may also consider in its assessment the Board's diversity, in its broadest sense, reflecting, but not limited to, geography, gender and ethnicity. The Committee will also consider the independence of any candidate under the standards of independence discussed above.
4. The company's CEO should be a member of the Board.
5. All Directors are elected annually by the shareholders.

B. Structure

1. The Board's current committees are Audit, CGN, and Finance and Risk Oversight. These committees shall report regularly to the full Board.

2. The CGN Committee 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 and CGN Committees shall be composed of independent directors in accordance with the current rules and regulations of the Securities and Exchange Commission (SEC) and the NYSE. For the Audit Committee, "independence" includes the additional requirement that the director not be affiliated with Dominion or receive any compensation, directly or indirectly, from the company other than compensation for services as a director. For the CGN Committee, "independence" shall include the additional requirements for an "outside director" as specified under Rule 162(m) of the Internal Revenue Code.
4. All Board committees shall have written charters that address the committees' purposes, duties and responsibilities. Each committee shall conduct an annual evaluation of its performance.
5. 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, during which they will review the performance of senior management and discuss other matters, as they believe necessary. Only the Board's independent Directors shall make decisions with respect to CEO compensation. The Chair of the CGN Committee will lead executive sessions of independent Directors unless the Chairman of the Board is an independent Director.
3. The Board shall establish the number of regular meetings to be held each year, and shall hold special meetings when necessary. The CEO shall set the Board agendas with advice from the Directors, and such agendas and select information shall be distributed to the Directors prior to Board meetings for their review. Directors shall regularly receive pertinent information regarding Company 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 company meetings or their ability to fulfill their responsibilities as company Directors. In addition, the CEO shall sit on no more than two other public company Boards and non-employee members of the Board shall sit on no more than five Boards or three Audit Committees of other public companies.

5. The Board shall review and approve Dominion's Code of Ethics 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 CGN Committee shall conduct an annual assessment of the Board's effectiveness and that of its committees.

D. Director Policies

1. *Director Orientation and Education*

- a. Newly elected Directors will receive a briefing from the CEO and senior management regarding matters related to the company's core businesses. At a minimum, they shall be briefed on operations and strategic directions by the CEO, Chief Financial Officer, Chief Legal Officer and CEO's of the major business segments and by the Corporate Secretary on matters related to Board governance and membership. In addition, new Directors shall tour company facilities when practicable.
- b. Continuing education will be achieved through management presentations at Board meetings from time to time to provide insights into aspects of the company's business or to provide employees with exposure to the Board for purposes of management development. The Board and committees will receive updates on any new material legal or regulatory requirements that affect the company. In addition, Directors may periodically attend seminars conducted by organizations outside of the company that are related to director responsibilities, governance or industry matters.

2. *Age and Term Limits*

- a. The Board does not believe it appropriate or necessary to limit the number of terms a Director may serve.
- b. Independent Directors shall submit their resignation not later than December 31 following their 72nd birthday, and annually thereafter. In view of the consistently changing and increasingly competitive environments in which Dominion and its businesses operate, Board stability and experience are essential. Accordingly, the Board reserves the right not to accept such resignation, and to nominate such Directors for election to the Board at the Annual Meeting of Shareholders if the Board determines that it is in the company's best interest.

3. *Change in Job Responsibilities*

- a. Non-employee Directors are expected to tender their resignation to the CGN Committee if their job responsibilities change meaningfully from those they held when they were elected to the Board or if there is a change in circumstances that could reasonably affect their independence. This does not mean that the Committee will automatically accept such resignation; instead there will be an opportunity for the Committee to determine the appropriateness of Board membership under such circumstances.

- b. Directors who are employed by Dominion shall submit their resignation from the Board to the CGN Committee when they conclude their employment. The CGN Committee shall have discretion as to whether such offer will be accepted.
- 4. *Majority Voting*
 - a. Any Director nominee must, as stated in the Company's bylaws, submit his or her resignation if, in an uncontested election, more than fifty percent of the votes cast are withheld on that Director's election to the Board. With advice from the CGN Committee, the Board will determine whether to accept such resignation.
 - b. Any Director submitting his or her resignation will abstain from participating in deliberations or voting regarding such resignation.
- 5. *Other Affiliations*
 - a. Each Director will advise the Chair of the CGN Committee or the Corporate Secretary of any affiliation or transactions with public, private or non-profit entities so that the relationship can be reviewed to determine if it could create a potential conflict of interest or possible inconsistency with Dominion's corporate policies or practices.
- 6. *Non-employee Director Compensation and Stock Ownership Requirements*
 - a. The CGN Committee shall review annually and assess the compensation paid to non-employee Directors and recommend to the Board any changes it believes are appropriate. To assist it, the CGN Committee may retain an independent consultant to benchmark non-employee Director compensation with that of Dominion's peer companies. In addition, to link Directors' compensation to performance and to align the Board's interests with the interests of Dominion's shareholders, a significant portion of the Directors' compensation may be payable in some form of Dominion Common Stock.
 - b. Each Director, within four years of his or her election to the Board, shall acquire and hold shares of Dominion Common Stock equal in value to five times the annual retainer for service as a Director. During their term of service, Directors are prohibited from selling shares of stock granted by the company, other than shares acquired as a result of option exercises.

II. MANAGEMENT AND THE BOARD

A. Board Access to Management

Board members shall have complete access to the CEO, the Chief Financial Officer, the Chief Legal Officer and/or General Counsel, General Auditor, other members of senior management and the independent auditors. Management shall be responsive to all requests for information from Board members.

B. Development and Succession

- 1. The CGN Committee shall evaluate annually the CEO's performance as part of its review of Dominion's executive compensation program. The CEO shall not be present during the CGN Committee's review of his performance and compensation. The CGN Committee shall ensure that executive compensation programs align the interests of management with those of Dominion's shareholders.

2. The CEO is responsible for developing and maintaining a process to plan for successor chief executive officers, as well as for other key senior leadership positions. The CEO shall review this process with the CGN Committee at least annually. The Board has final authority to select any successor CEO and, in the case of an emergency, the company's bylaws direct the process.

C. Risk Oversight

1. The Audit Committee shall meet periodically with members of management, including the Principal Accounting Officer or Controller, the Chief Legal Officer and/or General Counsel, and the internal and independent auditors to receive and discuss reports on Dominion's internal control systems and compliance.
2. The Finance and Risk Oversight Committee shall meet periodically with the Chief Financial Officer, the Chief Legal Officer and other members of management responsible for financial and risk management to receive and discuss Dominion's financing activities, risk assessment and risk management policies and procedures. The Committee shall report to the Audit Committee and the Board of Directors regarding these activities.

D. Management Committees

Management has established a Disclosure Committee for the purpose of ensuring that Dominion's disclosure controls and procedures for periodic filings with the SEC (including the proxy statement) are in compliance with applicable laws and regulations. The Disclosure Committee, which reports to the Audit Committee quarterly, shall be comprised of representatives of the major business functions and also the Chief Legal Officer, Chief Information Officer, Chief Accounting Officer, General Counsel, Corporate Secretary, and Controller. The Chief Accounting Officer shall chair the Committee.

E. Recovery of Performance-based Compensation

In the event financial results which are filed with the Securities and Exchange Commission are restated due to fraud, negligence or intentional misconduct, the Board or an independent committee will review performance-based compensation paid to officers who are found to be personally responsible for the fraud, negligence or intentional misconduct that caused the need for the restatement. To the extent permitted by applicable law, the Board will seek, if it deems appropriate, the recovery of any amounts paid in excess of the amounts that would have been paid to such officers based on the restated financial results.

III. MODIFICATIONS

The operation of the Board is a dynamic and evolving process, as are the demands of the marketplace. As such, the CGN Committee shall periodically review these Guidelines and recommend proposed modifications to the Board when appropriate and when NYSE or SEC regulations dictate.

Dominion Resources, Inc.
("Dominion")

Director Independence Standards

The Board of Directors of Dominion will be composed at all times of a majority of independent directors. To be considered independent under the New York Stock Exchange (NYSE) rules, a Director must not be an employee of Dominion and the Board must affirmatively determine that a Director has no material relationship with Dominion¹. To assist it in determining director independence, the Board has established the following standards.

1) A Director will *not* be independent if,

- a) Within the preceding three years:
 - i) the Director was employed by Dominion, or had an immediate family member², who was an executive officer³ of Dominion;
 - ii) the Director or an immediate family member was (but is no longer) a partner or employee of Dominion's independent or internal auditor and personally worked on Dominion's audit;
 - iii) the Director, or an immediate family member, was employed as an executive officer of another company where any of Dominion's present executive officers served on that company's compensation committee;
 - iv) the Director is an executive officer or employee, or has an immediate family member who is an executive officer, of a company that made payments to, or received payments from, Dominion in an annual amount exceeding the greater of \$1 million or 2% of such company's consolidated gross revenues⁴; or
 - v) the Director, or an immediate family member, received more than \$100,000 during any twelve-month period in direct compensation from Dominion, other than director and committee fees, pension or other forms of deferred compensation or benefits for prior service not contingent in any way on continued service⁵;

¹ References to Dominion include any of Dominion's consolidated subsidiaries.

² An Immediate family member is a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's home (other than a tenant or an employee).

³ "Executive Officer" has the same meaning specified for the term "officer" in the SEC's Rule 16a-1(f).

⁴ Contributions to tax exempt organizations shall not be considered "payments" for the purpose of this restriction.

⁵ Compensation received by a Director's immediate family member for service as a non-executive employee of Dominion will not be considered.

- b) or currently:
 - i) the Director or an immediate family member is a partner of a firm that is Dominion's independent or internal auditor; or
 - ii) the Director is an employee of such a firm; or
 - iii) the Director has an immediate family member who is an employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice.

2) Each member of Dominion's Audit Committee must be an independent member of the Board. For purposes of determining the independence of an Audit Committee member, a Director must meet the independence standards set forth in 1) above and, in addition, must meet the following criteria:

- a) Audit Committee members may not receive any fees or compensation from Dominion other than in their capacity as a Director or committee member; and
- b) Audit Committee members cannot be affiliated persons of Dominion⁶.

3) At least two members of the Compensation Committee must be considered outside directors under section 162(m) of the Internal Revenue Code. For purposes of being considered an outside director, the Director must not:

- a) be a current or former employee of Dominion who is receiving compensation for prior services, or has been an officer of Dominion; and
- b) have received remuneration from Dominion for reasons other than being a director of the Company.

4) The Board will annually review commercial relationships of Directors and determine whether any such relationships would create a conflict of interest that would interfere with a Director's independence, even though such relationships are not restricted by the standards in 1) and 2) above. In making such a determination, the following relationships will not be considered to be material relationships that would impair a Director's independence (categorical standards):

- a) the Director is an executive officer or an employee, or whose immediate family member is an executive officer, of another company:
 - i) that is indebted to Dominion, or to which Dominion is indebted, and the total amount of either company's indebtedness to the other is less than 5% of the total consolidated assets of either company;
 - ii) in which Dominion owns a common stock interest, or the other company owns a common stock interest in Dominion, and the amount of the common stock

⁶ An "affiliated person" as defined by the SEC's Rule 10A-3.

interest is less than 5% of the total shareholders' equity of the company in which the interest is owned; or

- iii) that does business with Dominion and the annual sales to, or purchases from, Dominion in any of the last three fiscal years were less than \$1 million or 1% of the consolidated gross revenues of such organization.
 - b) the Director, or an immediate family member, has an interest in a transaction in which Dominion or one of its subsidiaries is a participant and the total transaction amount is less than \$120,000 or is determined by competitive bid or a fixed rate tariff or fee schedule in conformance with governmental regulations.
- 5) The Board will annually review charitable relationships of Directors and determine whether any such relationships would create a conflict of interest that would interfere with a Director's independence, even though such relationships are not restricted by the standards in 1) and 2) above. In making such a determination, the following relationships will not be considered to be material relationships that would impair a Director's independence (categorical standards):**
- a) the Director, or an immediate family member, serves as an officer, director or trustee of a charitable organization and Dominion's or the Dominion Foundation's discretionary charitable contributions to the organization are less than the greater of \$1 million or 2% of the organization's total annual charitable receipts. (Dominion's automatic matching of employee charitable contributions will not be included in the calculation.)
- 6) In its annual review, the Board may still determine that a Director is independent even if that Director has a relationship that does not meet the categorical standards described in 3) and 4) above, so long as that relationship does not violate the NYSE rules. If such determination is made, the basis for the Board's determination will be explained in Dominion's next proxy statement.**

Dominion Resources, Inc.
("Dominion")

Related Party Transaction Guidelines

Purpose

To identify and evaluate potential conflicts of interest, independence factors and disclosure obligations arising out of financial transactions, arrangements and relationships between Dominion and its Related Persons (Related Party Transactions).

I. What Constitutes A Related Party Transaction

A. Related Persons

The persons and entities that should be considered Related Person(s) subject to these Guidelines include:

- any person who is, or at any time during a fiscal year was, a Director, Executive Officer or Nominee for Director of Dominion;
- any person who is a beneficial owner of more than 5% of Dominion's common stock; or
- any **immediate family member**¹ of one of the foregoing persons.

B. Related Party Transactions

Related Party Transaction is any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in excess of \$120,000 in which Dominion (and/or any of its consolidated subsidiaries) is a party and in which the Related Person has or will have a direct or indirect material interest. A list of transactions that have been determined not to be Related Party Transactions and not subject to these Guidelines is attached as Exhibit 1.

II. Related Party Procedures

A. Identification of Related Party Transactions

At least annually, the Corporate Secretary shall distribute a questionnaire to the Board of Directors, Board of Director Nominees and Executive Officers to identify potential Related Party Transactions by including questions regarding financial transactions, arrangements or relationships involving Related Persons.

The Corporate Secretary and General Counsel shall review the responses to these questionnaires and assess whether any of the identified transactions constitute Related Party Transactions and report any such Related Party Transactions to the Compensation, Governance and Nominating (CGN) Committee for consideration.

¹ **Immediate family member** means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the person, and any person (other than a tenant or employee) sharing the person's house.

In the event that any further Related Party Transactions are identified during the year; such transactions will be reviewed and considered by the CGN Committee Chair and reported to the CGN Committee at its next scheduled meeting.

B. Review, Approval and Ratification By CGN Committee

The CGN Committee shall review all Related Party Transactions submitted and consider the relevant facts and circumstance available to it, including:

- the benefits to Dominion,
- the implications for a Director's independence,
- the availability of other sources for comparable products or services, and
- the terms of the transaction and the availability of the same or similar terms to unrelated third parties and employees in general.

The CGN Committee shall approve or ratify only those Related Party Transactions that, based on its business judgment, it determines:

- are in, or are not inconsistent with, the best interests of Dominion and its shareholders, and
- are in compliance with Dominion's Code of Ethics.

In any case where the CGN Committee determines not to ratify a Related Party Transaction, the matter may be referred to legal counsel for review and consultation regarding possible further action, including but not limited to, termination of the transaction on a prospective basis, rescission of the transaction or modification of the transaction in a manner that would permit it to be ratified by the CGN Committee.

No member of the CGN Committee shall participate in any review, approval or ratification of a Related Party Transaction if such member or any of his or her immediate family members or a company where he or she is an executive officer or a greater than 10% owner is involved. The CGN Committee shall report all such findings under these Guidelines to the Board of Directors.

III. Disclosure of Related Party Transactions

Dominion will make the appropriate disclosures for Related Party Transactions and these Guidelines as required by the Securities and Exchange Commission.

Transactions Not Subject to Related Party Transaction Guidelines

- Any transaction with another company at which a Related Person's only relationship is as an employee (other than executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1 million or 2% of that company's consolidated gross revenues.
- Any charitable contribution, grant or endowment by Dominion to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than executive officer) or a director, if the aggregate amount involved is less than the greater of \$1 million or 2% of the organization's total annual charitable receipts. (Dominion's automatic matching of employee charitable contributions will not be included in the calculation.)
- Any compensation arrangement for an Executive Officer, if (a) that officer is not an immediate family member of another Executive Officer or Director of Dominion; (b) such compensation would be reported in the proxy statement if the officer was a "Named Executive Officer"; or (c) the CGN Committee approved such arrangement.
- Any compensation paid to a Director that is required to be reported in Dominion's proxy statement.
- Any transaction where the Related Person's interest arises solely from the ownership of Dominion's common stock and all stockholders received the same benefit (e.g. dividends)
- Any ordinary course business travel and expenses, advances and reimbursements.
- Any products or services provided to Related Persons in the ordinary course of Dominion's business and on substantially the same terms as those prevailing at the time for comparable services provided to unrelated third parties or to Dominion's employees on a broad basis.



Code of Ethics

 [Print-Friendly Version](#)

Intent

To promote lawful and ethical behavior by all employees, officers and members of the Board of Directors and to ensure that the Company's business is conducted according to the values of the Company and all applicable rules, regulations and laws.

Applies to

This policy applies to all employees and officers of the Company. This policy also applies to Directors, where applicable.

Guidelines

The Company is committed to conducting its business ethically and with integrity. The ethical conduct of the Company depends on the collective conduct of its employees, officers and Directors. The Company has established the Dominion Ethics Program to coordinate compliance oversight activities company-wide. The Ethics Program establishes processes to assist employees, officers and Directors in obtaining guidance and resolving questions regarding ethical and compliance issues. The Company has adopted principles in the following areas to guide employees, officers, and, where applicable, Directors, on behaving with respect, honesty and decency towards everyone affected by our business:

- Compliance with laws, regulations, rules and policies;
- Appearance of good conduct and avoidance of conflicts of interest;
- Loans and guarantees of obligations;
- Employee relations;
- Harassment;
- Commitment to safety;
- Commitment to excellence;
- Community relations;
- Appropriate use of Company assets;
- Corporate opportunities;
- Fair dealing;
- Accurate Company records;
- Confidential Company information;
- Reporting violations;
- Changes to the Code of Ethics;
- Granting and disclosing waivers;
- Administration of Code of Ethics;
- Retaliation;
- Violations.

Each of these principles is described briefly in the paragraphs that follow. (Select any link for quick access.)

Compliance with laws, regulations, rules and policies

Each employee and officer is expected to be familiar and comply with all of the policies of the Company that apply to their employment. In addition, a commitment to ethical conduct requires that employees and officers comply with the spirit of the law as well as the letter of the law. It is the duty of each employee and officer to

know, understand and comply with any laws, regulations, and rules that apply in his/her job. Violating the law can seriously damage the Company's reputation, subject the Company to liability, and subject the employee or officer to personal liability. Questions concerning any legal responsibility should be referred to the Law Department. Examples of some significant laws and regulations are:

- Antitrust Laws;
- Environmental Laws and Regulations;
- Nuclear Regulatory Commission Regulations;
- Electric Safety Requirements;
- Pipeline Safety Requirements;
- Employee Health and Safety Laws and Regulations;
- Labor and Employment Laws;
- Securities Laws;
- Sarbanes-Oxley Act of 2002;
- Affiliate Transaction and Code of Conduct Regulations;
- Other Governmental Regulatory Requirements.

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Appearance of good conduct and avoidance of conflicts of interest

Each employee, officer and Director has a responsibility not only to do the right thing but also to avoid behavior that could be perceived as failing to do the right thing. Employees, officers and Directors should always act in the best interest of the Company and avoid even the appearance of a conflict of interest. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or Director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee, officer or Director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. (To obtain additional guidance, employees and officers should see "Conflict of Interest" policy.)

Loans and guarantees of obligations

The Company has determined that the making of any new guarantees or loans to executive officers, Directors, and their family members is prohibited.

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Employee relations

Each employee and officer should promote diversity, inclusiveness, and understanding in the workplace by valuing the individuality and creativity that every employee brings to the Company. The Company is committed to hiring, placing and promoting employees on the basis of ability and merit and evaluating employees on a fair and consistent basis.

Harassment

Management firmly believes that harassment of any kind seriously undermines the integrity of the employment relationship and respect for human dignity. The Company is committed to providing a work environment free from harassment, intimidation, and coercion based on or related to race, sex, religion, national origin, age, disability, or any other classification protected by law. Each employee and officer has a responsibility to uphold the Company's commitment to provide a workplace free from harassment of any kind.

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Commitment to safety

Each employee and officer should perform his/her job safely at all times, protecting the public, customers,

other employees and themselves from injury. It is each employee's responsibility to look out for and resolve unsafe situations. An employee should immediately report to management any unsafe situation he/she is unable to resolve.

Commitment to excellence

Each employee and officer should:

- Represent the Company with dignity and in a respectful manner.
- Strive for continuous improvement and maximize efficiency in his/her job.
- Work with others to achieve the common goal of quality service.

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Community relations

Officers and employees should be responsible citizens of our local, state and national communities. The Company supports civic projects and community programs that contribute to the improvement of our society and encourages employee participation in these projects and programs.

Appropriate use of Company assets

Each employee, officer and Director has a responsibility to properly use Company property, facilities and equipment. This responsibility includes protecting Company property from loss, theft, abuse and unauthorized use. All Company assets should be used for legitimate business purposes.

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Corporate Opportunities

Employees, officers and Directors are prohibited from (a) taking for themselves, personally, opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the Company. Employees, officers and Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Fair Dealing

Each employee, officer and Director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

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Accurate Company records

It is important that the Company maintain accurate and reliable records that meet applicable legal, financial, regulatory and management requirements. Each employee and officer has a responsibility to ensure all Company records, such as accounts, reports, bills, invoices, work and timekeeping records, and correspondence are accurate and maintained in accordance with the applicable document and data retention policies of his/her applicable business area. The Company's Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Controller, and Treasurer ("Senior Financial Officers"), are responsible for ensuring that the Company's financial statements, public reports and communications contain disclosure that is full, fair, accurate, timely and understandable. In that regard, the Senior Financial Officers are responsible for establishing and maintaining effective disclosure controls and procedures and internal controls and procedures for financial reporting.

Confidential Company Information

Confidential information is any non-public information that - if disclosed - would be damaging to the best interests of the Company or might be of use to competitors. Each employee, officer and Director has a responsibility to hold all confidential information obtained from the Company or its customers in confidence, except when disclosure is authorized or legally mandated. Confidential information should not be shared with the media, competitors or any other third parties. If there is any doubt about whether such information has been publicly released or if disclosure is legally mandated, the employee, officer or Director should contact Corporate Communications, the Law Department, or Investor Relations for guidance.

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Reporting violations

If an employee or officer knows about or suspects misconduct, illegal activities, fraud, misuse of Company assets or violations of Company policies, he/she has a duty to report his/her concerns. Employees are encouraged to report any such concerns to their supervisor, the Dominion Law Department, Dominion Audit Services, the Dominion Compliance Line or the Dominion Compliance Line Online. (Calls and Internet reports can be anonymous). There will be no retribution against any employee making such a report in good faith.

In addition, each year all non-union employees will be sent a Compliance Survey in which they are asked whether they are aware of violations of laws, regulations or Dominion policies during the preceding year. This survey also serves as a certification that each employee who completes the survey has read and understands the Company's Code of Ethics. However, employees should not wait for the Compliance Survey to report violations. Violations should be reported as soon as they are discovered or suspected.

Changes to the Code of Ethics

The Audit Committee may approve any updates or changes to the provisions of this Code and will report any such changes or updates to the Board of Directors. Additionally, any updates or changes to the provisions of this Code must be publicly disclosed in a prompt manner.

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Granting and disclosing waivers

Any waiver of the provisions of this Code for Senior Financial Officers or Directors may be made only by the Board of Directors or the Board committee to which such responsibility has been delegated. Any waiver of the provisions of this Code for Senior Financial Officers or Directors must be publicly disclosed in a prompt manner.

Administration of Code of Ethics

The Company's General Counsel serves as the Company's Chief Compliance Officer. As such, he/she appoints several high level officers to serve as Compliance Officers. Each Compliance Officer is responsible for ensuring that the Company's Ethics Program functions effectively within his or her area of responsibility and for ensuring that the Code of Ethics is effectively communicated to employees and implemented on an ongoing basis.

The Chief Compliance Officer appoints a Deputy General Counsel, Compliance to handle the day-to-day administration of the Dominion Ethics Program.

Retaliation

It is a violation of this policy for any Company employee, officer or Director to retaliate or discriminate, directly or indirectly, or encourage others to do so, against an individual who reports a suspected violation or provides information relevant to an investigation of any conduct which the individual reasonably believes to be

a violation of applicable laws, regulations, or Company policies.

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Violations

The Company will investigate any violation or suspected violation of this Code and take appropriate corrective action. Disciplinary action may include termination, referral for criminal prosecution, and/or reimbursement to the Company for any losses or damages resulting from violations of the Code of Ethics. Examples of violations include:

- Authorizing or participating in actions which violate applicable laws, regulations, or Company policies.
- Failing to report a violation or willfully withholding relevant and material information concerning a violation.
- Retaliating against individuals who report or assist in investigations of suspected violations of applicable laws, regulations, or Company policies.

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2007 Annual Incentive Plan

Creating and Sharing in Our Success

 money

reimbursement

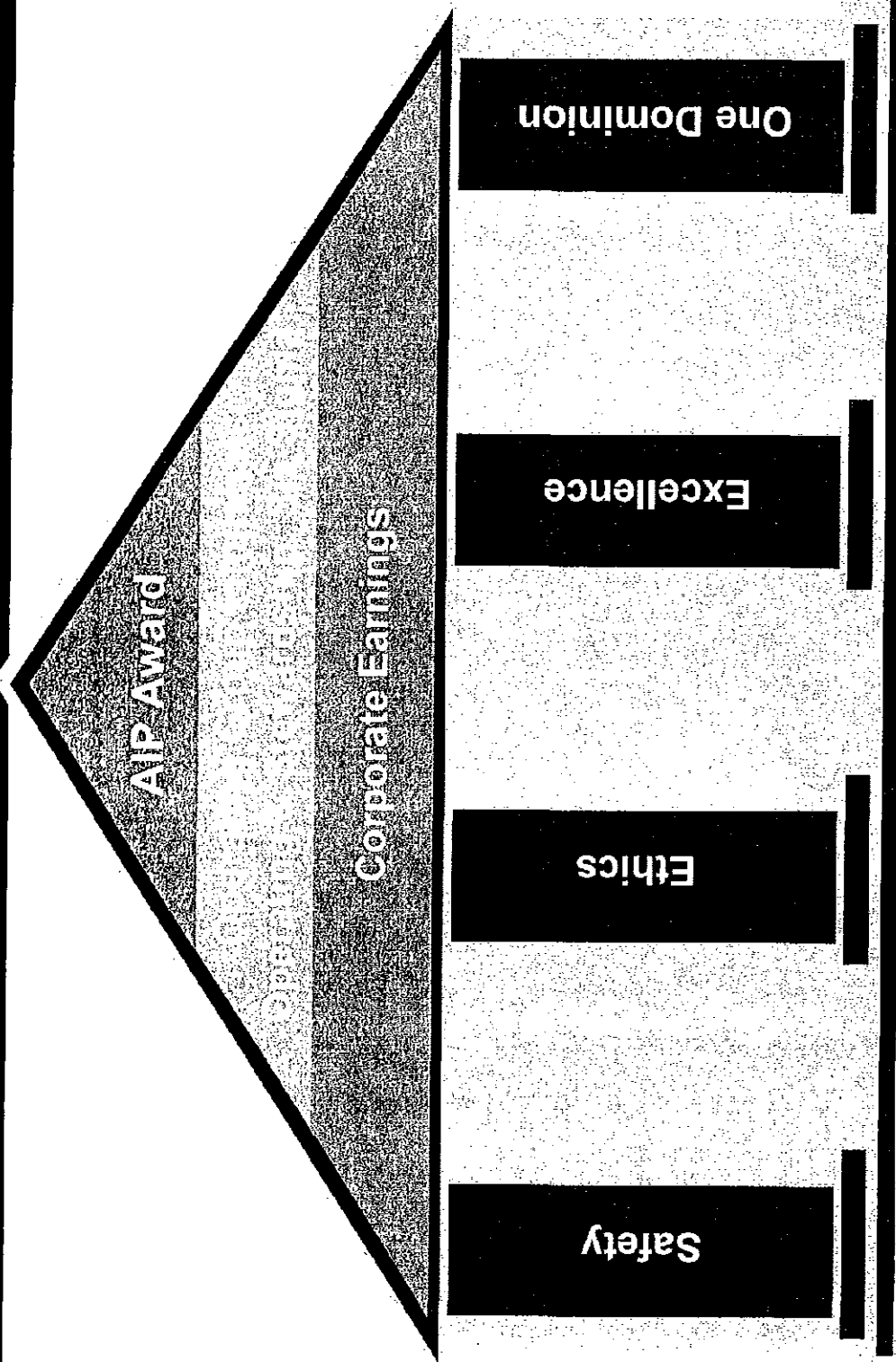
expense

allowance

allowance

Dominion Annual Incentive Plan

It's all about creating and sharing in our success



HIGHLIGHTS

What's Changing

Funding

- Because of the planned E&P sale, 2007 Corporate Earnings guidance will not be provided to Wall Street, and therefore thresholds cannot be announced to employees
- Earnings funding requirements will be adjusted after any E&P sale
- Kicker is based on earnings only
 - Previous separate Six Sigma Kicker now part of Earnings Kicker

Goal Scores

- Extra credit may be earned for exceeding Operating & Stewardship (new) and Six Sigma goals
- Overall Goal Score cannot exceed 100%

What's Not

Funding

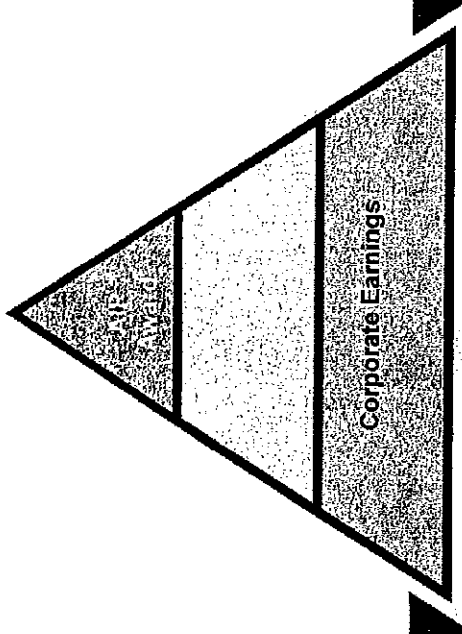
- 25% guaranteed, 75% based on corporate earnings
- Kicker based on corporate earnings to 200% funding

Goal Scores

- 3 categories: Operating Group Financials, Operating & Stewardship, and Six Sigma

AIP Award

- Target award levels
- Eligibility



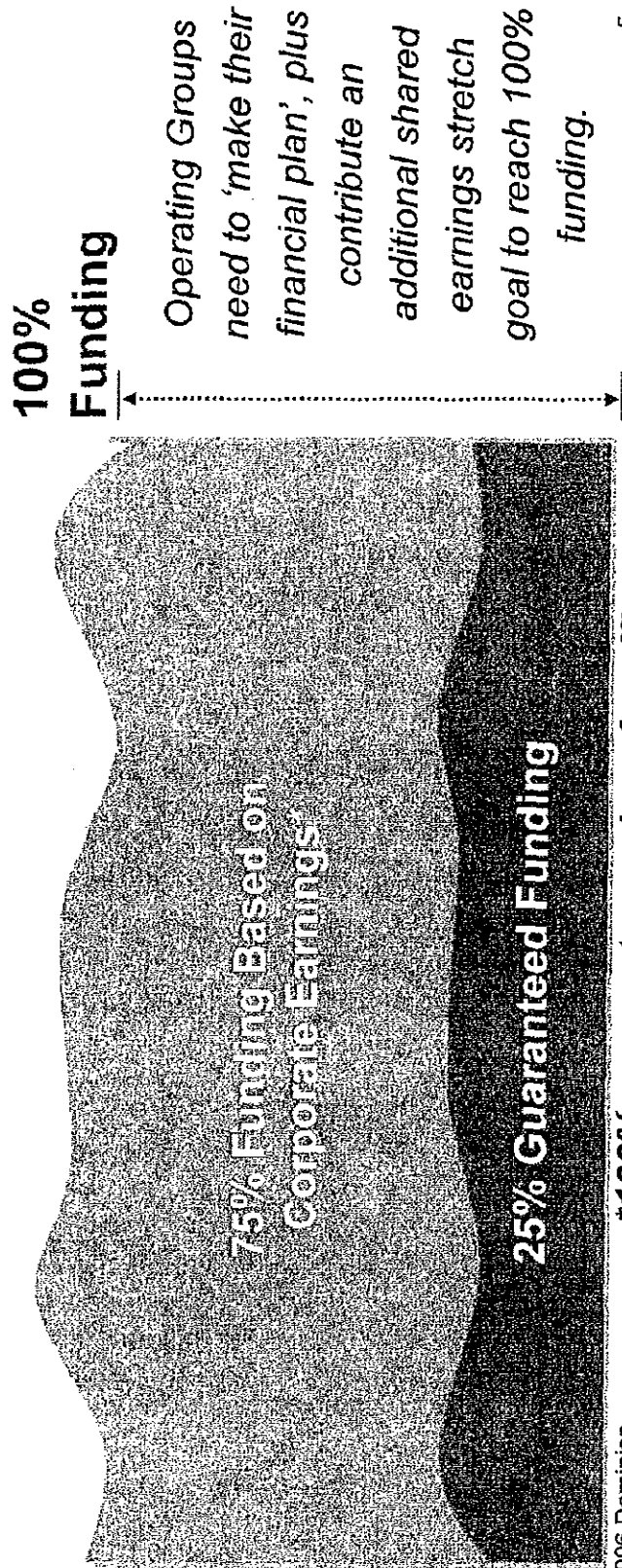
AIP Funding

Delivering earnings that fill the pool

Filling the Funding Pool

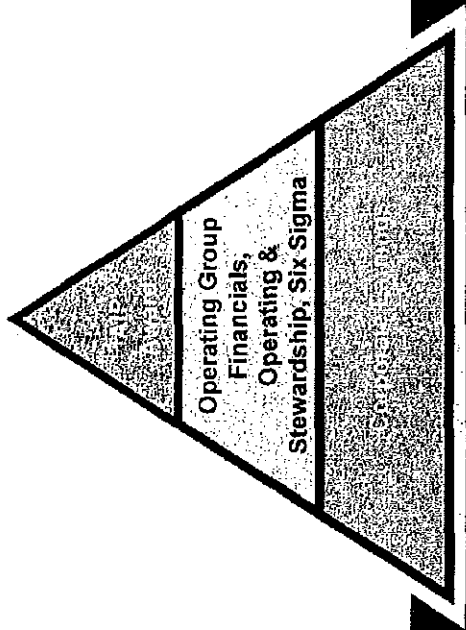
Two sources of funding for non-officers

While Corporate Earnings will not be announced due to planned E&P sale, our operating groups' financial performance is critical to funding the plan.



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**100% corporate earnings for officers*



AIP Goal Score

Accessing the Pool

Goal Score

Based on results in 3 critical areas

1

Operating
Group
Financials

Attain level of earnings needed by each operating group to help Dominion achieve the consolidated earnings goal

2

Operating &
Stewardship

Achieve operating group goals

- Safety/Compliance
- Reliability/Availability
- Expenditures
- Customer service

3

Six Sigma

Deliver improvements

- Streamline processes
- Reduce costs
- Enhance service

Goal Weighting by Level

100% maximum overall goal score

	Consolidated Financial Goals	Operating Group Financials	Operating & Stewardship	Six Sigma	
CEO/CFO	90%	0%	0%	10%	
Other Officers	25%	50%	15%	10%	
Directors Managers	0%	50%	40%	10%	
All Others	0%	25%	65%	10%	
					100% Overall Goal Score (MAX)

NOTE: Services Company employees who directly support an operating group will adopt the operating group goals, with at least 15% overall weighting.

Service Company Employees-DES

Directly supporting Operating Group

- **DES Employees at Operating Facilities Share O&S Goals**
 - O&S Goal Weighting for Staff - 65% is calculated from 50% based on DES goal score and 15% based on Operating Facility score.
 - O&S Goal Weighting for Managers - 40% is calculated from 25% based on DES goal score and 15% based on Operating Facility score.
- **DES Employees Affected**
 - EES- Staff at DNE (DNE Management combined) and Millstone (includes Manager)
 - Policy- Staff at DNE (DNE Management combined)
 - GES- Staff at Cove Point

Credit From Operating & Stewardship and Six Sigma

Credit for exceeding target									100% Overall Goal Score (MAX)
Consolidated Financial Goals	Operating Group Financials	Operating & Stewardship	Six Sigma						
90%	0%	0%	10%	+	+	+	+	+	
25%	50%	15%	10%	+	+	+	+	+	
0%	50%	40%	10%	+	+	+	+	+	
0%	25%	65%	10%	+	+	+	+	+	

NOTE: Operating & Stewardship and Six Sigma goal scores above target can offset below-target scores, **except for safety and regulatory compliance**. Use this flexible credit to maximize your overall goal score. Operating Group Financial and Consolidated Financial goals do not have flexible credit.

Exception for Credit Exceeding Target O&S Safety and Regulatory Compliance Goals

- Any O&S goal scoring reductions as the result of missing Safety or Regulatory Compliance goals cannot be offset by any credits for exceeding other targets.
- Specific O&S Safety (OSHA Recordables) and Regulatory Compliance (Compliance Measurement System) goals are subject to these restrictions in the DES O&S goals for 2007.

Operating Group Financial Goal

Earnings

Operating Group Earnings (Net income \$ million)			
Group	Goal Score 100% (Target)	Goal Score 80% (Threshold)	Goal Score 0%
Delivery	\$397	\$383	Less than \$383
Energy	\$296	\$286	Less than \$286
E&P	\$659	\$636	Less than \$636
Generation	\$703	\$678	Less than \$678
Services (expense goal)	\$539	\$560	More than \$560

Note: Achievement that is better than the earnings target is needed to fully fund the plan, but Operating Group financial scores do not have flexible credit.

Operating & Stewardship Goals

- Goals set by business area
- Opportunity for up to 5% “credit” on performance above target, subject to 100% maximum goal score
 - Credit cannot offset Safety and Regulatory Compliance shortfalls
- Examples include safety, compliance, reliability, availability, outage performance, and service level requirements

Six Sigma Goals

Financial target based on P&L and CapEx (Capital Expenditures)

Group	Profit & Loss Savings Goal (\$ million)	+	P&L or CapEx Contribution Recognized (\$ million)	=	Financial Target (\$ million)
Delivery	\$13.1	+	\$4.4	=	\$17.5
E&P Appl	\$0.8	+	\$0.2	=	\$1.0
Energy	\$9.4	+	\$3.1	=	\$12.5
Generation	\$16.9	+	\$5.6	=	\$22.5
Services	\$13.5	+	\$4.5	=	\$18.0
Shared by All Groups	\$10.1	+	\$3.4	=	\$13.5
TOTAL	\$63.8	+	\$21.2	=	\$85.0

Six Sigma Goal Scores

Possible credit for exceeding corporate goal

Corporate Goal Financial Target	\$85M	\$100M	\$120M
Corporate Goal Score	5%	7%	9%
Business Unit Goal Score	5%		
Overall Six Sigma GOAL SCORE	10% (100% of target)	12% (120% of target)	14% (140% of target)

Determining the Overall Goal Score

Credit for extra Operating & Stewardship and Six Sigma achievement applied

Measure	Goal Achievement	X	Weighting	=	Goal Score
Operating Group Financials	84%	X	25%	=	21%
Operating & Stewardship	103%	X	65%	=	67%
Six Sigma	120%	X	10%	=	12%
OVERALL GOAL SCORE					100%

Determining the Overall Goal Score

Credit for Operating & Stewardship -- 100% maximum

Measure	Goal Achievement	X	Weighting	=	Goal Score
Operating Group Financials	100%	X	25%	=	25%
Operating & Stewardship	103%	X	65%	=	67%
Six Sigma	100%	X	10%	=	10%
Total					102%
OVERALL GOAL SCORE					100%

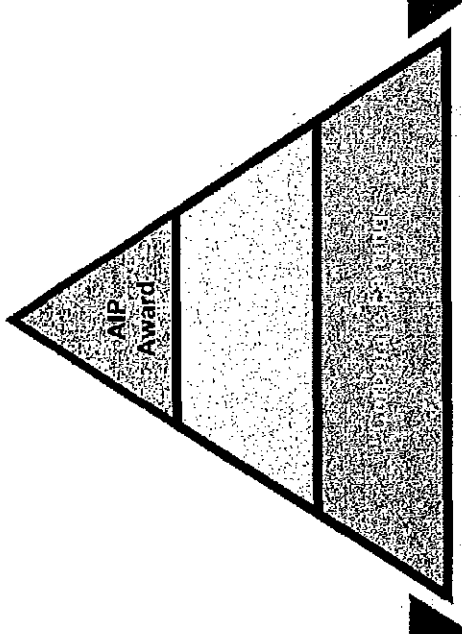
Maximum goal score is 100%

Determining the Overall Goal Score

Six Sigma credit earned, Safety shortfall applied

Measure	Goal Achievement	X	Weighting	=	Goal Score
Operating Group Financials	100%	X	25%	=	25%
Operating & Stewardship	97%	X	65%	=	63%
Six Sigma	120%	X	10%	=	12%
Total					100%
Safety shortfall					-2%
OVERALL GOAL SCORE					98%

Safety shortfall (-2%) cannot be offset



Award Payouts

How a payout is calculated

Example 1

Fully funded pool

Plan Compensation	→	\$50,000
Target Award Level	X	10%
Target Award Amount	=	\$5,000
Funding Level*	X	100%
Funded Amount	=	\$5,000
Goal Score	X	90%
Actual Payout	=	\$4,500

*Funding Level:
25% Guaranteed +
75% for Corporate
Earnings

	Accomplishment	Weighting	Score
Operating Group Financials	86%	25%	21.5%
Operating & Stewardship	90%	65%	58.5%
Six Sigma	100%	10%	10.0%
			90.0%

Example 2

Pool funded for *guaranteed 25% only*

Plan Compensation	→	\$50,000
Target Award Level	X	10%
Target Award Amount	=	\$5,000
Funding Level*	X	25%
Funded Amount	=	\$1,250
Goal Score	X	90%
Actual Payout	=	\$1,125

*Funding Level =
25% Guaranteed +
0% for Corporate
Earnings

	Accomplishment	Weighting	Score
Operating Group Financials	86%	25%	21.5%
Operating & Stewardship	90%	65%	58.5%
Six Sigma	100%	10%	10.0%
			90.0%

Example 3

100% funding + earnings kicker

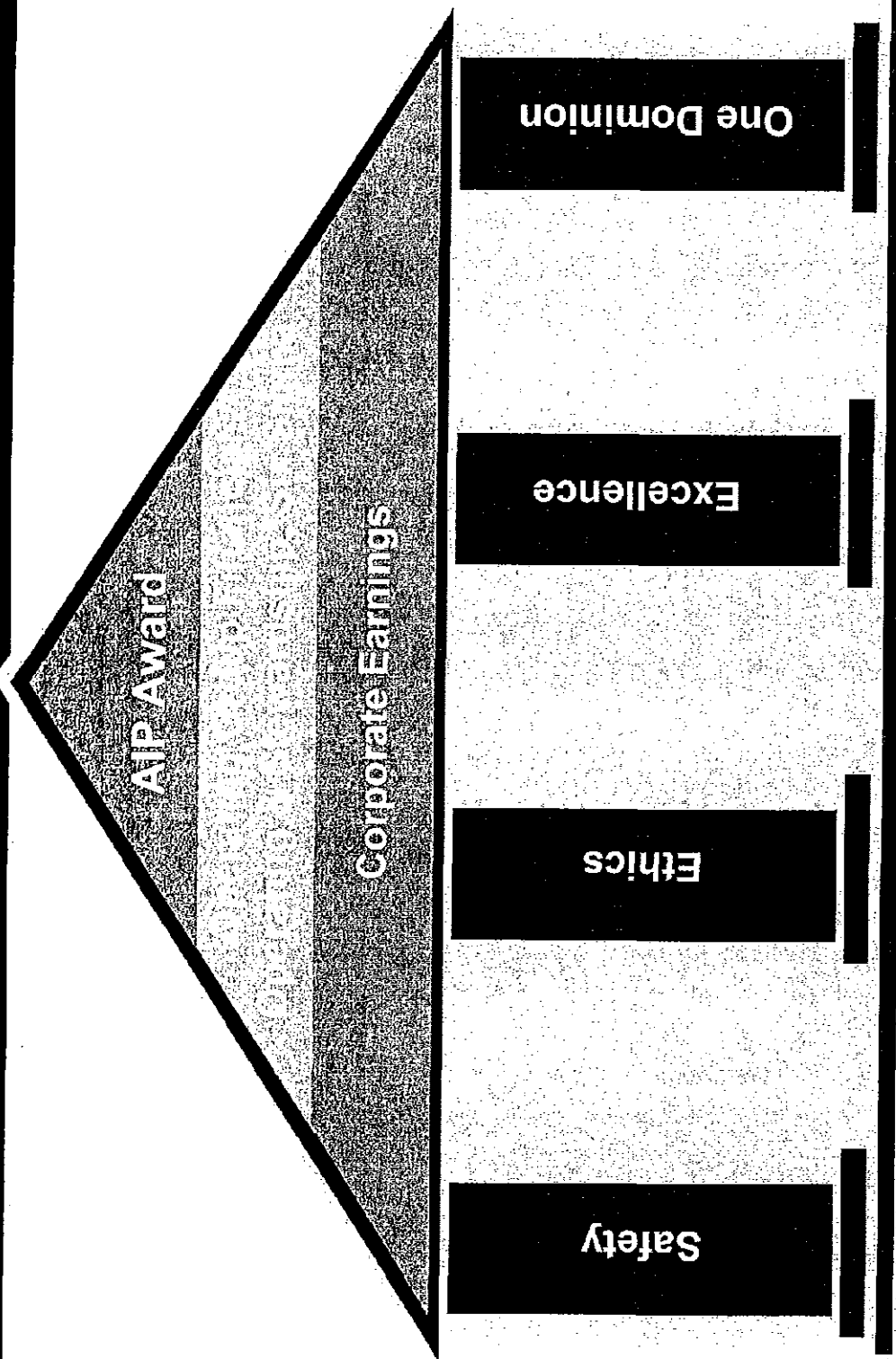
Plan Compensation	→	\$50,000
Target Award Level	X	10%
Target Award Amount	=	\$5,000
Funding Level*	X	109%
Funded Amount	=	\$5,450
Goal Score	X	90%
Actual Payout	=	\$4,905

*Funding Level: 25%
Guaranteed + 75%
Based on Earnings +
9% Earnings Kicker

	Accomplishment	Weighting	Score
Operating Group Financials	86%	25%	21.5%
Operating & Stewardship	90%	65%	58.5%
Six Sigma	100%	10%	10.0%
			90.0%

Dominion Annual Incentive Plan

It's all about creating and sharing in our success



Questions?
Contact Your HR Representative

DRS Services Agreement

This DRS Services Agreement (this "Agreement") is entered into as of the 1st day of January, 2003, by and The East Ohio Gas Company, an Ohio corporation (the "Company"), and DOMINION RESOURCES SERVICES, INC., a Virginia corporation, ("DRS"). DRS is sometimes referred to herein as "Service Company".

WHEREAS, each of the Company and DRS is a direct or indirect wholly-owned subsidiary of Dominion Resources, Inc. ("Dominion"), a registered holding company subject to regulation as such by the Securities and Exchange Commission ("SEC") under the Public Utility Holding Company Act of 1935 ("1935 Act");

WHEREAS, DRS has been formed for the purpose of providing administrative, management and other services to Dominion and its subsidiaries ("Dominion Companies") as a subsidiary service company under Rule 88 of the rules and regulations of the SEC for implementation of the 1935 Act, 17 C.F.R. Section 250.88;

WHEREAS, the Company believes that it is in the interest of the Company to provide for an arrangement whereby the Company may, from time to time and at the option of the Company, agree to purchase such administrative, management and other services from DRS;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

I. SERVICES OFFERED. Exhibit I hereto lists and describes all of the services that are available from DRS. DRS hereby offers to supply those services to the Company. Such services are and will be provided to the Company only at the request of the Company.

II. SERVICES SELECTED.

A. Initial Selection of Services. Exhibit II lists the services the Company hereby agrees to receive from DRS.

B. Annual Selection of Services. DRS shall send an annual service proposal form to the Company on or about December 1 listing services proposed for the coming calendar year. By December 31, the Company shall notify DRS of the services the Company has elected to receive from DRS during the following calendar year.

III. PERSONNEL. The DRS will provide services by utilizing the services of such executives, accountants, financial advisers, technical advisers, attorneys, engineers, geologists and other persons as have the necessary qualifications.

If necessary, DRS, after consultation with the Company, may also arrange for the services of nonaffiliated experts, consultants and attorneys in connection with the performance of any of the services supplied under this Agreement.

IV. COMPENSATION AND ALLOCATION. As and to the extent required by law, DRS will provide such services at cost. Exhibit III hereof contains rules for determining and allocating costs for DRS.

V. TERMINATION AND MODIFICATION.

A. Modification of Services. The Company may modify its selection of services at any time during the calendar year by giving DRS written notice of the additional services it wishes to receive, and/or the services it no longer wishes to receive, from DRS. The requested modification in services shall take effect on the first day of the first calendar month beginning at least thirty (30) days after the Company sent written notice to DRS.

B. Modification of Other Terms and Conditions. No other amendment, change or modification of this Agreement shall be valid, unless made in writing and signed by all parties hereto.

C. Termination of this Agreement. The Company may terminate this Agreement by providing sixty (60) days advance written notice of such termination to DRS. DRS may terminate this Agreement by providing sixty (60) days advance written notice of such termination to the Company.

This Agreement is subject to termination or modification at any time to the extent its performance may conflict with the provisions of the 1935 Act, or with any rule, regulation or order of the SEC adopted before or after the making of this Agreement. This Agreement shall be subject to the approval of any state commission or other state regulatory body whose approval is, by the laws of said state, a legal prerequisite to the execution and delivery or the performance of this Agreement.

VI. NOTICE. Where written notice is required by this Agreement, said notice shall be deemed given when mailed by United States registered or certified mail, postage prepaid, return receipt requested, addressed as follows:

a. To the Company:

The East Ohio Gas Company
1717 East Ninth Street
Cleveland, OH 44114

b. To DRS:

Dominion Resources Services, Inc.
120 Tredegar Street
Richmond, VA 23219

VII. GOVERNING LAW. This Agreement shall be governed by and construed in accordance with the laws of Virginia, without regard to their conflict of laws provisions.

VIII. ENTIRE AGREEMENT. This Agreement, together with its exhibits, constitutes the entire understanding and agreement of the parties with respect to its subject matter, and effective upon the execution of this Agreement by the respective parties hereof and thereto, any and all prior agreements, understandings or representations with respect to this subject matter are hereby terminated and cancelled in their entirety and are of no further force and effect.

IX. WAIVER. No waiver by any party hereto of a breach of any provision of this Agreement shall constitute a waiver of any preceding or succeeding breach of the same or any other provision hereof.

X. ASSIGNMENT. This Agreement shall inure to the benefit of and shall be binding upon the parties and their respective successors and assigns. No assignment of this Agreement or any party's rights, interests or obligations hereunder may be made without the other party's consent, which shall not be unreasonably withheld, delayed or conditioned; provided, however, that, subject to the requirements of applicable state and federal regulatory law, either party may assign its rights, interests or obligations under this Agreement to an affiliate as that term is defined in the 1935 Act, without the consent of the other party.

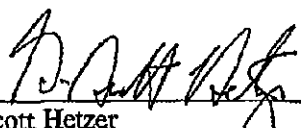
XI. SEVERABILITY. If any provision or provisions of this Agreement shall be held to be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall in no way be affected or impaired thereby.

XII. EFFECTIVE DATE. This Agreement is effective as of January 1, 2003.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed
as of the date first above mentioned.

THE EAST OHIO GAS COMPANY

By


G. Scott Hetzer
Senior Vice President and Treasurer

DOMINION RESOURCES SERVICES, INC.

By

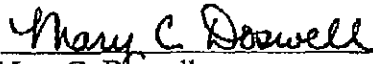

Mary C. Doswell
President

EXHIBIT I

DESCRIPTION OF SERVICES OFFERED BY DRS UNDER THIS DRS SERVICES AGREEMENT

1. Accounting. Provide advice and assistance to Dominion Companies in accounting matters, including the development of accounting practices, procedures and controls, the maintenance of the general ledger and related subsidiary systems, the preparation and analysis of financial reports, and the processing of certain accounts such as accounts payable, accounts receivable, and payroll.
2. Auditing. Periodically audit the accounting records and other records maintained by Dominion Companies and coordinate their examination, where applicable, with that of independent public accountants. The audit staff will report on their examination and submit recommendations, as appropriate, on improving methods of internal control and accounting procedures.
3. Legal and Regulatory. Provide advice and assistance with respect to legal and regulatory issues as well as regulatory compliance, including 1935 Act authorizations and compliance and regulatory matters under other Federal and State laws.
4. Information Technology, Electronic Transmission and Computer Services. Provide the organization and resources for the operation of an information technology function including the development, implementation and operation of a centralized data processing facility and the management of a telecommunications network. This function includes the central processing of computerized applications and support of individual applications in Dominion Companies. Develop, implement, and process those computerized applications for Dominion Companies that can be economically best accomplished on a centralized basis.
5. Software Pooling. Accept from Dominion Companies ownership of and rights to use, assign, license or sub-license all software owned, acquired or developed by or for Dominion Companies which Dominion Companies can and do transfer or assign to it. Preserve and protect the rights to all such software to the extent reasonable and appropriate under the circumstances; license Dominion Companies, on a non-exclusive, no-charge or at-cost basis, to use all software which DRS has the right to sell, license or sub-license; and, at the relevant Dominion Companies' expense, permit Dominion Companies to enhance any such software and license others to use all such software and enhancements to the extent that DRS shall have the legal right to so permit.

6. Employee Benefits/Pension Investment. Provide central accounting for employee benefit and pension plans of Dominion Companies. Advise and assist Dominion Companies in the administration of such plans and prepare and maintain records of employee and company accounts under the said plans, together with such statistical data and reports as are pertinent to the plans.

7. Human Resources. Advise and assist Dominion Companies in the formulation and administration of human resources policies and programs relating to the relevant Dominion Companies' labor relations, personnel administration, training, wage and salary administration and safety.

8. Operations. Advise and assist Dominion Companies in the study, planning, engineering and construction of energy plant facilities of each Dominion Company and of the Dominion Companies as a whole, and advise, assist and manage the planning, engineering (including maps and records) and construction operations of Dominion Companies. Develop long-range operational programs for all the Dominion Companies and advise and assist each such Dominion Company in the coordination of such programs with the programs of the other Dominion Companies.

9. Executive and Administrative. Advise and assist Dominion Companies in the solution of major problems and in the formulation and execution of the general plans and policies of Dominion Companies. Advise and assist Dominion Companies as to operations, the issuance of securities, the preparation of filings arising out of or required by the various Federal and State securities, business, public utilities and corporation laws, the selection of executive and administrative personnel, the representation of Dominion Companies before regulatory bodies, proposals for capital expenditures, budgets, financing, acquisition and disposition of properties, expansion of business, rate structures, public relationships and other related matters.

10. Business and Operations Services. Advise and assist Dominion Companies in all matters relating to operational capacity and the preparation and coordination of operating studies. Manage Dominion Companies' purchase, movement, transfer and accounting of fuel and gas volumes. Compile and communicate information relevant to company operation. Perform general business and operations support services, including business, plant and facilities operation, maintenance and management, travel, aviation, fleet and mail services.

11. Exploration and Development. Advise and assist Dominion Companies in all geological and exploration matters including the acquisition and surrender of acreage and the development of underground storage facilities.

12. Risk Management. Advise and assist Dominion Companies in securing requisite insurance, in the purchase and administration of all property, casualty and marine insurance, in the settlement of insured claims and in providing risk prevention advice.

13. Marketing. Plan, formulate and implement marketing programs, as well as provide associated marketing services to assist Dominion Companies with improving customer satisfaction, load retention and shaping, growth of energy sales and deliveries, energy conservation and efficiency. Assist Dominion Companies in carrying out policies and programs for the development of plant locations and of industrial, commercial and wholesale markets and assist with community redevelopment and rehabilitation programs.

14. Medical. Direct and administer all medical and health activities of Dominion Companies. Provide systems of physical examination for employment and other purposes and direct and administer programs for the prevention of sickness.

15. Corporate Planning. Advise and assist Dominion Companies in the study and planning of operations, budgets, economic forecasts, capital expenditures and special projects.

16. Supply Chain. Advise and assist Dominion Companies in the procurement of real and personal property, materials, supplies and services, conduct purchase negotiations, prepare procurement agreements and administer programs of material control.

17. Rates. Advise and assist Dominion Companies in the analysis of their rate structure in the formulation of rate policies, and in the negotiation of large contracts. Advise and assist Dominion Companies in proceedings before regulatory bodies involving the rates and operations of Dominion Companies and of other competitors where such rates and operations directly or indirectly affect Dominion Companies.

18. Research. Investigate and conduct research into problems relating to production, utilization, testing, manufacture, transmission, storage and distribution of energy. Keep abreast of and evaluate for Dominion Companies all research developments and programs of significance affecting Dominion Companies and the energy industry, conduct research and development in promising areas and advise and assist in the solution of technical problems arising out of Dominion Companies' operations.

19. Tax. Advise and assist Dominion Companies in the preparation of Federal and other tax returns, and generally advise Dominion Companies as to any problems involving taxes including the provision of due diligence in connection with acquisitions.

20. Corporate Secretary. Provide all necessary functions required of a publicly held corporation. Coordinate information and activities among shareholders, the transfer agent, and Board of Directors. Provide direct services to security holders. Prepare and file required annual and interim reports to shareholders and the SEC. Conduct the annual meeting of shareholders and ensure proper maintenance of corporate records.

21. Investor Relations. Provide fair and accurate analysis of Dominion and its operating subsidiaries and its outlook within the financial community. Enhance Dominion's position in the energy industry. Balance and diversify shareholder investment in Dominion.

through a wide range of activities. Provide feedback to Dominion and its operating subsidiaries regarding investor concerns, trading and ownerships. Hold periodic analysts meetings, and provide various operating data as requested or required by investors.

22. Environmental Compliance. Provide consulting, cleanup, and other activities as required by Dominion Companies to ensure full compliance with applicable environmental statutes and regulations.

23. Customer Services. Provide services and systems dedicated to customer service, including billing, remittance, credit, collections, customer relations, call centers, energy conservation support and metering.

24. Energy Marketing. Provide services and systems dedicated to energy marketing, including marketing and trading of energy commodities, and energy price risk management and development of marketing and sales programs in physical and financial markets.

25. Treasury/Finance. Provide services related to managing all administrative activities associated with financing, including management of capital structure; cash, credit and risk management activities; investment and commercial banking relationships; oversight of decommissioning trust funds and general financing activities.

26. External Affairs. Provide services in support of corporate strategies for managing relationships with federal, state and local governments, agencies and legislative bodies. Formulate and assist with public relations, advertising, and external/internal communications programs and with the administration of corporate contribution and community affairs programs.

EXHIBIT II**SERVICES THE COMPANY AGREES TO RECEIVE FROM DRS**

SERVICE		YES	NO
1.	Accounting	X	
2.	Auditing	X	
3.	Legal and Regulatory	X	
4.	Information Technology, Electric Transmission and Computer Services	X	
5.	Software Pooling	X	
6.	Employee Benefits/Pension Investment	X	
7.	Human Resources	X	
8.	Operations	X	
9.	Executive and Administrative	X	
10.	Business and Operations Services	X	
11.	Exploration and Development	X	
12.	Risk Management	X	
13.	Marketing	X	
14.	Medical	X	
15.	Corporate Planning	X	
16.	Supply Chain	X	
17.	Rates	X	
18.	Research	X	
19.	Tax	X	
20.	Corporate Secretary	X	
21.	Investor Relations	X	
22.	Environmental Compliance	X	
23.	Customer Services	X	
24.	Energy Marketing	X	
25.	Treasury/Finance	X	
26.	External Affairs	X	

EXHIBIT III

METHODS OF ALLOCATION FOR DRS

DRS shall allocate costs among companies receiving service from it under this and similar service contracts using the following methods:

- I The costs of rendering service by DRS will include all costs of doing business including interest on debt but excluding a return for the use of equity capital for which no charge will be made to Dominion Companies.
- II A. DRS will maintain a separate record of the expenses of each department. The expenses of each department will include:
 - 1. those expenses that are directly attributable to such department, and
 - 2. an appropriate portion of those office and housekeeping expenses that are not directly attributable to a department but which are necessary to the operation of such department.
- B. Expenses of the department will include salaries and wages of employees, rent and utilities, materials and supplies, depreciation, and all other expenses attributable to the department. The expenses of a department will not include:
 - 1. those incremental out-of-pocket expenses that are incurred for the direct benefit and convenience of an individual Dominion Company or group of Dominion Companies,
 - 2. DRS overhead expenses that are attributable to maintaining the corporate existence of DRS, and all other incidental overhead expenses including those auditing fees, internal auditing department expenses and accounting department expenses attributable to DRS.
- C. DRS will establish annual budgets for controlling the expenses of each department and for determining estimated costs to be included in interim monthly billing.
- III A. Employees in each department will be divided into two groups:
 - 1. Group A will include those employees rendering service to Dominion Companies, and

2. Group B will include those office and general service employees, such as secretaries, file clerks and administrative assistants, who generally assist employees in Group A or render other housekeeping services and who are not engaged directly in rendering service to each Dominion Company or a group of Dominion Companies.
 - B. Expenses set forth in Section II. above will be separated to show:
 1. salaries and wages of Group A employees, and
 2. all other expenses of the department.
 - C. There will be attributed to each dollar of a Group A employee's salary or wage, that percentage of all other expenses of such employee's department (as defined in B above), that such employee's salary or wage is to the total Group A salaries and wages of that department.
 - D. Group A employees in each department will maintain a record of the time they are employed in rendering service to each Dominion Company or group of Dominion Companies. An hourly rate will be determined by dividing the total expense attributable to a Group A employee as determined under subsection C above by the productive hours reported by such employee.
- IV The charge to the Dominion Company for a particular service will be determined by multiplying the hours reported by Group A employees in rendering such service to each Dominion Company by the hourly rates applicable to such employees. When such employees render service to a group of Dominion Companies, the charge to each Dominion Company will be determined by multiplying the hours attributable to the Dominion Company under the allocation formulas set forth in Section IX of this Exhibit by the hourly rates applicable to such employees.
- V To the extent appropriate and practical, the foregoing computations of hourly rates and charges may be determined for groups of employees within reasonable salary range limits.
- VI Those expenses of DRS that are not included in the annual expense of a department under Section II. above will be charged to Dominion Companies receiving service as follows:
- A. Incremental out-of-pocket costs incurred for the direct benefit and convenience of a Dominion Company or group of Dominion Companies will be charged directly to such Dominion Company or group of Dominion Companies. Such costs incurred for a group of Dominion Companies will be allocated on the basis of an appropriate formula.

- B. DRS overhead expenses referred to in Section II above will be charged to the Dominion Company either on the proportion of direct charges to that Dominion Company or under the allocation formulas set forth in Section IX of this Exhibit.
- VII Notwithstanding the foregoing basis of determining cost allocations for billing purposes, cost allocations for certain services involving machine operations, production or service units, or facilities cost will be determined on an appropriate basis established by DRS.
- VIII Monthly bills will be issued for the services rendered to the Dominion Company on an actual basis. However, if such actual information is not available at the time of preparation of the monthly bill, estimates may be used. Estimates will normally be predicated on service department budgets and estimated productive hours of employees for the year. At the end of each quarter, estimated figures will be revised and adjustments will be made in amounts billed to give effect to such revision.
- IX When Group A employees render services to a group of Dominion Companies, the following formulas shall be used to allocate the time of such employees to the individual Dominion Companies receiving such service:
- A. The Service Department or Function formulas to be used when employees render services to all Dominion Companies participating in such service, for the services indicated are set forth below.

<u>Service Department or Function</u>	<u>Basis of Allocation</u>
<i>Accounting:</i>	
Payroll Processing	Number of employees on the previous December 31 st .
Accounts Payable Processing	Number of accounts payable documents processed during the preceding year ended December 31 st .
Fixed Assets Accounting	Dominion Company fixed assets added, retired or transferred during the preceding year ended December 31 st .
Accounts Receivable Processing	Number of payments processed during the preceding year ended December 31 st .
<i>Information Technology, Electronic Transmission, and Computer Services:</i>	
LDC/EDC Computer Applications	Number of customers at the end of the preceding year ended December 31 st .
Other Computer Applications	Number of users or usage of specific computer systems at the end of the preceding year ended December 31 st .

Service Department or Function	<u>Basis of Allocation</u>
Network Computer Applications	Number of network devices at the end of the preceding year ended December 31st.
Telecommunications Applications	Number of telecommunications units at the end of the preceding year ended December 31st
<i>Employee Benefits/Pension Investment:</i>	
Employee Benefits/ Pension Investments	The number of employee and annuitant accounts as of the preceding December 31st.
<i>Human Resources:</i>	
Human Resources	The number of employees as of the preceding December 31st.
<i>Business and Operations Services:</i>	
Energy Services	Energy sale and deliveries for the preceding year ended December 31 st .
Facility Services	Square footage of office space as of the preceding year ended December 31st.
Fleet Administration	Number of vehicles as of the preceding December 31st
Security	The number of employees as of the preceding December 31st.
Gas Supply	Gas volumes purchased for each Dominion Company for the preceding year ended December 31st.
<i>Risk Management:</i>	
Risk Management	Insurance premiums for the preceding year ended December 31st.
<i>Marketing:</i>	
Shared Projects	Annual marketing plan expenses for the preceding year ended December 31 st .
Other Indirect Costs	Total marketing direct and shared project costs billed to each Dominion Company for the preceding year ended December 31st.
<i>Medical:</i>	
Medical Services	Number of employees on the previous December 31 st .

Corporate Planning:

Corporate Planning

Total capitalization recorded at preceding December 31st.

Supply Chain:

Purchasing

Dollar value of purchases for the preceding year ended December 31st.

Materials Management

Material inventory assets as of the preceding year ended December 31st.

Tax:

Tax Accounting and Compliance

The sum of the total income and total deductions as reported for Federal Income Tax purposes on the last return filed.

Customer Services:

Customer Payment (Remittance)
Processing

Number of customer payments processed during the preceding year ended December 31st.

Other Customer Services

For metering, the number of gas or electric meters for the preceding year ended December 31st; otherwise the number of customers for the preceding year ended December 31st.

Treasury/ Finance:

Treasury and Cash Management

Total capitalization recorded at preceding December 31st.

Rates

Total regulated company operating expenses, excluding purchased gas expense, purchased power expense (including fuel expense), other purchased products and royalties, for the preceding year ended December 31st.

Research

Gross revenues recorded during the preceding year ended December 31st.

- B. Company Group Formulas to be used in the absence of a service department or function formula or when service rendered by employees is for a different group of Dominion Companies than those companies regularly participating in such service:

Company Group	Basis of Allocation
All Dominion Companies (includes all Dominion Companies except DRS)	Total operating expenses, excluding purchased gas expense, purchased power expense (including fuel expense), other purchased products and royalties, for the preceding year ended December 31 st for the affected Dominion Companies.

- C. If the use of a basis of allocation would result in an inequity because of a change in operations or organization, then DRS may adjust the basis to effect an equitable distribution.

Dominion Resources Services, Inc.
P.O. Box 26532, Richmond, Virginia 23261



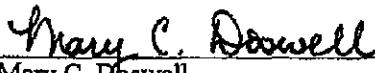
The East Ohio Gas Company
1717 East Ninth Street
Cleveland, OH 44114

Effective January 1, 2003, The East Ohio Gas Company entered into a revised services agreement ("Revised Services Agreement") with Dominion Resources Services, Inc. ("DRI Services"). Pursuant to the Revised Services Agreement your company ("Company") initially elected to take certain services from DRI Services.

Under the terms of the Revised Services Agreement the Company is to be provided, on an annual basis, with the opportunity to select those services which it desires to receive from DRI Services. Accordingly, DRI Services hereby requests that the Company acknowledges its election to continue receiving services from DRI Services by having an authorized officer sign in the space below. The Company may choose to modify its selection of services at this time by providing DRI Services with written notice of such modification. Until DRI Services has been so notified, it will continue to offer and provide the Company with the initial services elected under the Revised Services Agreement.


Effective January 1, 2005.

Dominion Resources Services, Inc.



Mary C. Doswell
President and Chief Executive Officer

*Seen and Agreed:
The East Ohio Gas Company

By: 

G. Scott Hetzer
Senior Vice President and Treasurer

*Please have an authorized officer of the Company sign this letter and return to Dominion Resources Services, Inc., c/o Karen Chapman, 100 Tredegar Street, Richmond, Virginia 23219. Any questions may be directed to Sharon Burr at (804) 819-2171.

DRS COST ALLOCATION MANUAL - 2005

A. Overview

The purpose of this Accounting Policy and Cost Allocation Manual is to provide information related to the accounting practices and procedures for assigning the costs of Dominion Resources Services, Inc. (DRS) to Dominion Resources, Inc. (DRI) and its subsidiaries.

Background:

- DRS is a 'service company' as defined by the Public Utility Holding Company Act of 1935 (PUHCA). As such, DRS is subject to Securities & Exchange Commission (SEC) regulation. Its purpose is to provide cost effective, centralized services to other subsidiaries of Dominion Resources. These subsidiaries are referred to as 'affiliates'.
- Specific rules exist which govern the provision of services by DRS to affiliates. These rules are defined in the 'DRS Services Agreement', which has been approved by the Securities & Exchange Commission (SEC) and our various state regulatory commissions.
- SEC rules specify that:
 - all services provided between DRS and its affiliates will be provided 'at cost'
 - time records will be maintained to support billing for services rendered
 - any allocation methodologies utilized will be approved under the Services Agreement
 - changes to allocation methodologies must be approved by the SEC
- The DRS Services Agreement authorizes a specific group of services to be provided by DRS to affiliates. Each department or function within DRS has been placed within a specific 'DRS service function'. Affiliates have certain options as to what services they elect to receive from DRS.
- DRS utilizes a "work order" system to ensure that costs are properly accumulated and distributed in a fair and equitable manner to all affiliates that benefit from its services. Time records are maintained for all Service Company employees to support the costs that are assigned to each affiliate. DRS costs are assigned in their entirety and no residual profit or loss remains on the books.

B. Services Provided and Received by DRS

- An approved DRS Services Agreement must be executed between DRS and any DRI affiliate receiving services from DRS. The Service Agreement should be in place prior to the affiliate receiving any such service. Typically, DRS Service Agreements are generally established for each first-tier and second-tier subsidiary of DRI, depending on their level

of financial and operational activity.

- Occasionally, DRS may receive services from other DRI affiliates. An approved Ancillary Services Agreement describing the services to be provided must be executed by the Law department prior to DRS receiving any such services.
- Additional approvals from state regulatory commissions may be required for regulated companies to provide services to DRS. For example, Virginia Power provides services to DRS under the "VP Support Agreement".
- DRS may also receive services on behalf of other affiliates, as required by certain regulatory commissions. For example, Virginia Power is required to "flow through" DRS the cost of services it provides to other DRI affiliates. DRS bills these services directly to those affiliates.
- The cost of services billed to DRS by DRI affiliates must be at cost.
- When billing services to other DRI affiliates, care must be exercised to align costs billed with the "cost causation" standard. (Affiliates whose operations give rise to the costs should pay for the costs via proper charging and billing.) DRS' philosophy is to apportion its costs in a fair and equitable manner.

C. DRS Services Agreement – Services Provided

DESCRIPTION OF SERVICES OFFERED BY DRS UNDER THIS DRS SERVICES AGREEMENT

1. Accounting. Provide advice and assistance to Dominion Companies in accounting matters, including the development of accounting practices, procedures and controls, the maintenance of the general ledger and related subsidiary systems, the preparation and analysis of financial reports, and the processing of certain accounts such as accounts payable, accounts receivable, and payroll.

2. Auditing. Periodically audit the accounting records and other records maintained by Dominion Companies and coordinate their examination, where applicable, with that of independent public accountants. The audit staff will report on their examination and submit recommendations, as appropriate, on improving methods of internal control and accounting procedures.

3. Legal and Regulatory. Provide advice and assistance with respect to legal and regulatory issues as well as regulatory compliance, including 1935 Act authorizations and compliance and regulatory matters under other Federal and State laws.

4. Information Technology, Electronic Transmission and Computer Services. Provide the organization and resources for the operation of an information technology function including the development, implementation and operation of a centralized data processing facility and the management of a telecommunications network. This function includes the central processing of computerized applications and support of individual applications in Dominion Companies. Develop, implement, and process those computerized applications for Dominion Companies that can be economically best accomplished on a centralized basis.

5. Software Pooling. Accept from Dominion Companies ownership of and rights to use, assign, license or sub-license all software owned, acquired or developed by or for Dominion Companies, which Dominion Companies can and do transfer or assign to it. Preserve and protect the rights to all such software to the extent reasonable and appropriate under the circumstances; license Dominion Companies, on a non-exclusive, no-charge or at-cost basis, to use all software which DRS has the right to sell, license or sub-license; and, at the relevant Dominion Companies' expense, permit Dominion Companies to enhance any such software and license others to use all such software and enhancements to the extent that DRS shall have the legal right to so permit.

6. Employee Benefits/Pension Investment. Provide central accounting for employee benefit and pension plans of Dominion Companies. Advise and assist Dominion Companies in the administration of such plans and prepare and maintain records of employee and company accounts under the said plans, together with such statistical data and reports as are pertinent to the plans.

7. Human Resources. Advise and assist Dominion Companies in the formulation and administration of human resources policies and programs relating to the relevant Dominion Companies' labor relations, personnel administration, training, wage and salary administration and safety.

8. Operations. Advise and assist Dominion Companies in the study, planning, engineering and construction of energy plant facilities of each Dominion Company and of the Dominion Companies as a whole, and advise, assist and manage the planning, engineering (including maps and records) and construction operations of Dominion Companies. Develop long-range operational programs for all the Dominion Companies and advise and assist each such Dominion Company in the coordination of such programs with the programs of the other Dominion Companies.

9. Executive and Administrative. Advise and assist Dominion Companies in the solution of major problems and in the formulation and execution of the general plans and policies of Dominion Companies. Advise and assist Dominion Companies as to operations, the issuance of securities, the preparation of filings arising out of or required by the various Federal and State securities, business, public utilities and corporation laws, the selection of executive and administrative personnel, the representation of Dominion Companies before regulatory bodies, proposals for capital expenditures, budgets, financing, acquisition and disposition of properties, expansion of business, rate structures, public relationships and other related matters.

10. Business and Operations Services. Advise and assist Dominion Companies in all matters relating to operational capacity and the preparation and coordination of operating studies. Manage Dominion Companies' purchase, movement, transfer and accounting of fuel and gas volumes. Compile and communicate information relevant to company operation. Perform general business and operations support services, including business, plant and facilities operation, maintenance and management, travel, aviation, fleet and mail services.

11. Exploration and Development. Advise and assist Dominion Companies in all geological and exploration matters including the acquisition and surrender of acreage and the development of underground storage facilities.

12. Risk Management. Advise and assist Dominion Companies in securing requisite insurance, in the purchase and administration of all property, casualty and marine insurance, in the settlement of insured claims and in providing risk prevention advice.

13. Marketing. Plan, formulate and implement marketing programs, as well as provide associated marketing services to assist Dominion Companies with improving customer satisfaction, load retention and shaping, growth of energy sales and deliveries, energy conservation and efficiency. Assist Dominion Companies in carrying out policies and programs for the development of plant locations and of industrial, commercial and wholesale markets and assist with community redevelopment and rehabilitation programs.

14. Medical. Direct and administer all medical and health activities of Dominion Companies. Provide systems of physical examination for employment and other purposes and direct and administer programs for the prevention of sickness.

15. Corporate Planning. Advise and assist Dominion Companies in the study and planning of operations, budgets, economic forecasts, capital expenditures and special projects.

16. Supply Chain. Advise and assist Dominion Companies in the procurement of real and personal property, materials, supplies and services, conduct purchase negotiations, prepare procurement agreements and administer programs of material control.

17. Rates. Advise and assist Dominion Companies in the analysis of their rate structure in the formulation of rate policies, and in the negotiation of large contracts. Advise and assist Dominion Companies in proceedings before regulatory bodies involving the rates and operations of Dominion Companies and of other competitors where such rates and operations directly or indirectly affect Dominion Companies.

18. Research. Investigate and conduct research into problems relating to production, utilization, testing, manufacture, transmission, storage and distribution of energy. Keep abreast of and evaluate for Dominion Companies all research developments and programs of significance affecting Dominion Companies and the energy industry, conduct research and development in promising areas and advise and assist in the solution of technical problems arising out of Dominion Companies' operations.

19. Tax. Advise and assist Dominion Companies in the preparation of Federal and other tax returns, and generally advise Dominion Companies as to any problems involving taxes including the provision of due diligence in connection with acquisitions.

20. Corporate Secretary. Provide all necessary functions required of a publicly held corporation. Coordinate information and activities among shareholders, the transfer agent, and Board of Directors. Provide direct services to security holders. Prepare and file required annual and interim reports to shareholders and the SEC. Conduct the annual meeting of shareholders and ensure proper maintenance of corporate records.

21. Investor Relations. Provide fair and accurate analysis of Dominion and its operating subsidiaries and its outlook within the financial community. Enhance Dominion's position in the energy industry. Balance and diversify shareholder investment in Dominion through a wide range of activities. Provide feedback to Dominion and its operating subsidiaries regarding investor concerns, trading and ownerships. Hold periodic analysts meetings, and provide various operating data as requested or required by investors.

22. Environmental Compliance. Provide consulting, cleanup, and other activities as required by Dominion Companies to ensure full compliance with applicable environmental statutes and regulations.

23. Customer Services. Provide services and systems dedicated to customer service, including billing, remittance, credit, collections, customer relations, call centers, energy conservation support and metering.

24. Energy Marketing. Provide services and systems dedicated to energy marketing, including marketing and trading of energy commodities, and energy price risk management and development of marketing and sales programs in physical and financial markets.

25. Treasury/Finance. Provide services related to managing all administrative activities associated with financing, including management of capital structure; cash, credit and risk management activities; investment and commercial banking relationships; oversight of decommissioning trust funds and general financing activities.

26. External Affairs. Provide services in support of corporate strategies for managing relationships with federal, state and local governments, agencies and legislative bodies. Formulate and assist with public relations, advertising, and external/internal communications programs and with the administration of corporate contribution and community affairs programs.

D. DRS Services Agreement – Allocation Methods

METHODS OF ALLOCATION FOR DRS

DRS shall allocate costs among companies receiving service from it under this and similar service contracts using the following methods:

- I The costs of rendering service by DRS will include all costs of doing business including interest on debt but excluding a return for the use of equity capital for which no charge will be made to Dominion Companies.
- II A. DRS will maintain a separate record of the expenses of each department. The expenses of each department will include:
 - 1. those expenses that are directly attributable to such department, and
 - 2. an appropriate portion of those office and housekeeping expenses that are not directly attributable to a department but which are necessary to the operation of such department.
- B. Expenses of the department will include salaries and wages of employees, rent and utilities, materials and supplies, depreciation, and all other expenses attributable to the department. The expenses of a department will not include:
 - 1. those incremental out-of-pocket expenses that are incurred for the direct benefit and convenience of an individual Dominion Company or group of Dominion Companies,
 - 2. DRS overhead expenses that are attributable to maintaining the corporate existence of DRS, and all other incidental overhead expenses including those auditing fees, internal auditing department expenses and accounting department expenses attributable to DRS.
- C. DRS will establish annual budgets for controlling the expenses of each department and for determining estimated costs to be included in interim monthly billing.
- III A. Employees in each department will be divided into two groups:
 - 1. Group A will include those employees rendering service to Dominion Companies, and
 - 2. Group B will include those office and general service employees, such as secretaries, file clerks and administrative assistants, who generally assist

employees in Group A or render other housekeeping services and who are not engaged directly in rendering service to each Dominion Company or a group of Dominion Companies.

- B. Expenses set forth in Section II. above will be separated to show:
 - 1. salaries and wages of Group A employees, and
 - 2. all other expenses of the department.
 - C. There will be attributed to each dollar of a Group A employee's salary or wage, that percentage of all other expenses of such employee's department (as defined in B above), that such employee's salary or wage is to the total Group A salaries and wages of that department.
 - D. Group A employees in each department will maintain a record of the time they are employed in rendering service to each Dominion Company or group of Dominion Companies. An hourly rate will be determined by dividing the total expense attributable to a Group A employee as determined under subsection C above by the productive hours reported by such employee.
- IV The charge to the Dominion Company for a particular service will be determined by multiplying the hours reported by Group A employees in rendering such service to each Dominion Company by the hourly rates applicable to such employees. When such employees render service to a group of Dominion Companies, the charge to each Dominion Company will be determined by multiplying the hours attributable to the Dominion Company under the allocation formulas set forth in Section IX of this Exhibit by the hourly rates applicable to such employees.
- V To the extent appropriate and practical, the foregoing computations of hourly rates and charges may be determined for groups of employees within reasonable salary range limits.
- VI Those expenses of DRS that are not included in the annual expense of a department under Section II. above will be charged to Dominion Companies receiving service as follows:
- C. Incremental out-of-pocket costs incurred for the direct benefit and convenience of a Dominion Company or group of Dominion Companies will be charged directly to such Dominion Company or group of Dominion Companies. Such costs incurred for a group of Dominion Companies will be allocated on the basis of an appropriate formula.
 - B. DRS overhead expenses referred to in Section II above will be charged to the Dominion Company either on the proportion of direct charges to that Dominion Company or under the allocation formulas set forth in Section IX of this Exhibit.

- VII Notwithstanding the foregoing basis of determining cost allocations for billing purposes, cost allocations for certain services involving machine operations, production or service units, or facilities cost will be determined on an appropriate basis established by DRS.
- VIII Monthly bills will be issued for the services rendered to the Dominion Company on an actual basis. However, if such actual information is not available at the time of preparation of the monthly bill, estimates may be used. Estimates will normally be predicated on service department budgets and estimated productive hours of employees for the year. At the end of each quarter, estimated figures will be revised and adjustments will be made in amounts billed to give effect to such revision.
- IX When Group A employees render services to a group of Dominion Companies, the following formulas shall be used to allocate the time of such employees to the individual Dominion Companies receiving such service:

A. The Service Department or Function formulas to be used when employees render services to all Dominion Companies participating in such service, for the services indicated are set forth below.

<u>Service Department or Function</u>	<u>Basis of Allocation</u>
<i>Accounting:</i>	
Payroll Processing	Number of employees on the previous December 31 st .
Accounts Payable Processing	Number of accounts payable documents processed during the preceding year ended December 31 st .
Fixed Assets Accounting	Dominion Company fixed assets added, retired or transferred during the preceding year ended December 31 st .
Accounts Receivable Processing	Number of payments processed during the preceding year ended December 31 st .
<i>Information Technology, Electronic Transmission, and Computer Services:</i>	
LDC/EDC Computer Applications	Number of customers at the end of the preceding year ended December 31 st .
Other Computer Applications	Number of users or usage of specific computer systems at the end of the preceding year ended December 31 st .
Network Computer Applications	Number of network devices at the end of the preceding year ended December 31 st .
Telecommunications Applications	Number of telecommunications units at the end of the preceding year ended December 31 st .

Service Department or Function	<u>Basis of Allocation</u>
<i>Employee Benefits/Pension Investment:</i>	
Employee Benefits/ Pension Investments	The number of employee and annuitant accounts as of the preceding December 31st.
<i>Human Resources:</i>	
Human Resources	The number of employees as of the preceding December 31st.
<i>Business and Operations Services:</i>	
Energy Services	Energy sale and deliveries for the preceding year ended December 31 st .
Facility Services	Square footage of office space as of the preceding year ended December 31st.
Fleet Administration	Number of vehicles as of the preceding December 31st
Security	The number of employees as of the preceding December 31st.
Gas Supply	Gas volumes purchased for each Dominion Company for the preceding year ended December 31st.
<i>Risk Management:</i>	
Risk Management	Insurance premiums for the preceding year ended December 31st.
<i>Marketing:</i>	
Shared Projects	Annual marketing plan expenses for the preceding year ended December 31 st .
Other Indirect Costs	Total marketing direct and shared project costs billed to each Dominion Company for the preceding year ended December 31st.
<i>Medical:</i>	
Medical Services	Number of employees on the previous December 31 st .
<i>Corporate Planning:</i>	
Corporate Planning	Total capitalization recorded at preceding December 31st.

Service Department or Function	<u>Basis of Allocation</u>
<i>Supply Chain:</i>	
Purchasing	Dollar value of purchases for the preceding year ended December 31st.
Materials Management	Material inventory assets as of the preceding year ended December 31st.
<i>Tax:</i>	
Tax Accounting and Compliance	The sum of the total income and total deductions as reported for Federal Income Tax purposes on the last return filed.
<i>Customer Services:</i>	
Customer Payment (Remittance) Processing	Number of customer payments processed during the preceding year ended December 31st.
Other Customer Services	For metering, the number of gas or electric meters for the preceding year ended December 31 st ; otherwise the number of customers for the preceding year ended December 31 st .
<i>Treasury/ Finance:</i>	
Treasury and Cash Management	Total capitalization recorded at preceding December 31 st .
Rates	Total regulated company operating expenses, excluding purchased gas expense, purchased power expense (including fuel expense), other purchased products and royalties, for the preceding year ended December 31st.
Research	Gross revenues recorded during the preceding year ended December 31st.

- B. Company Group Formulas to be used in the absence of a service department or function formula or when service rendered by employees is for a different group of Dominion Companies than those companies regularly participating in such service:

<i>Company Group</i>	<i>Basis of Allocation</i>
All Dominion Companies (includes all Dominion Companies except DRS)	Total operating expenses, excluding purchased gas expense, purchased power expense (including fuel expense), other purchased products and royalties, for the preceding year ended December 31 st for the affected Dominion Companies.

- C. If the use of a basis of allocation would result in an inequity because of a change in operations or organization, then DRS may adjust the basis to effect an equitable distribution.

E. DRS Allocation Methods and Allocation Factors

- DRS Allocation Methods are prescribed by our SEC-approved services agreement. The SEC provides general rules on allocation as follows:
 - No change in the organization of DRS, the type and character of the companies to be serviced, the method of allocating costs to associate companies, or in the scope or character of services to be rendered, can be made unless and until DRS has given the SEC written notice of such proposed changes, not less than 60 days prior to the effective date of any such change.
 - If upon the receipt of any such notice, the Commission within the 60-day period notifies DRS that a question exists as to whether the proposed change is consistent with the provisions of Section 13 of the Act, or any rule, regulation or order thereunder, the proposed change will not become effective unless and until DRS files with the Commission an appropriate declaration with respect to such proposed change, and the Commission permits such declaration to become effective.
 - DRS will initiate a 60-day letter proceeding if a modification of an allocation is expected to result in a material increase or decrease in billings to an affiliate from the billings to the affiliate before the modification is made.
- An allocation method may be developed for all companies or for a group of companies. As such, there may be more than one distribution (i.e. allocation) factor for each method.
- The allocation factors are calculated in accordance with the DRS Services Agreement and are updated as necessary to reflect fair and equitable distributions to all companies that benefit from the services provided.

- Allocations must be aligned with the 'cost causation' standard (as is the case with direct charges). Allocations must be designed to allocate costs only to the affiliates that benefit from the service provided (e.g. no default allocation to 'all' companies on the basis on 'simplicity' when better allocation can be determined). DRS' intention is to apportion costs to affiliates in a fair and equitable manner.
- Costs that are not specifically associated with a particular affiliate are typically charged to 'allocation' WBS elements (i.e. billing projects). Each WBS element is assigned an allocation method and allocation factor.

F. DRS Department Services & Expense Policy

This policy is intended to provide direction for departments within DRS (Dominion Resources Services).

General

- Each DRS service function will provide services to affiliates under the rules as defined in the DRS Services Agreement.
- Each DRS service function must charge or allocate their resource time via the DRS billing process. Affiliates receiving services from DRS will be billed on a monthly basis.
- Charges for DRS services to affiliates will not be made outside the normal DRS billing process.

Department Expenses

- Each department (or group of departments) is assigned a cost center within the DRS reporting hierarchy that is associated with a specific service function as defined in the DRS Services Agreement. DRS employees assigned to a particular department will be associated with the department cost center.
- All department expenses related to DRS employees and the provision of their service to affiliates will be charged to the department cost center. These costs will include:
 - DRS employee labor, benefits, payroll taxes, and incentives
 - DRS employee-related expenses (expense reports, travel expenses, entertainment expenses, training expenses, employee relations expenses)
 - DRS department support costs (supplies, administrative support contractors, vehicle charges)
 - DRS department 'infrastructure' costs (cost of space occupied, use and maintenance of office furniture and equipment (including computer resources), and communications services (telephone and LAN)).

- Expenses incurred by DRS specifically for the benefit of an affiliate or group of affiliates will not be charged to a DRS department cost center. They will be charged to a DRS affiliate billing project (with the appropriate cost center for responsibility reporting). Examples include:
 - Contractor personnel retained to provide services directly for affiliates
 - Specific supplies or materials purchased directly in support of affiliates (if they are not recorded as direct expenses on the affiliate's financial records)
- Expenses incurred by DRS in connection with the provision of services to a specific affiliate should not be confused with the direct expenses of the affiliate. Direct affiliate expenses will not be charged to DRS. They will be recorded directly on the affiliate (Virginia Power, DEI, etc.) financial records. Care must be taken when identifying costs as DRS cost as opposed to direct affiliate cost. (See Exhibit 2 – Cost Decision Flowchart.)

Capital 'Work' and Assets

- DRS will not record affiliate inventory or assets on its financial records. Affiliate inventory items and assets are properly recorded on the affiliate's financial records.
- DRS will not characterize work or charges performed in support of an affiliate capital project as 'capital'. DRS work is considered to be an outside service, and may only be characterized as 'capital' if reclassified on the affiliate financial records after billing. Such reclassification will be dependent on the affiliate's capitalization policy.
- DRS internal 'capital' work will only be allowed in the case of a DRS 'owned' asset. (An asset that would remain on DRS books and support its 'provision of service' mission.) DRS internal 'capital' work will be governed by the DRS capitalization policy.
- Ultimate determination as to capitalization 'qualification' will be made by the Fixed Asset Group. Ultimate determination as to the appropriateness of capitalization as a DRS asset will be made by the Controller – DRS. General capitalization thresholds for DRS are as follows:

Computer Software	>\$100,000
Other Assets	>\$2,000

Charging of Services to Affiliates

- DRS employees will be classified as either 'Group A' or 'Group B' employees. Group A employees are those employees that perform specific service functions as defined in the DRS Services Agreement. Group B employees are administrative support employees involved in supporting Group A employees.
- Group A employees will charge all time worked to a specific WBS element (project). (This excludes nonproductive time such as vacation and sick time, which will continue to be charged to the appropriate nonproductive time code. (WBS elements will not be used with nonproductive codes. Costs of nonproductive time will be incorporated in the employee's

activity price.)

- Group B employees will not charge WBS elements. (They will continue to charge nonproductive time to the appropriate nonproductive time code.) These costs will default to their cost center (Group B costs are incorporated in activity prices of Group A employees).
- Specific WBS elements will be created for each DRS service function to charge.
- Two types of Billing WBS elements (projects) will be created:
 - WBS elements for direct charges to specific affiliates
 - WBS elements which will allocate time charges per an approved allocation methodology (under the DRS Services Agreement)
- In addition, specific tracking WBS Elements ('interim' projects) will be created as required to identify expenses of key DRS activities. Costs of these Interim Projects will settle into Billing WBS Elements for billing purposes. See Section H for a discussion of Interim Projects.

Time Recordation

Direct charging of time to a specific affiliate is the preferred alternative under the DRS Services Agreement.

- In the event direct charging of time to a specific affiliate is not practical, time may be recorded to an allocation WBS element, specific to the DRS service being provided (for example, Payroll services are allocated on the number of employees in a particular affiliate).
- Refer to Section J for employee time reporting policy.

Costing DRS Services

- Group A employee time charged will be costed at the Activity Price (standard labor rate) associated with that employee's position. The Activity Price will include all costs in the DRS department cost center, including employee labor, benefits, payroll taxes, and incentives, employee-related costs, department support costs, costs of Group B employees, and department infrastructure costs.
- Department management should ensure that actual charges to cost centers are consistent with the costs included in development of activity prices.
- Any charges remaining on the DRS department cost centers at month-end will be automatically cleared out and billed to affiliates. This cost center 'true-up' is based on the monthly charges to WBS Elements.

Contractor Guidelines

- Administrative support contractors should be considered department support expenses and included as a component of DRS employee Activity Prices. For costing purposes, they will be treated in the same manner as Group B employees. Administrative support contractors include:
 - Temporary office help
 - Office equipment maintenance contractors (for periodic, limited term work and to the extent the equipment is owned by DRS)
 - Consultants on small, limited-term engagements (to the extent they are considered an expense of DRS)
- Cost of contractors who are managed as supplemental DRS resources (actively involved in DRS performing its service function) should be charged to a specific Interim Project or 'billing' WBS element. This element may be either a direct WBS element for a particular affiliate or an approved allocation 'billing' WBS element for that particular department or DRS service function use. Contractors managed as supplemental DRS resources include:
 - Software programmers
 - LAN support personnel
- Contractors who are secured to provide services exclusively for a particular affiliate or exclusively for a specific application within an affiliate should be considered direct expenses of the affiliate. These contractors are not a DRS resource. Their expenses are not expenses of DRS and should not be part of any DRS billing.
- Administrative control of contractors by DRS management should not be viewed as the sole criteria for their characterization as 'DRS' expenses. DRS service functions will routinely be selected by affiliates to manage certain processes and costs within the affiliates under terms of the DRS Services Agreement (these costs are often referred to at Dominion as 'shared services' costs). This does not transfer responsibility for these costs to DRS.

Convenience Payments

- A 'convenience payment' is a cash payment made by DRS for the benefit and convenience of affiliates (Virginia Power, DEL, etc.) when it is impractical or inefficient to make these payments from the affiliate companies. Payments of this type are related to activities and programs that are centrally managed and are paid in lump sum manner. Affiliates will reimburse DRS for cash paid on their behalf. Convenience payments will not be considered expenses of DRS and will not be part of the normal DRS billing process. Examples of convenience payments include:
 - Affiliate insurance premium payments (non-'affiliate-specific' programs)
 - Affiliate benefits and pension plan payments

Use of convenience payments will be limited. All convenience payments must be approved in advance by the Controller – DRS.

- Refer to Section K for Convenience Payments policy statement and guidance.

G. DRS Billing System Illustrated

The DRS “work order” system is utilized to capture costs for distribution to DRI affiliates. The following notes augment Exhibit 1.

DRS Cost Decision Flowchart

- The “DRS Cost Decision Flowchart” shown in Exhibit 2 provides guidance on recording costs incurred by a DRS department. Generally, costs are recorded in either cost centers or WBS elements.

DRS Billing Overview

- Time and expenses of department employees are accumulated in DRS cost centers (e.g., Legal Services, Payroll, etc.). Certain corporate overheads such as employee benefits and incentives, rent and depreciation expense are recorded in “common” cost centers and allocated monthly to the department cost centers.
- Each department’s cost is identified on the affiliate bills in terms of the service function they provide.

DRS Billing for Services Provided

- Department employees charge their time to a “direct” billing project (if they provide service specifically for an affiliate) or to an “allocation” billing project. Employees’ time and expenses are moved from the cost center to the billing project via an “activity allocation”, which represents the total cost of the service. At month end, the billing projects are settled to affiliate billing cost centers. These cost centers accumulate all costs that are billed to each affiliate and facilitate preparation of the bill that is recorded on the affiliate’s books.
- Services provided by Virginia Power to other DRI affiliates must flow through DRS as described in Section M. Virginia Power employees charge their time and expenses to specific affiliate billing projects that accumulate all applicable costs and facilitate preparation of the bill that is recorded on the specific affiliate’s billing cost center on DRS’ books. These costs are then passed to the affiliate with the DRS bill. (Services provided by DRI affiliates to Virginia Power must also flow through DRS. Similar billing practices are followed by DRI affiliates in billing Virginia Power.)

DRS Activity Price Components

- As noted above, an employee's time and expenses are moved from the cost center to the billing projects via an activity allocation. An activity allocation is equal to the employee's activity price times hours charged. The activity price comprises the full costs of an employee providing service.

H. Use of Interim Projects within DRS

- In certain cases, it may be advantageous to capture additional 'tracking' detail during DRS' provision of service to affiliates. In this case, 'interim' projects may be requested. For example, an affiliate service recipient may need to track costs of particular DRS support for:
 - ✓ Future capitalization
 - ✓ Specific project costing for key projects
 - ✓ Billing to joint owners or partners
- Or, DRS may need to capture additional internal 'tracking' detail for:
 - ✓ Specific project costing for key projects
- An 'interim' project will be structured to pass its cost or 'settle' to a direct billing cost center or allocation billing project (as referenced above). After settlement to the billing project, the costs are billed according to the parameters set for the particular billing project.
- Interim project detail is not provided as part of the actual bill to the affiliate. Interim project detail is 'ad hoc' in nature, provided as supplementary information to the bill, and often provides a basis for affiliate accounting personnel to 're-class' charges for proper tracking within the affiliate.
- Specific reports are available within SAP to allow reporting on Interim Projects (see 'Interim Project Detail Report' below).
- DRS interim projects are established and maintained by the DRS Planning & Budget groups, including budgeting groups responsible for DRS operational support employees. Other groups are not permitted to change the master data of these projects.

Procedure for Requesting Interim Projects

- After the affiliate service recipient/DRS service provider identifies the need for additional detail for specific services, they should contact their applicable DRS Planning & Budget group to make a request.
- Their DRS Planning & Budget group will review the request as to business need. If approved, their DRS Planning & Budget group will create the interim project(s) and establishes settlement (rules) into the appropriate affiliate billing project. They will contact

DRS Accounting for specific billing guidance, if required. DRS Accounting will review the projects for compliance with the DRS service agreement. The affected DRS Planning and Budgeting group will then notify the DRS service provider that the interim project is ready for use.

- Interim Projects designed to provide additional detail to affiliates will have the proper master data set in the 'Summarization' section of the WBS Element master. This data includes the 'billed to' company and the nature of the project (i.e. expense tracking, billing related, or subject to capitalization by the affiliate).
- Each interim project may receive a 'customer number' in the project master data if the project supports additional tracking detail requested by an affiliate service recipient. The customer number will generally contain the corresponding project number or unique identifier established by the affiliate service recipient. The customer number is a link that will facilitate 'ad hoc' reporting for expense re-class purposes by the affiliate. Customer numbers should generally not be used on interim projects used for internal DRS tracking.
- Interim projects will be structured such that they reflect unique projects that may receive support from various DRS service providers. For example, if a project will receive engineering, legal, and tax support from DRS, a single project will preferably be established to collect the total project costs. Separate WBS elements will be established for the engineering, legal, and tax groups to charge and these WBS elements will reflect the 'service prefix' for the DRS service being performed.
- The 'project definition' level of a DRS interim project should begin with the prefix IPJ. Each individual WBS element will include the service prefix as indicated above. Existing Information Technology interim projects will be 'grandfathered' as to the IPJ naming convention.

Interim Project Detail Report

The Interim Project Detail Report allows affiliate accounting personnel to monitor charges for proper tracking within the affiliate. This report also provides the basis for reclassification of DRS charges onto specific projects within the affiliate

Reclassification of DRS Costs on Service Receiver's Books

As previously mentioned, it may be appropriate for the affiliate to reclassify DRS expenses on its books to capital projects or other cost objects for internal reporting or billing purposes. The following provides guidance on the specific accounting entries. In order to retain the integrity of the inter-company balancing and consolidations process, the reclassification entries must be performed using specific GL accounts:

Reclassify DRS Expenses from Cost Center to a Capital WBS Element or Other Asset:

WBS Element	Debit	GL 5999999	Capitalized Inter-Co Expenses (Non-Eliminating)
Cost Center	Credit	GL 5999999	Capitalized Inter-Co Expenses (Non-Eliminating)

Reclassify DRS Expenses from Cost Center to Other Expense Cost Object:

WBS/Cost Center (Eliminating)	Debit	GL 5998xxx	DRS Billing Account – Services Specific
Cost Center (Eliminating)	Credit	GL 5998xxx	DRS Billing Account – Services Specific

I. Definitions of Direct and Indirect Costs

Billing Projects

DRS Employees typically charge WBS Elements (Projects or Work Orders) that bill costs to affiliates in two ways:

- Direct Billing Projects send their costs to individual companies (legal entities) or to a 'process' within a legal entity (the total of all the processes on a legal entity total the legal entity's total billing). Examples of legal entities include East Ohio Gas and Dominion E&P. Examples of processes include the Nuclear and Fossil Groups within Virginia Power (Virginia Power being the legal entity).
- Allocation Billing Projects apportion their costs to individual companies (or processes) based on the allocation methods as defined in the DRS Services Agreement.

DRS interest costs (costs of financing DRS operations) are billed to associates based on their portion of Direct and Allocated Costs. Interest costs are allocated to all affiliates after Direct and Allocated Costs have been determined by affiliate.

Billing Invoices

Billings presented to affiliates have costs segregated in the following categories. (Within all categories, costs are separated by service.)

- DRS Direct Charges - represent charges that have been identified for billing to a legal entity. No allocation is performed to arrive at these charges.
- DRS Segment Charges - represent charges that are allocated 100% to legal entities within the affected segment (Delivery, Energy, Generation, or E&P). The charges in aggregate are 'direct' charges to the segment. An example of this type of charge is the cost of the Delivery Controller group. Costs of this group are allocated only to companies within the Delivery segment.

- DRS Corporate Allocated Charges - represent charges for corporate functions that are allocated to multiple segment companies. An example of this type of charge is the cost of DRS Accounting. Costs of this group are allocated to companies in all segments.
- Inter-company Interest Expense - represent charges for financing DRS operations that are allocated to all companies based on DRS billings.

SEC Reporting

For SEC reporting purposes, the following definition of cost will be used:

- Direct Costs – costs directly billed to our affiliates. These costs may have been specifically identified as to affiliate (Direct Billing Projects) or allocated per an approved allocation methodology (Allocation Billing Projects). Direct costs generally originate on a DRS service provider's cost center or billing project.
- Indirect Costs – costs that indirectly 'attach' themselves to Direct Costs and become part of the total affiliate billing. Indirect costs are generally allocated (assessed) to DRS cost centers on an appropriate basis. Examples of Indirect Costs are:
 - Employee Pension & Benefits Costs (assessed)
 - Payroll Taxes (posted on cost centers)
 - Occupancy Costs (facilities costs) (assessed)
 - Infrastructure Costs (telecommunications, computing costs) (assessed)
 - DRS Income Taxes (generally zero net income impact)
- Compensation for Use of Capital – costs related to financing DRS operations and allocated based on DRS billings as indicated above.

J. Employee Time Reporting

- DRS employees enter their time into the SAP timekeeping module. Timesheets are typically entered via the Employee Self-service module.
- Every employee is required to report all productive hours on their timesheet. Time entry is encouraged daily and required to be entered, at a minimum, on a weekly basis. Management reviews and approves time entered by the employee. All productive hours must be coded with a "Billing WBS Element" or an Interim project. This may represent either a 'Direct Charge' or an 'Allocation'.

A 'Direct Charge' WBS element is used to code work performed for a specific affiliate. The naming convention for 'Direct Charge' WBS elements is equal to the Provider Service Group plus the Affiliate Receiving the Service. For example, WBS Element "ACCTSVC.EOG" represents Accounting Services provided to EOG Gas. The diagram (Sample of Direct Billing

Project) in Exhibit 1 illustrates a 'Direct Charge' WBS Element.

- An 'Allocation' WBS element is used to code work performed that cannot be direct charged to a specific affiliate. In this case, since a specific affiliate is not identified, costs in these types of WBS elements are allocated to affiliates in accordance with the DRS Services Agreement. The naming convention for 'Allocation' WBS elements is equal to the Provider Service Group plus "ALLOCX". For example, WBS Element "HR.ALLOC1" represents the Employee Relations Service (HR) that is allocated on headcount. The diagram (Sample of Allocated Billing Project) in Exhibit 1 illustrates an 'Allocation' WBS Element.
- Employees are required to charge all their time and expenses to WBS elements that correlate with their assigned service function. Charging across services is not permitted.
- The DRS Time Entry & Approval Policy is included as **Error! Reference source not found.**

K. Convenience Payment Policy

Definition:

A 'convenience payment' is a cash payment made by DRS for the benefit and convenience of affiliates (Virginia Power, Dominion Energy, etc.). Payments of this type are related to activities and programs that are centrally managed and are paid in a lump sum manner. Convenience payments are cash transfers (i.e. balance sheet) only and do not represent legal expenses of DRS. As such, they have no income statement (i.e. expense) impact to DRS.

Examples:

- ✓ Affiliate insurance premium payments (non-'affiliate-specific' programs)
- ✓ Affiliate benefits and pension plan payments

Policy:

- Convenience payments are strictly controlled. The Controller-DRS maintains an approved list of convenience payments DRS may make on behalf of affiliate companies.
- Request for convenience payment approval must be made to the Controller-DRS. Approval will be contingent on the type of payment, the recurring nature of the payment, the dollar magnitude of the payment, and the efficiencies gained by the corporation as a result of treating the transaction as a convenience payment.
- In no case will convenience payments be characterized as expenses of DRS. Expenses related to the convenience payment(s) will be recorded on the appropriate affiliate(s) financial records. As such, convenience payments will not be part of the normal DRS service

billings to affiliates.

- Cash for convenience payments made by DRS on behalf of affiliate companies will be fully reimbursed by said affiliates.

Methodology for processing convenience payments:

- The DRS service function retained to manage the affiliate activity (giving rise to the convenience payment) will determine the level of expenses that should be recorded on the affiliate financial records. (The 'DRS service function' is defined as a function or department within Dominion Resources Services that has been chosen to provide services to affiliate companies under the annual election as specified in the DRS Services Agreement..)
- It will be the responsibility of the DRS service function to separate the convenience payment into each affiliate's portion for proper recordation and cash reimbursement. If allocation methodologies are employed to separate a convenience payment by affiliate, they will be consistent with the approved methodologies as included in the DRS Services Agreement.
- The DRS service function will process the cash convenience payment by instructing the Accounts Payable group to make payment to the vendor. The 'cross-company' journal entry entered by Accounts Payable will reduce (credit) DRS' cash account and increase (debit) the appropriate natural expense account on each affiliate's financial books that uses SAP as their financial system. For non-SAP affiliates, single company entries are recorded. DRS will record a receivable from the non-SAP affiliate and credit cash. The non-SAP affiliate will record expense (debit) to the appropriate natural expense account and a payable to DRS (credit).
- For cross-company entries, the SAP financial system automatically creates affiliate customer/vendor invoices to balance inter-company transactions. A customer invoice (accounts receivable) is created on DRS' books, and a vendor invoice (accounts payable) is created on each affiliate's books for which the payment was made.
- Billings and invoice preparation occur approximately the third working day of the month. Our SAP Accounts Receivable Module allows cash recovery of inter-company transactions in an automated manner. Once the billings occur, the operating companies have until the 27th of the month to review and dispute billed amounts. If no disputes occur, cash is transferred on that day.

L. DRS Procurement/Payment Practices

General

As described in the DRS Services Agreement, the Supply Chain (Procurement) Service may "Advise and assist Dominion Companies in the procurement of real and personal property, materials, supplies and services, conduct purchase negotiations, prepare procurement agreements

and administer programs of material control.” These services may relate to materials and services procured for DRS internal purposes or for affiliated companies. When services are provided related to procurement activities for the benefit of affiliate companies, care must be exercised to distinctly separate DRS costs of providing the procurement support, and the costs of the goods and services procured. Costs related to the actual goods and services procured for affiliate companies must be recorded on the financial records of the affiliate.

The Uniform System of Accounts for Subsidiary Service Companies adopted by the Securities & Exchange Commission provides guidance in Instruction 01-4 that specifies:

(a) “Cost of materials, construction payrolls, outside services, and other expenses directly attributable to construction work shall be excluded from the accounting system of the service company and charged directly by the vendor or supplier to the construction project.”

And that:

(b) “Service costs allocated to centralized procurement activities shall include only the cost of the support services performed by the service company in connection with the procurement of goods for associate companies. Costs of goods procured shall be excluded from the accounting system of the service company and charged directly by the vendor or supplier to the associate company concerned.”

Master Purchase Agreements

It may be advantageous to enter into master purchase agreements in the name of Dominion Resources Services. Agreements of this type may provide flexibility to extend purchase agreements to future affiliates or to existing affiliates that may need the related goods or services in the future. In this case, the purchase agreements are normally written to include “Dominion Resources Services, Inc., its parent Dominion Resources, Inc. and any parent, affiliate or subsidiary of either now or in the future”. Language of this type in no way negates the requirements to record the expenses related to actual purchases on the financial records of the affiliate, as detailed in the general policies above. This may require individual purchase orders that may ‘release’ against the master order.

Payments and Intermingling of Funds

Payments for goods and services procured for the benefit of affiliate companies will be made from the affiliate company’s funds. In no case will payment be made from the funds of DRS, with the exception of convenience payments specifically approved by the Controller – DRS. (See specific requirements for convenience payments in Section K.)

Intermingling of funds between DRS and other affiliates is not allowed. Arrangements of this type:

- May constitute a ‘financing’ arrangement between affiliate companies, which is specifically prohibited by Section 12 of PUHCA.

- May subject one legal entity to the liabilities of another.

M. Billings to DRS from DRI Affiliates

- In certain instances, it may be advantageous for DRS to receive services from affiliates. SEC requirements specify that an approved services agreement must be in place between the affiliate and DRS for these services to flow from the affiliate to DRS. Services must be provided 'at cost'.
- DRI affiliates providing services (service providers) to DRS will set up an 'intermediate' inter-company project in their respective companies to capture and track the cost of the service being provided. Charges are accumulated in these projects, and are settled to "Direct Billing" projects in the same company, in order to facilitate the billing process. Project settlement is not allowed directly between a DRI affiliate and DRS.
- The "inter-company projects" established by each DRI affiliate providing service to DRS should be set up using specific naming and settlement standards:
 - Naming Convention: "ICxxx-yyy" (xxx = affiliate provider; yyy = affiliate receiver)
 - Project Profile: 1080 (Affiliate Cost Recovery)
 - Settlement Profile: "AFF"
 - Allocation Structure: "AF" (settles on unique secondary cost element – 8360032 – "Settlement to/from Affiliate")
 - A Costing Sheet should be assigned so that the project is fully costed with a billing surcharge, using the applicable business group surcharge rate.
 - Receiver WBS Element assigned should reflect the applicable service function WBS in the "Direct Billing" project. Billings to DRS must be presented by service as approved in the DRS Services Agreement. DRS Accounting will provide assistance in assigning the applicable service function.
- "Direct Billing" projects are only created by DRS Accounting to facilitate and expedite the DRS billing and closing process. Maintenance on these projects (adding or changing WBS elements) will only be performed by DRS Accounting.
- "Direct Billing" projects are also created with specific naming and settlement standards.
 - Naming Convention: "xxxxxSUPP" (xxxxx = business group providing service)
 - Project Profile: 1100 ("Not for General Use: Billings to DRS")
 - Settlement Profile: C1 ("Billing Direct")
 - Allocation Structure: C1 (settles on unique secondary cost element – 8360030 – "DRS Direct Charge")
 - No Costing Sheet (billing surcharge was applied in the inter-company project)
 - Receiver WBS Element assigned is the respective 'DRS' billing cost center (i.e., DRS0xx) in each company.

- The Direct Billing Projects will contain specific WBS element combinations for the service being provided and the affiliate receiving the service. Services being provided must be one of the 26 approved DRS services under the DRS Services Agreement and must be segregated and charged by service. For example, the WBS element "VPGEN.ENVIRON.DEIFOS" indicates environmental services being provided from the Generation segment of Virginia Power to Dominion Energy in support of their Fossil process.
- Direct charging by the service provider into the Direct Billing Projects (i.e. not establishing an 'intermediate' inter-company project) is not allowed.
- During the monthly closing process,
 - Surcharges will be applied to the service provider's inter-company project(s).
 - The inter-company project(s) will be settled to the Direct Billing Project(s).
 - The Direct Billing Project(s) will be settled to (affiliate) "DRS" billing cost centers.
 - A bill will be rendered from the DRI affiliate to DRS (by service provided)
 - DRS will record the bill on DRS books by debiting inter-company expense (applicable billing project or cost center) and crediting inter-company revenue on the affiliate's (service provider) books.
- All employees charging time and expenses to inter-company projects to bill DRS must maintain time and attendance records and supporting documentation for all expenses charged. This documentation should meet the standards of the DRS Time Entry and Approval Policy as referenced in Exhibit 3.
- Mark-up (profit) is not allowed on services provided by DRI affiliates to DRS. Mark-up does not include legitimate overheads as applied in a billing surcharge, designed to effect full costing. Specific Billing Requirements for Virginia Power:
 - Billings between Virginia Power and DRS are governed by the 'Virginia Power Support Agreement'.
 - Virginia Power will bill only to (or through) DRS (under the VP Support Agreement) unless specific State Commission-approved services agreements provide for other mechanisms. Direct billing between Virginia Power and other Dominion affiliates is generally prohibited by state regulatory order. (For example, Virginia Power and Dominion Energy may not bill each other directly. Billings must 'pass' through DRS.)
 - Billings from Virginia Power to other affiliates (via DRS) may include expenses directly related to Virginia Power employees providing services. The 'services cost' may not include expenses related to assets that are properly 'owned' by the affiliate receiving the service (this is not intended to preclude billing of appropriate facilities charges). Expenses related to assets (including inventory items) must be recorded directly as a cost of the affiliate.

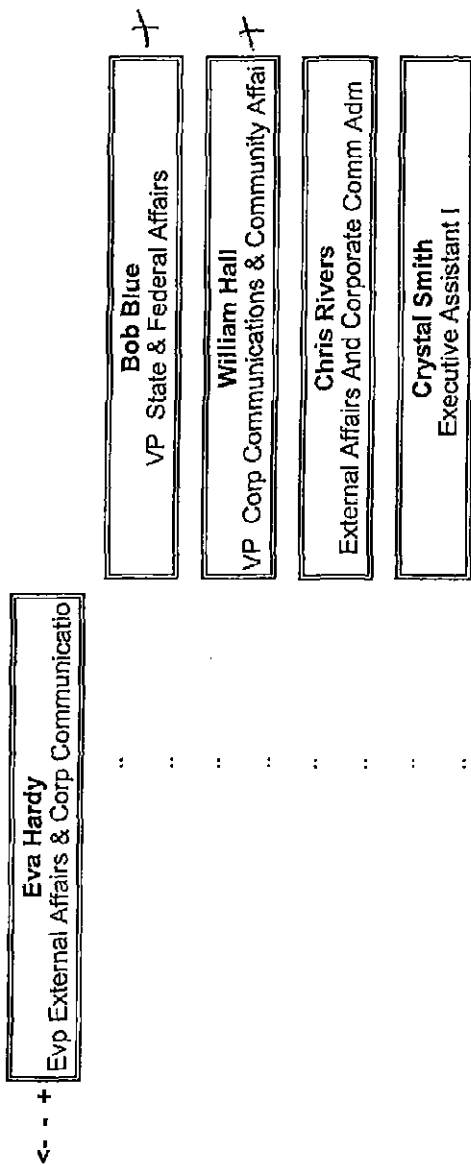
- Virginia Power assets may not be transferred or sold to other affiliates without specific State Regulatory approval.

N. DRS System of Accounts

- DRS utilizes a natural chart of accounts. Transactions are recorded to accounts that are 'resource-based' (e.g., salaries, contractor services, materials, office supplies, etc.).
- The natural accounts are mapped to FERC accounts via a financial statement reporting tool in order to report financial results in accordance with the "Uniform System of Accounts for Subsidiary Service Companies".
- Income statement and balance sheet accounts are assigned unique number ranges:

Assets	1000000 - 1999999
Liabilities	2000000 - 2999999
Equity	3000000 - 3999999
Operating Revenue	4000000 - 4999999
Operating Expenses	5000000 - 5999999
Non-Operating Income/Deductions	6000000 - 6999999

Organization Navigator



Organization Navigator

Bob Blue
VP State & Federal Affairs

Jim Beamer
Managing Dir Legislative Outreach

William Byrd
Corporate Public Policy Manager

John Cockrell
Intern

Akeem Williams
Intern

Bruce McKay
Managing Dir Federal Affairs

Kelly Chapman
Chief Federal Lobbyist

Ann Loomis
Dir Corp Public Policy

Carrie Perry
Government Relations Rep

Carolyn Moss
Managing Dir Mid Atlantic St & Loc Aff

John Frith
Local Affairs Manager

Kenneth Gaudi
Mgr State Government Affairs (nc,oh)

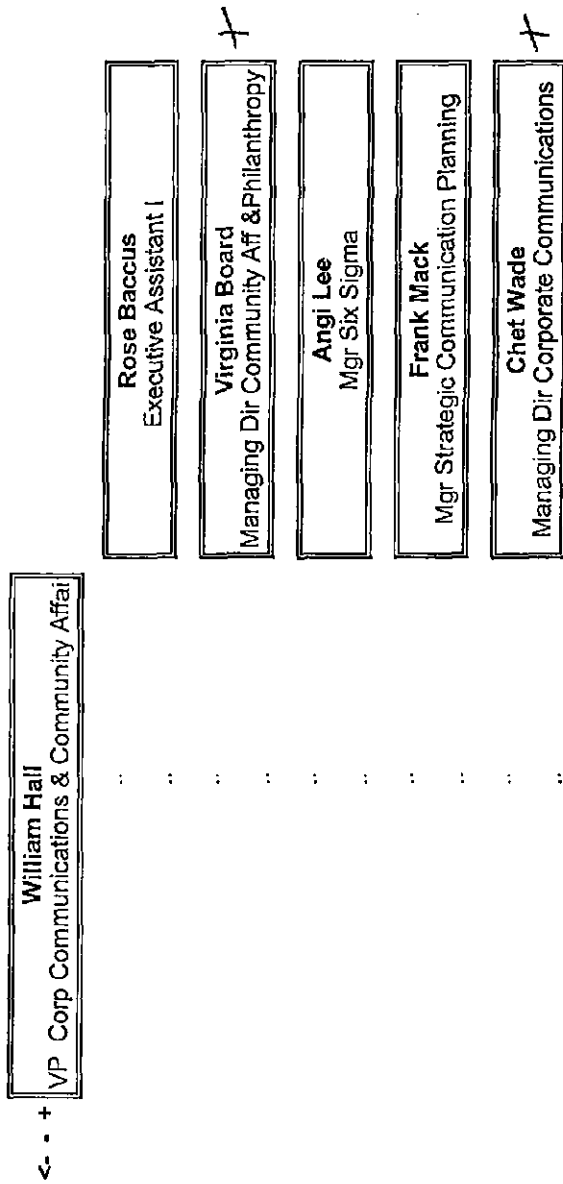
Linda Haskins
Public Policy Projects Coordinator

..	..	Robert Jones Sr External Affairs Manager
..	..	Miriam Watt Executive Assistant I
..	..	Bill Murray Managing Dir Corporate Public Policy
..	..	Robert Orndorff Managing Dir Wva & E&P Local Affairs
..	..	Peggy Cole External Affairs Manager
..	..	Avery Bonnee Community Affairs Administra
..	..	Gina Palmer Administrative Assistant III
..	..	Molly Parker External Affairs Representative I
..	..	Anita Powell Pac & Grass Roots Manager
..	..	Noah Sullivan External Affairs Representative I
..	..	Mike Thompson Mgr State Government Affairs (nc,oh)
..	..	Robert Varley Managing Dir Mid-West State & Local Affa
..	..	Paul Briggs Mgr State Government Affairs (nc,oh)
..	..	Rosemary Dziak Local Affairs Manager

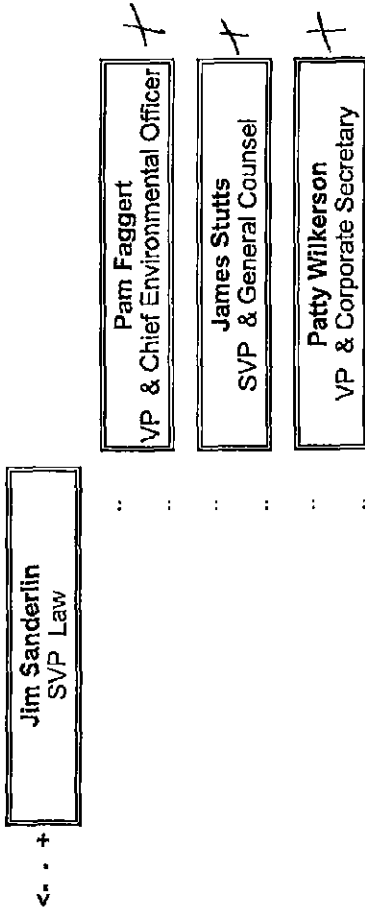
..	Tyrone Mcbee External Affairs Manager	..
..	Tracy Stevens Local Affairs Manager	..
..	Daniel Weekley Managing Dir Ne State & Local Affairs	..
..	Nancy Bulkeley Community Affairs Rep	..
..	Mitchell Croker Community Affairs Rep	..
..	Lisa Farnum Administrative Assistant III	..
..	Malia Griffin Community Affairs Rep	..
..	Lisa Lundy-Kusnitz Community Affairs Rep	..
..	Junius Williams Managing Dir Nc And Va Local Affairs	..
..	Max Bartholomew Sr External Affairs Manager	..
..	Cindy Wagner Intern	..
..	Bryant Brooks Sr External Affairs Manager	..
..	Margaret Holloway Administrative Assistant III	..
..	Emmett Toms External Affairs Manager	..

..	Kent Hill Sr Economic Development Manager	
..		
..		David Allen Economic Development Manager
..		
..		James Beazley External Affairs Representative
..		
..		Bryan Smith Economic Development Manager
..		
..	Retta Holland Administrative Assistant III	
..		
..	Iris Holliday Sr External Affairs Manager	
..		
..		Earnest Greene External Affairs Manager
..		
..		Al Smith External Affairs Manager
..		
..	Deborah Johnson Sr External Affairs Manager	
..		
..	Phil Sparks Sr External Affairs Manager	
..		
..		Tim Sargeant External Affairs Manager
..		
..		Jeanne Underwood Administrative Assistant III
..		

Organization Navigator



Organization Navigator



Organization Navigator

← - - + Pam Faggert
VP & Chief Environmental Officer

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Robert Asplund
Project Manager

Paula Hamel
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Lisa Moerner
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Olive Dimon
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Chris Todd Environmental Compliance Coord

Sam Mathew
Mgr Environmental

Sheri Franz Consulting Engineer
Keith German Sr Environmental Compliance Coord
Scott Hallam Environmental Spec II
Troy Hawkins Sr Environmental Compliance Coord
Scott Kingston Environmental Spec III
Ernest Moses Sr Environmental Compliance Coord

..	Steve Shaw Project Manager	Alexius Pavick Environmental Compliance Coord	..
..	Mildred Snowa Executive Assistant I	Brad Will Sr Environmental Compliance Coord	..
..	Cathy Taylor Dir Environmental Support		..
..		Bob Bisha Mgr Environmental	..
..		Louis Arak Supv Environmental Regulations	..
..		Alice Corey Supv Environmental Regulations	..
..		Andy Gates Environmental Spec III	..
..		Heather Jennings Engineer II	..
..		Larry Labrie Environmental Consultant	..
..		Allison Leach Intern	..
..		Joyce Livingstone Environmental Spec III	..
..		Ken Roller Environmental Consultant	..

Bill Scarp Scarpinato Environmental Consultant	..
Oula Shehab-Dandan Environmental Spec III	..
Bob Williams Environmental Consultant	..
Liz Willoughby Environmental Spec I	..
Bill Bolin Mgr Biology	..
Bob Andrews Biologist II	..
Jan Bateman Biologist II	..
George Birdsong Biologist II	..
William Bishop Biologist III	..
Robert Graham Biologist III	..
Sheila Hoffman Administrative Assistant II	..
Frank Massie Biologist III	..
Will Mosley Intern	..
Amanda Romero Intern	..

..	..	Chris Taylor Biologist II
..	..	Rick Willis Biologist II
..	..	Nat Wooding Environmental Spec III
..	..	Tj Dyer Intern
..	..	Angela Fitzgerald Administrative Assistant II
..	..	Veronica Reinhart Intern
..	..	David Yaworsky Supv Environmental
..	..	Tanya Carswell Assoc Chemistry Tech
..	..	Donna Chester Chemist II
..	..	Herbert Chriscoe Chemist III
..	..	Chuck Horn Chemist III
..	..	Sheila Langston Chemist I
..	..	Grace Schwartz Intern
..	..	Steve Sikes Chemist II

Dawne Trainer
Chemist II

Thomas Zbell
Assoc Chemistry Tech

Jud White
Project Manager

Bill Wilkinson
Mgr Environmental

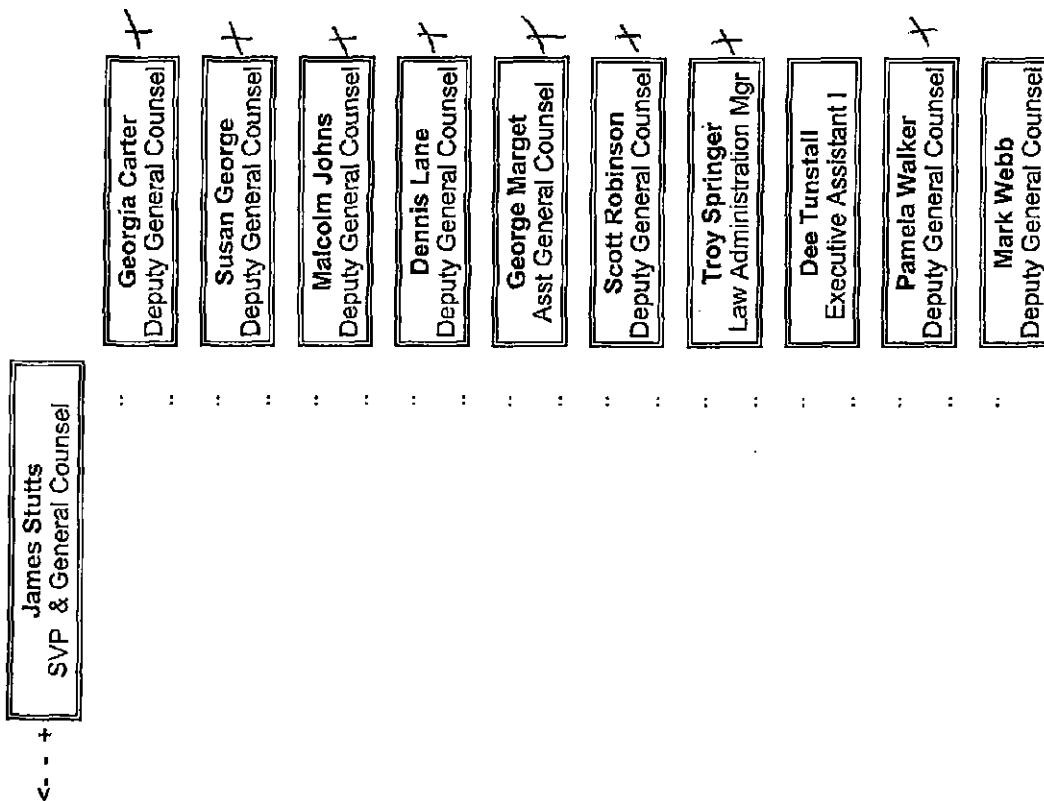
Amelia Hayward
Intern

Timothy Jackson
Engineer III

Daniel Moyers
Environmental Spec III

Jim Puckett
Consulting Engineer

Organization Navigator



Organization Navigator

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 Patty Wilkerson
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Ej Marks
 Asst Corporate Secretary

Loretta Codomo
 Shareholder Services Analyst

Shirley Jefferson
 Supv Corporate Services

Sheila Harding
 Coord Board Services

Elaine Leslie
 Supv Shareholder Services

Terri Beck
 Shareholder Services Representative II

Beverley Beer
 Shareholder Services Specialist

Adele Branch
 Shareholder Services Specialist

Crystal Clark
 Coord Shareholder Services

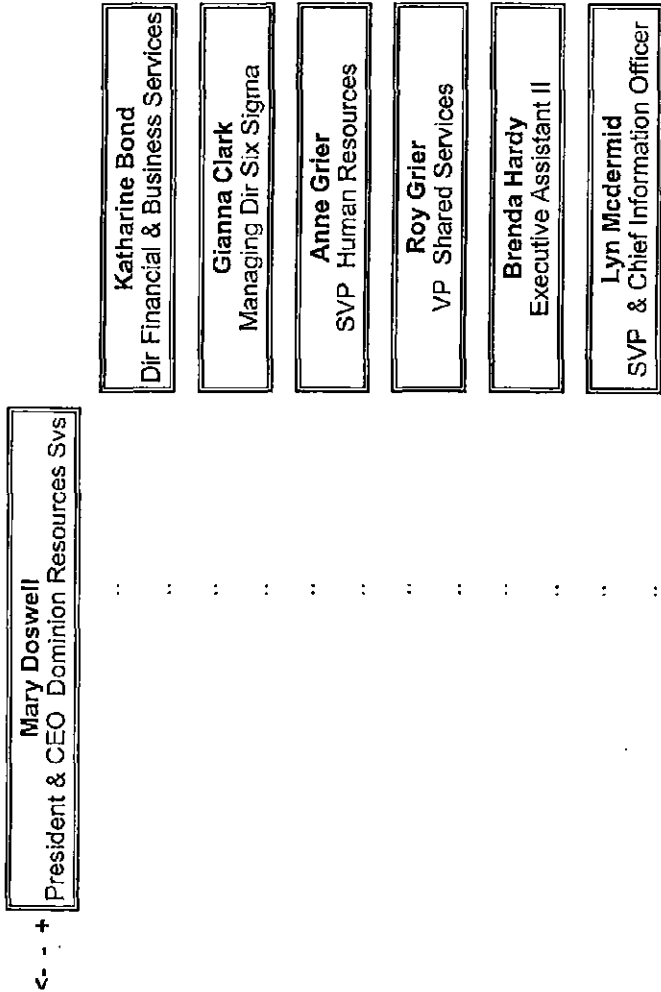
Pat Clevinger
 Shareholder Services Rep I

Rosalind Freeman
 Shareholder Services Rep I

Kim Garner
 Shareholder Services Representative II

..	Arlene Garnett Shareholder Services Rep I	..
..	Darlene Randolph Shareholder Services Representative II	..
..	Edward Sizemore Shareholder Services Rep I	..
..	Angela Wilson Shareholder Services Representative II	..
..	Carla Scott Stock Plan Administration Manager	..

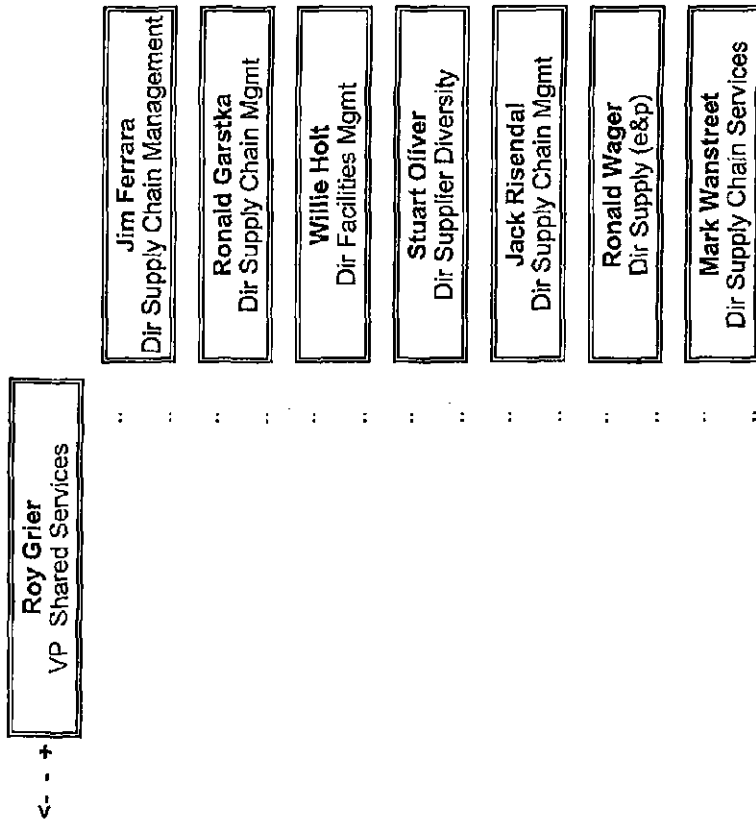
Organization Navigator



Organization Navigator

<div><div><- - +</div><div>Anne Grier SVP Human Resources</div></div>		
..	Becky Arruda Dir Human Resources	
..	Richard Caldwell Mgr Six Sigma	
..	Lynn Chaffin Dir Hr Planning And Workforce Diversity	
..	Patricia Davis Dir Human Resources	
..	James Eck Dir Total Compensation Strategies	
..	Andy Lundy Dir Human Resources	
..	Ann Reid Dir Exec Compensation & Legal Advisor	
..	Nancy Rieckmann Dir Human Resources	
..	Pam Snider Dir Workforce Relations	
..	Martha Uzel Executive Assistant I	
..	Wendy Wellener Dir Human Resources	

Organization Navigator



Organization Navigator

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Howard Brod	Dir IT Business Account
Jim Claypool	Dir IT Distributed Operations
Mark Engels	Dir IT Risk Mgmt
Charles Freeman	Chief Architect
Mike Lindsey	Dir Enterprise Oper
Harvey Orth	Dir IT Business Account
John Rainey	Mgr IT Business Account
Craig Standlick	Mgr Six Sigma
Shannon Venable	Dir IT Business Account
Joseph Walker	Dir IT Business Account
Vincent West	Project Director
Anna Williams	Executive Assistant I

Organization under MARGARET E MCDERMID

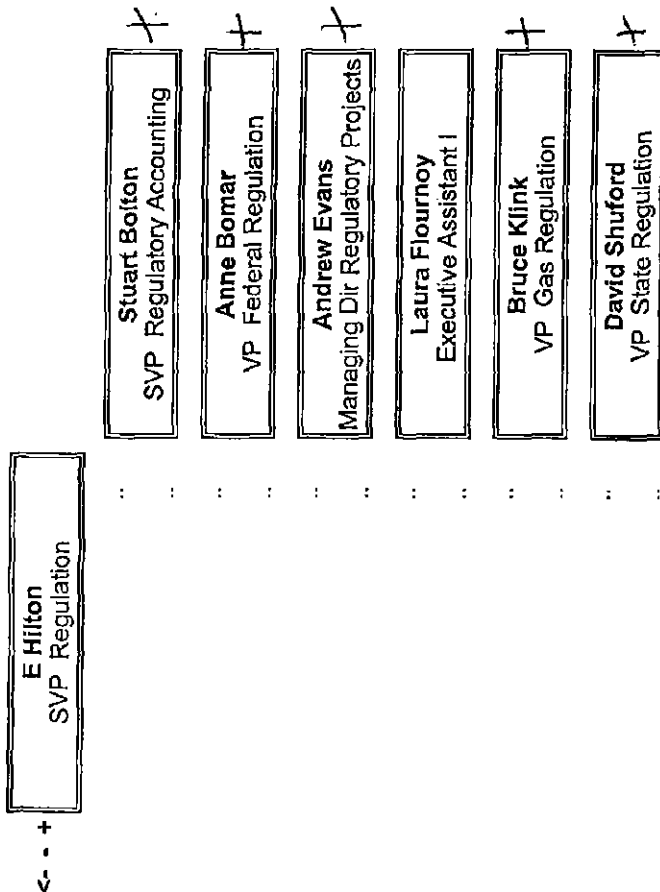
Steve Wooten Dir IT Business Account

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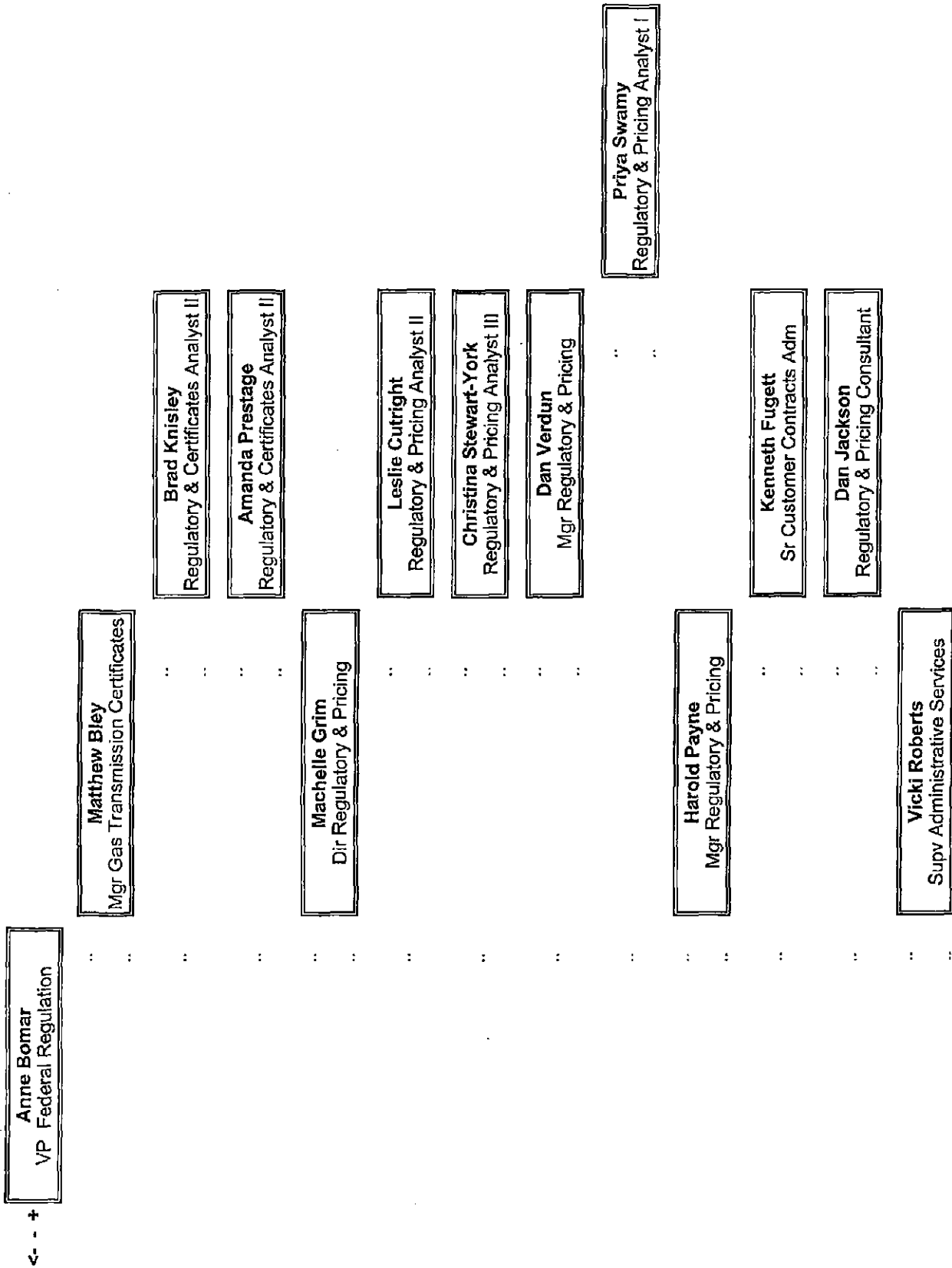
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Organization Navigator

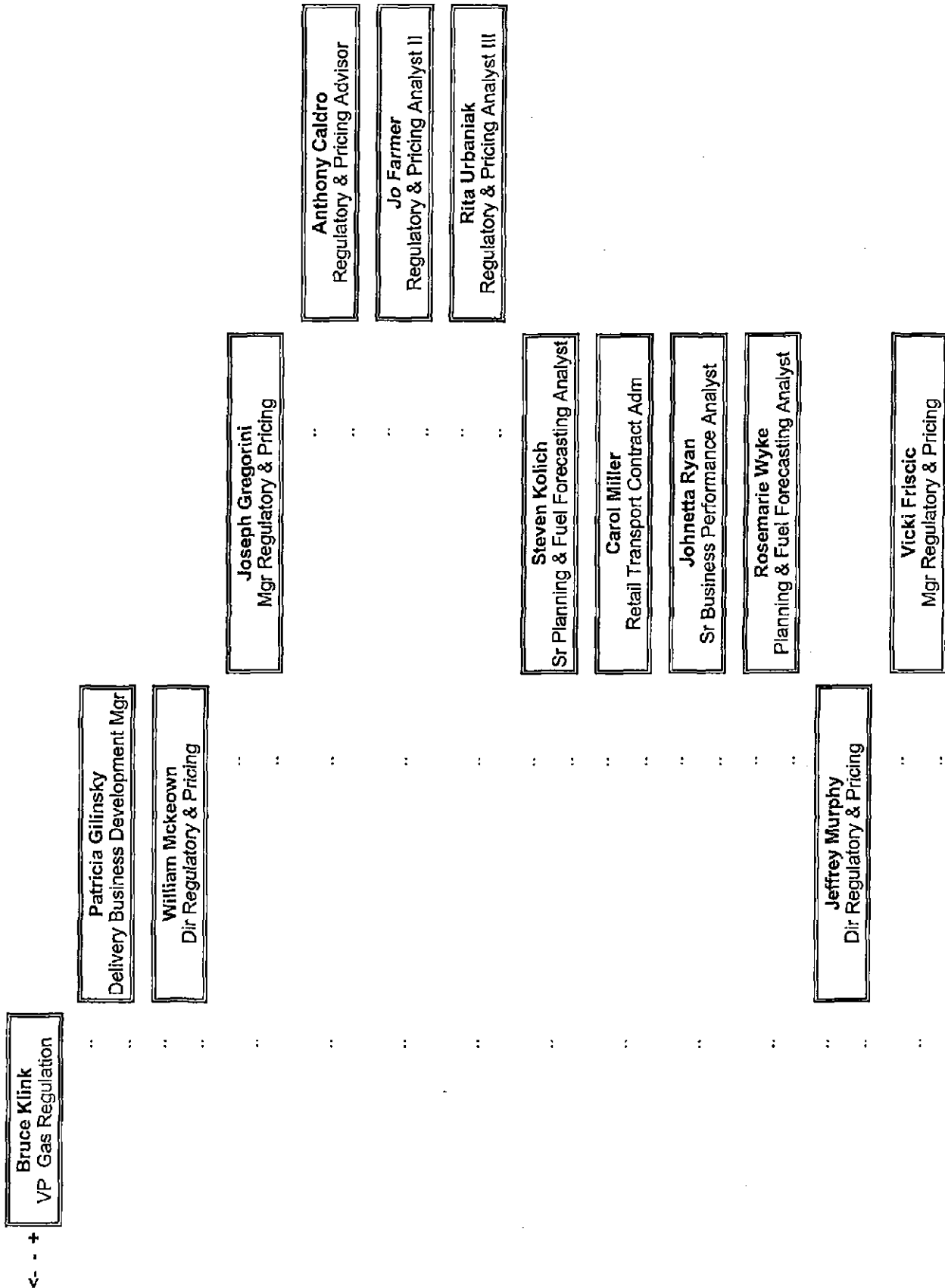


Organization Navigator



..	Adriane Hicks Administrative Assistant III	..
..	Nancy King Administrative Assistant II	..
..	Fallon Madrid Process Assistant III	..
..	Amanda Palmore Administrative Assistant II	..
..	Eunice Ruff Administrative Assistant III	..
..	Holly Scott Administrative Assistant II	..
..	Rosemarie Scott Administrative Assistant III	..
..	Sandra Turner Administrative Assistant III	..
..	Kristi Sniffin Executive Assistant I	..

Organization Navigator



Ronald Greenwald
Regulatory & Pricing Analyst II

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Sr Customer Business Tech Analyst

Dina Gallaway
Lead Transportation Analyst

Kim Manning
Retail Transport Contract Adm

Mary Peterre
Retail Transport Contract Adm

Lawrence Rice
Sr Retail Transportation Analyst

Anthony Sanabria
Lead Transportation Analyst

Sherry Skinner
Sr Retail Transportation Analyst

Karen Zahler
Executive Assistant I

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VP State Regulation

David Koogler
Director - Regulatory & Pricing

J Crouch
Manager - Regulatory & Pricing

Georgette Bailey
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Brenda Bass
Regulatory & Pricing Analyst I

Debbie Bell
Regulatory & Pricing Analyst II

David Brown
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Mary Edwards
Regulatory & Pricing Analyst III

Priyanka Gupta
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Ron Harris
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Carol Mares
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Joe Mercado
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Reuben Safaraliev
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Katrinka Tabb
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Jeff Washington
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Paul Haynes
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Kurt Swanson
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Walter Baker
Sr Customer Contracts Adm

Cary Etheridge
Regulatory & Pricing Advisor

Bonnie Horton
Regulatory & Pricing Analyst III

Kathy Johnson
Regulatory & Pricing Analyst III

Jack Streightliff
Regulatory & Pricing Consultant

Claude Turner
Regulatory & Pricing Advisor

Debbie Robinson
Executive Assistant I

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SVP Regulatory Accounting

Lex Bailey
Project Manager

Max Schools
Controller

Charlie Stadelmeier
Dir Regulation

Pam Jones
Regulatory Analyst I

Mike McCormack
Regulatory Analyst III

James Monk
Regulatory Analyst III

M Pecht
Regulatory Advisor

Glenn Pierce
Regulatory Advisor

Organization Navigator

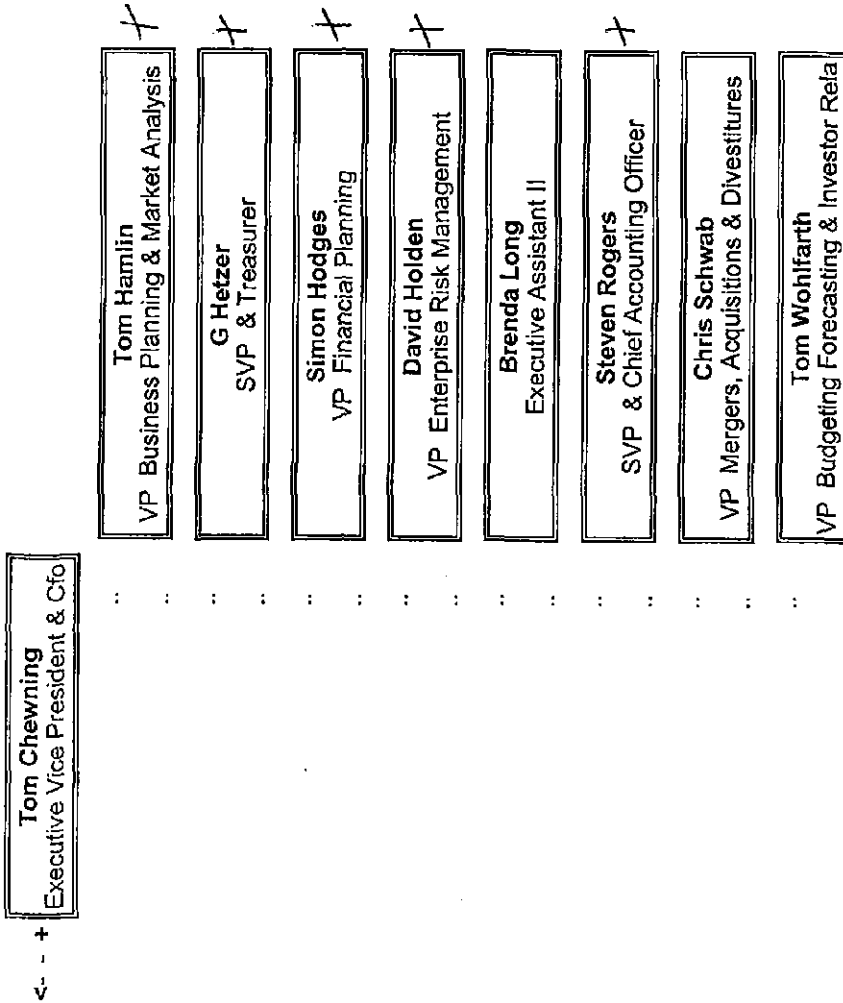
← - +	Billy Warf VP & General Auditor	Willie Briggs Dir Audit	Beverly Bennett Auditor
..	..	..	Sharon Burcham Administrative Assistant III
..	..	..	Sarah Collins Sr Auditor
..	..	..	Kurt Crump Lead Auditor
..	..	..	Valerie Jackson Sr Auditor
..	..	..	Lisa Jones Auditor
..	..	..	Boe Lewis Lead Auditor
..	..	..	Tammy Mccullough Sr Auditor
..	..	..	Alan Moore Assoc Auditor
..	..	..	Meredith Newcomb Intern
..	..	..	Chris Patterson Assoc Auditor

..	Liz Russell Lead Auditor	..
..	Michael Szeles Sr Auditor	..
..	Sally Wetzler Lead Auditor	..
..	Neil Wichterman Sr Auditor	..
..	Don Dame Dir Audit	..
..	Timothy Altice Lead Auditor	..
..	Dorrick Atkinson Assoc Auditor	..
..	Edward Condrey Lead Auditor	..
..	Paul Frame Lead Auditor	..
..	Robert Halsey Lead Auditor	..
..	David Mann Sr Auditor	..
..	Tammy Pyles Sr Auditor	..
..	Robert Strickland Lead Auditor	..
..	Sylvester Wright Lead Auditor	..

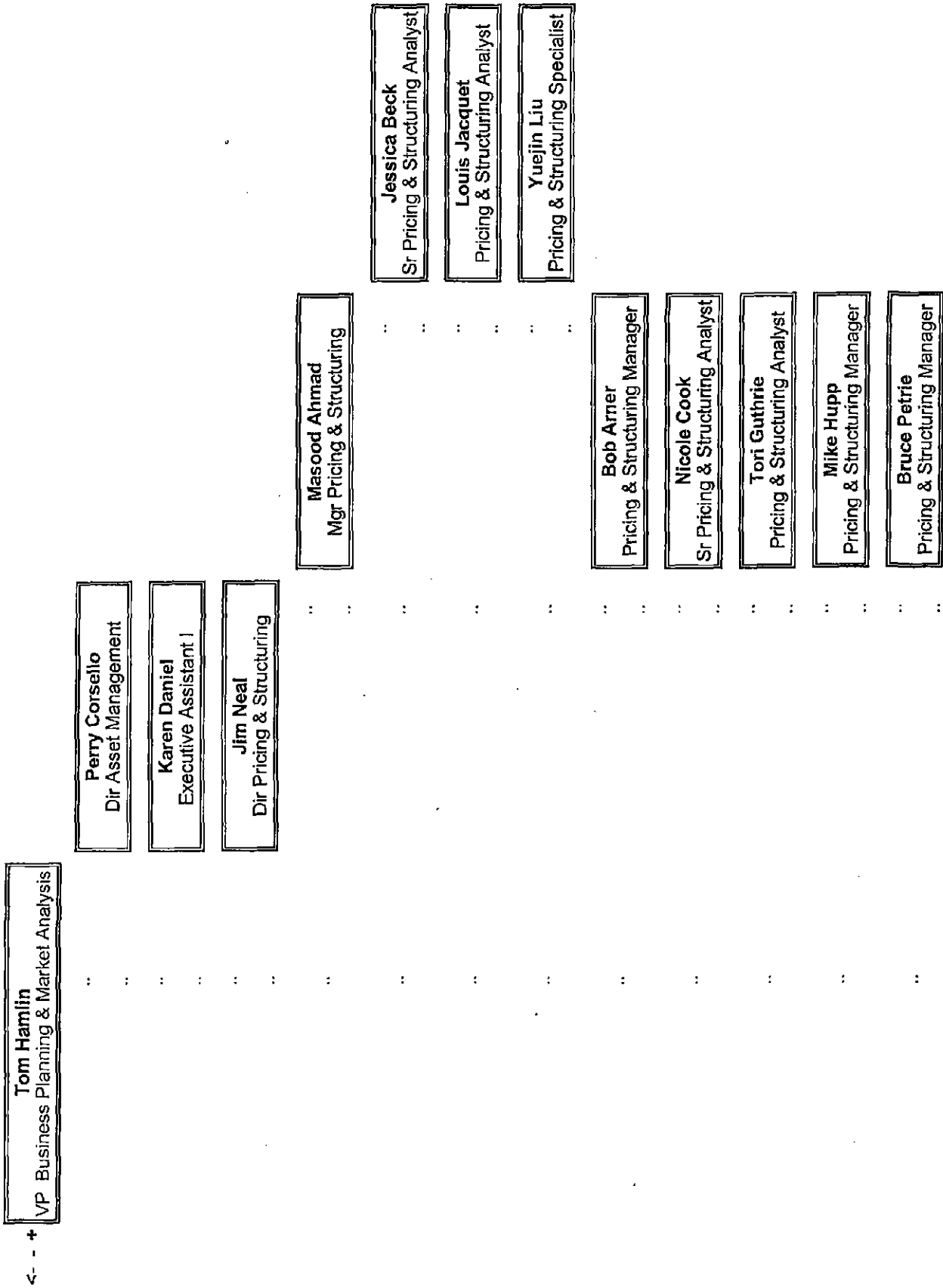
..	Dennis Flippen Dir Audit	
..		
..		Neil Robinson Audit Specialist
..		
..		Wes Sprouse Lead Auditor
..		
..	Stephen Marin Dir Audit	
..		
..		Cheri Bennett Auditor
..		
..		John Causey Auditor
..		
..		Jenny Ching Auditor
..		
..		Allison Dalla Valle Assoc Auditor
..		
..		Susan Engel Lead Auditor
..		
..		Krysti Jones Administrative Assistant I
..		
..		Michael Jurkow Assoc Auditor
..		
..		Sean Mcmillan Intern
..		
..		Jennifer Ramsey Auditor
..		
..		Drew Statzer Auditor
..		

..	Chuck Wrenn Sr Auditor	..
..	Dennis Wright Audit Specialist	..
..	Joy Young Sr Auditor	..
..	James Rooney Dir Audit	..
..	Navell Carrone Auditor	..
..	Yuanyuan Fu Auditor	..
..	Elena Martyanova Sr Auditor	..
..	John Mcdonnell Lead Auditor	..

Organization Navigator



Organization Navigator

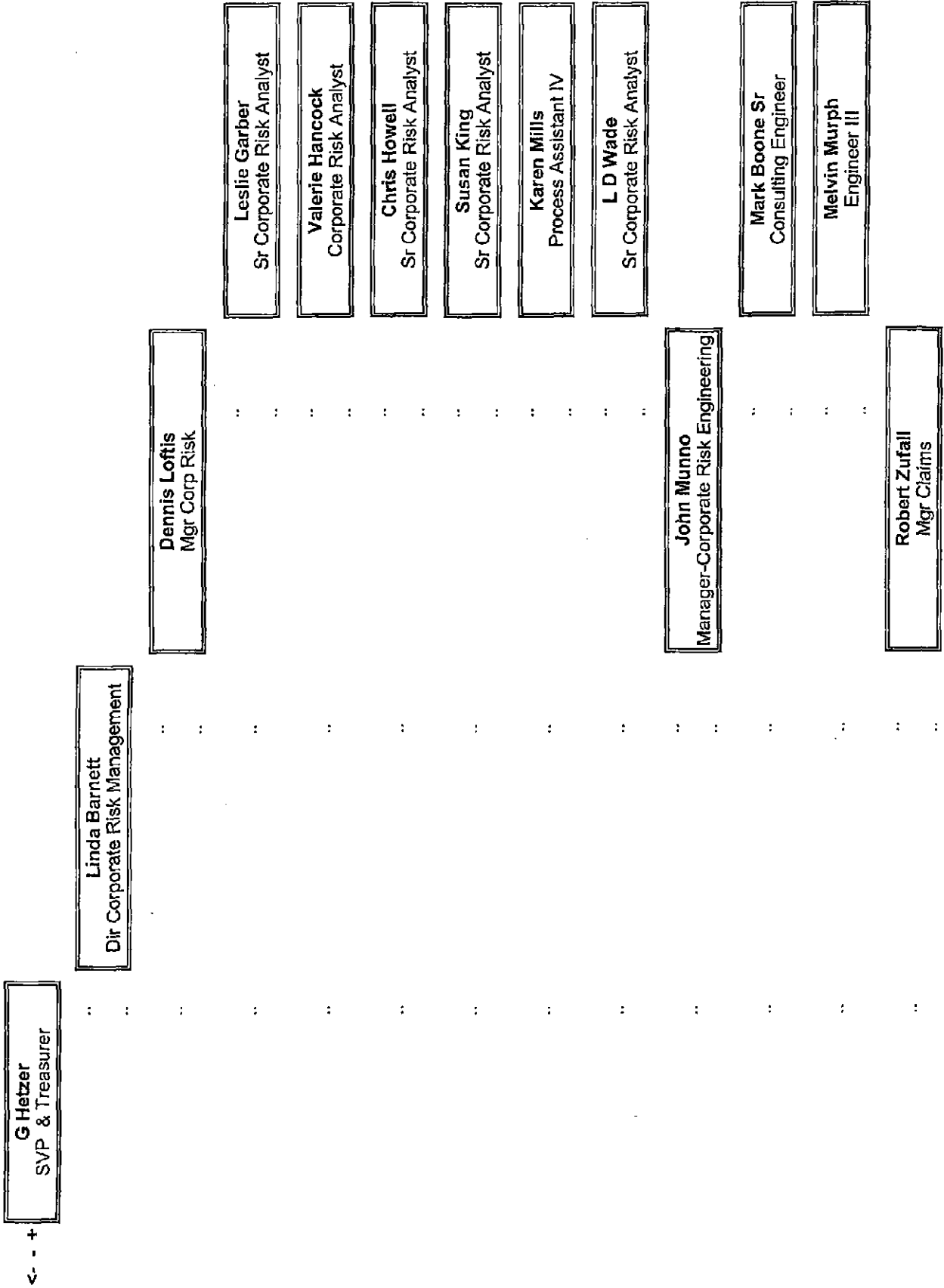


..	Reza Rajaeian Pricing & Structuring Specialist	..
..	Alan Thorn Pricing & Structuring Specialist	..
..	B T Thomas Dir Energy Market Analysis	..
..	William Hays Sr Economist	..
..	Md Huq Lead Economist	..
..	Steven Jones Mgr Energy Market Analysis	..
..	Meera Bagati Sr Energy Market Analyst	..
..	Beth Equi Energy Market Analyst	..
..	Jud Refai Assoc Energy Market Analyst	..
..	Sarah Zahrai Sr Energy Market Analyst	..
..	Qifan Zhang Energy Market Analyst	..
..	Rongda Zhao Energy Market Analyst	..
..	Andy Klingler Energy Market Advisor	..
..	Bob Wilson Energy Market Advisor	..

Cynthia Yeh
Sr Energy Market Analyst

..

Organization Navigator



..	Edward Booker Sr Claims Agent
..	Kelly Coughlin Claims Agent
..	Sharyn Peterson Sr Claims Agent
..	Eric Saulnier Assoc Claims Agent
..	Catherine Silva Supv Claims

Donald Borneman
Asst Treasurer-Asset Management

Caroline Czarnecki
Sr Financial Analyst

Alice Rump
Administrative Assistant II

James Carney
Asst Treasurer-Corporate Finance

Rhonda Boggs
Financing Manager

Tanya Jackson
Sr Treasury Analyst

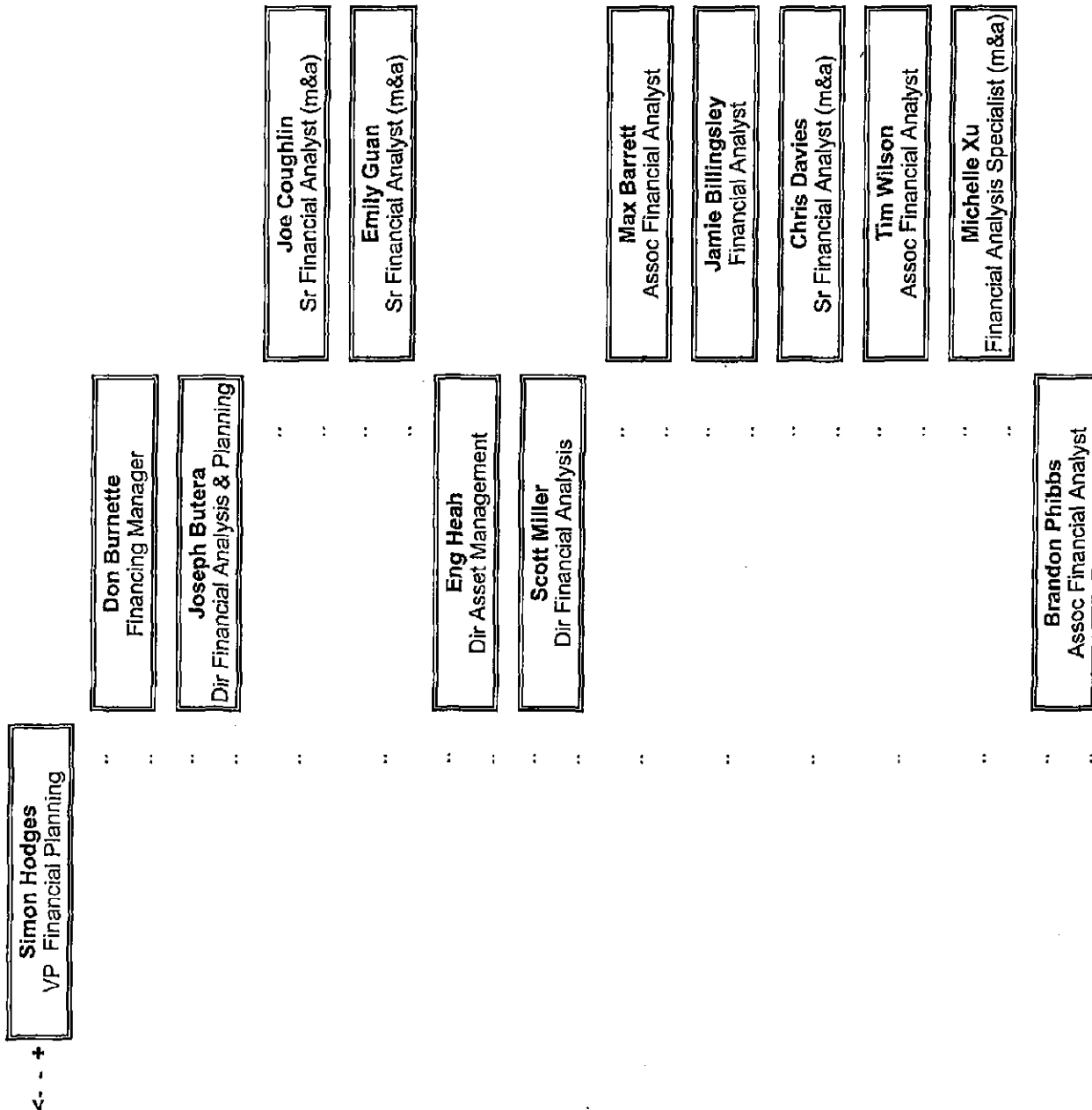
Sharad Mathur
Assoc Treasury Analyst

T.a. Hickman Jr
Financing Manager

Norma Johnson
Administrative Assistant III

..	..	Mark Stevens Financing Manager	..	..
..	..	Jerry Overman Dir Cash Management	..	..
..	..	Steve Ennis Supv Cash Management	..	..
..	..	Debbie Barbour Sr Cash Management Administrator	..	..
..	..	Mary Collins Sr Cash Management Administrator	..	..
..	..	Cookie Goodall Sr Cash Management Administrator	..	..
..	..	Lea Patterson Sr Cash Management Administrator	..	..
..	..	Joe Pierce Coord Short Term Finance	..	..
..	..	Nina Winslow Executive Assistant I	..	..

Organization Navigator



Gregg Spitler
Project Director

Michelle Wolpert
Mgr Financial Planning

Organization Navigator

← - +	<div>David Holden VP Enterprise Risk Management</div>	
	<div>Jason Bishop Dir Credit Risk Management</div>	
		<div>Barbara Colson Margin Specialist</div>
		<div>Barbara Cornett Sr Credit Analyst</div>
		<div>Nathan Frost Credit Analyst</div>
		<div>Richie Holland Assoc Credit Analyst</div>
		<div>Buffy Lawson Contract Administrator</div>
		<div>Lisa Lewis Credit Risk Specialist</div>
		<div>Kathryn Medwid Margin Analyst</div>
		<div>Barbara Schaub Contract Administrator</div>
		<div>Michelle Schlager Sr Credit Analyst</div>
		<div>Ben Turnauer Credit Analyst</div>
		<div>Barry Uhrine Sr Contract Administrator</div>

..	Rebecca Vestal Process Assistant IV	..
..	Kathy Black Executive Assistant I	..
..	Joe Cooper Dir Risk Analytics	..
..	Helen Barnes Sr Risk Management Analyst	..
..	Bob Fullen Risk Quantitative Specialist	..
..	Linda Haynes Risk Quantitative Specialist	..
..	Stephen Landy Risk Quantitative Specialist	..
..	Eric Mann Sr Risk Management Analyst	..
..	Allen Mitchem Risk Quantitative Specialist	..
..	David Porter Risk Quantitative Specialist	..
..	Wei Yan Sr Risk Quantitative Analyst	..
..	Hemin Yang Sr Risk Quantitative Analyst	..
..	Dennis Dunnavant Dir Trading Control	..
..	Rick Reynolds Dir Trading Control	..

Kathy Kirk
Trading Support Associate I

Sharon Lawrence
Trading Support Associate I

**Lincoln Mitchell
Trading Support Associate I**

Adrienne Muse
Trading Support Associate I

Katy Regan
Trading Support Associate I

Christopher Wise
Trading Support Associate

Susan Cole
Mar Trading Controls

Nancy Allanson
Risk Management Analyst

Rick Puryear
Sr Risk Management Analyst

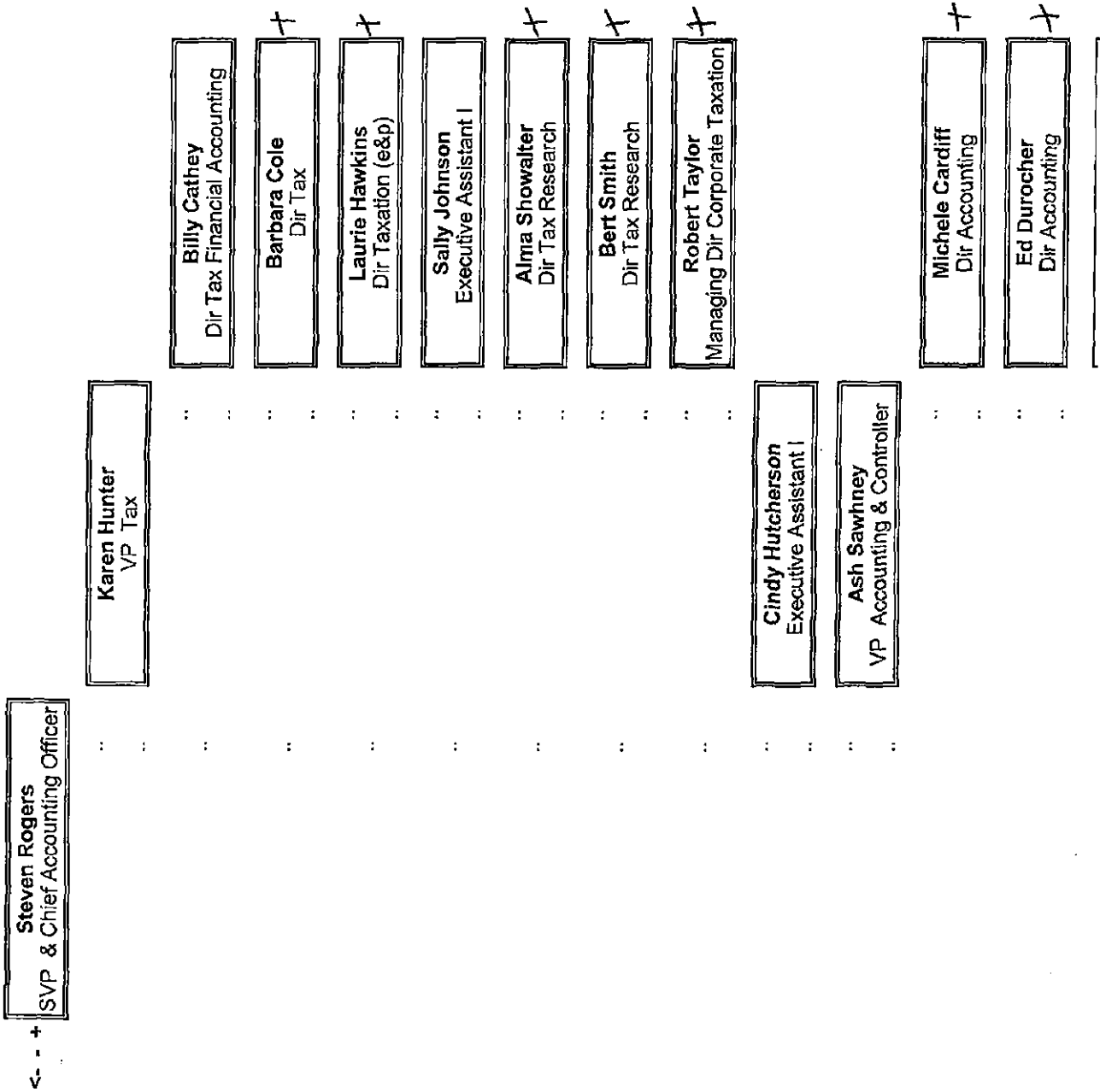
Karen Rollins
Trading Support Associate III

Pandora Waddy

Cathy Wilson

David Worstine

Organization Navigator



..	Lee Katz Controller	+
..	Cory Mccann Controller	+
..	Retha Moore Executive Assistant I	
..	Keli Morrison Dir Accounting	+
..	S Simmons Project Manager	
..	Brian Steveson Mgr Benefit Accounting	
..	Elwood Tanner Controller	+

Organization Navigator

New Query

← - + Tom Wohlfarth
VP Budgeting Forecasting & Investor Rela

Sarah Gayner
Student Worker

Laura Kottkamp
Dir Investor Relations

Cake Griffin
Administrative Assistant III

Fiona McCarthy
Financial Analyst

Joseph O'Hare
Dir Investor Relations

James Snyder
Investor Relations Manager

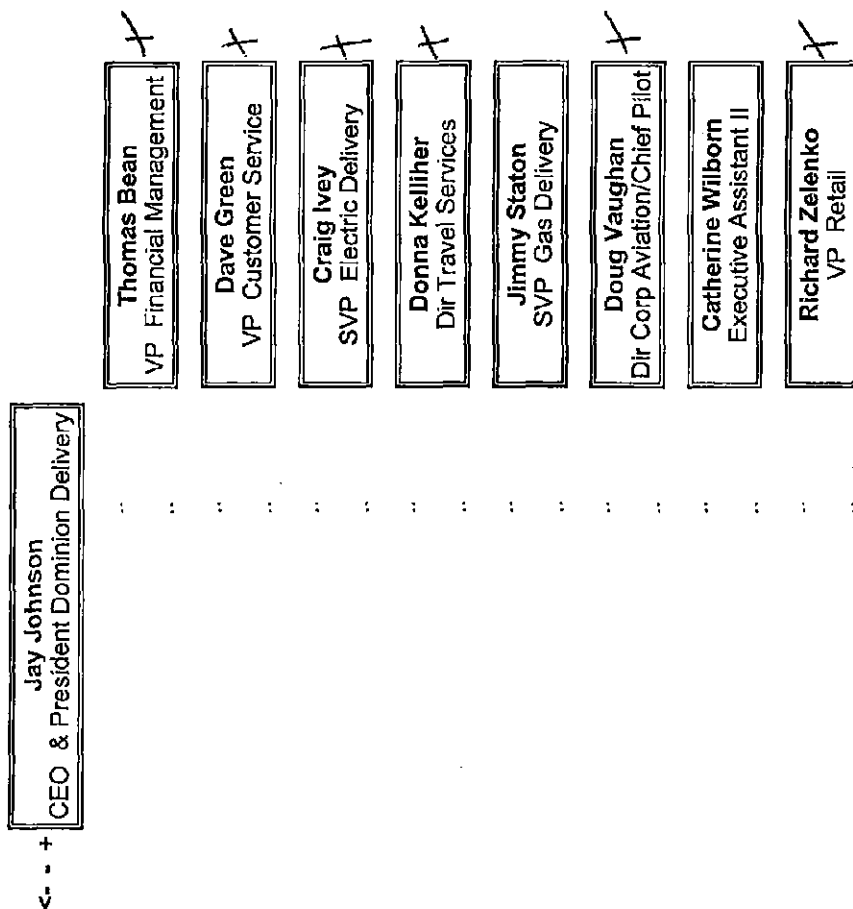
Pat Vines
Dir Financial Analysis & Planning

Geoff Bakel
Sr Financial Analyst

Amanda Morton
Sr Financial Analyst

Laura Peay
Project Manager

Organization Navigator



Organization Navigator

← - +
Thomas Bean
 VP Financial Management

Wayne Duman
 Dir Financial & Business Services

Sally Bell
 Sr Financial Analyst

Abby Corbin
 Mgr Financial & Business Services

William Holtz
 Sr Financial Analyst

Mark Killmeyer
 Sr Financial Analyst

Joyce Laley
 Sr Financial Analyst

Charles Mount
 Financial Analyst

Thomas Muoio
 Financial Analyst

James Powell
 Financial Analyst

Mike Drayer
 Supv Payment Verification

Lynn Boisseau
 Sr Disbursements Rep

Shanda Bullock
 Sr Disbursements Rep

..	..	Harriett Conley Sr Disbursements Rep
..	..	Linda Sanders Sr Disbursements Rep
..	..	Bruce Ensley Mgr Financial & Business Services
..	..	Scott Flowers Sr Financial Analyst
..	..	Jeffrey Gonos Sr Business Performance Anal
..	..	Adam Hahn Intern
..	..	Noah Jessee Financial Consultant
..	..	Keith Jones Delivery Business Performance Co
..	..	Brian Tunney Intern
..	..	John Stolarik Sr Financial Analyst
..	..	David Turner Mgr Financial & Business Services
..	..	John Berry Assoc Planning & Budgeting Ana
..	..	Andrea Sheffield Sr Business Performance Anal
..	..	Bebo Weisner Mgr Financial & Business Services

Ed Diggs	Sr Planning & Budgeting Analyst
Chuck Hurd	Sr Financial Analyst
Paul Jenkins	Sr Planning & Budgeting Analyst
Larry Jones	Sr Planning & Budgeting Analyst
Robert Kelly	Sr Planning & Budgeting Analyst
Bruce Morgan	Sr Planning & Budgeting Analyst
David Walker	Sr Business Performance Analyst

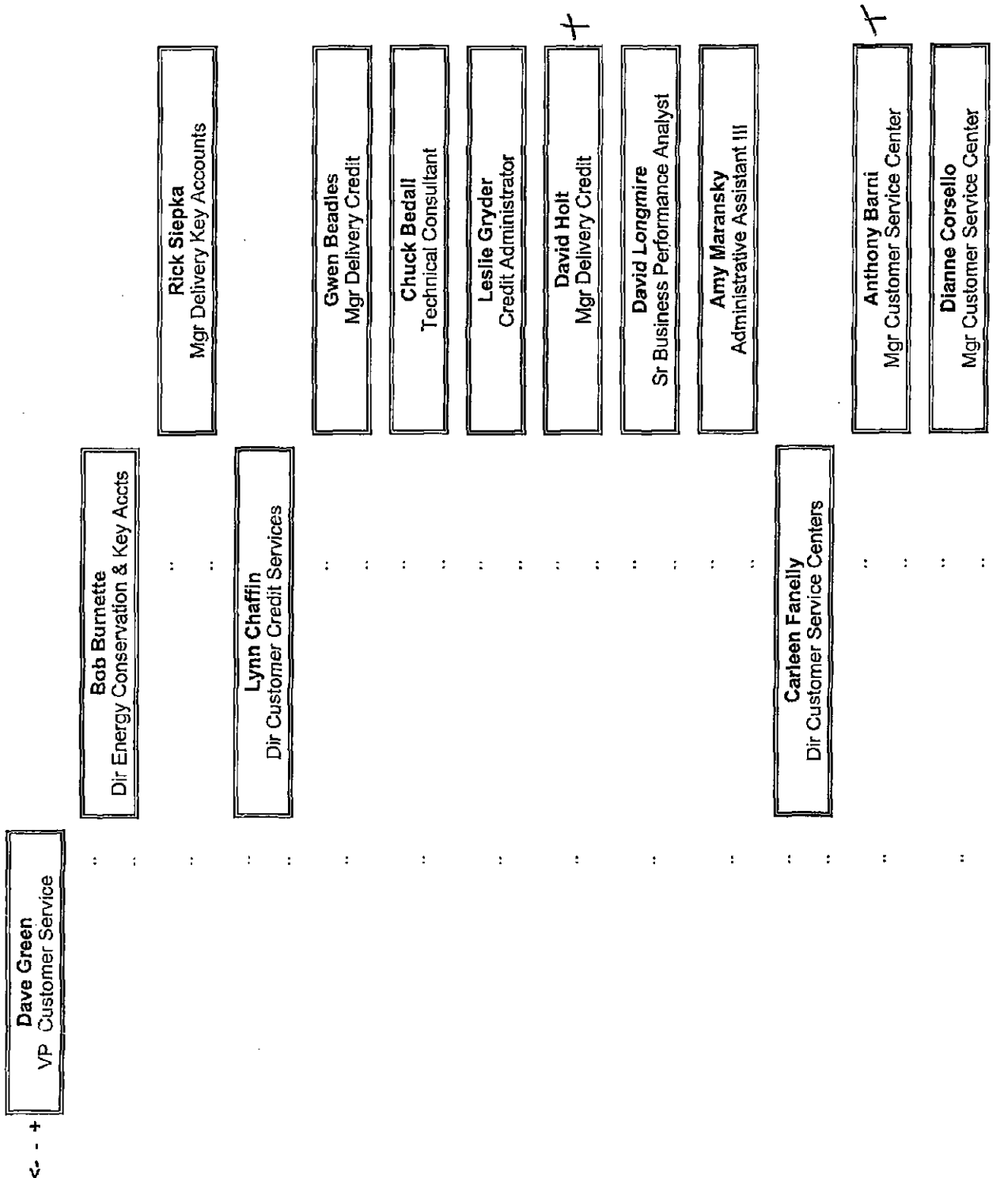
William Windle	Sr Financial Analyst
----------------	----------------------

Jen Kostyniuk	Delivery Communications Consultant
---------------	------------------------------------

Susan King	Assoc Business Performance Analyst
------------	------------------------------------

Stacie Mason	Mgr Six Sigma
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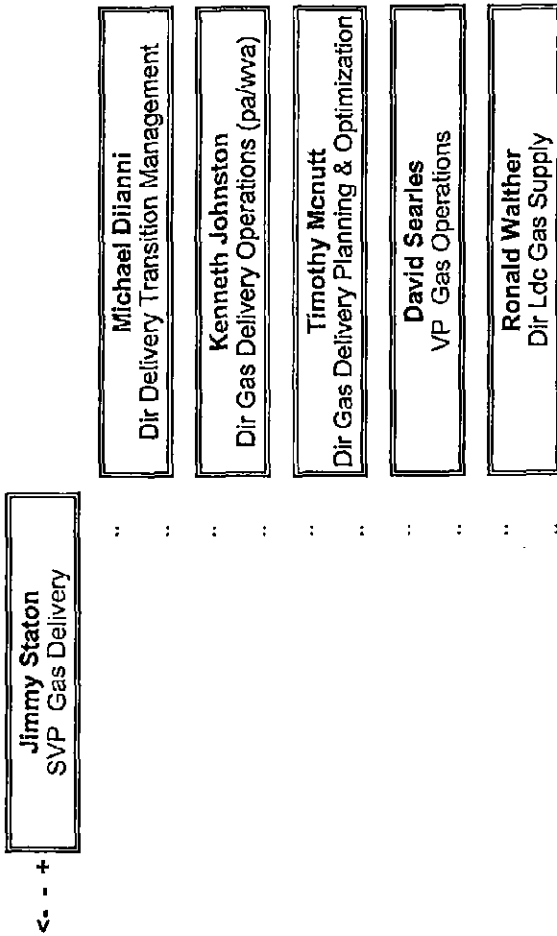
Organization Navigator



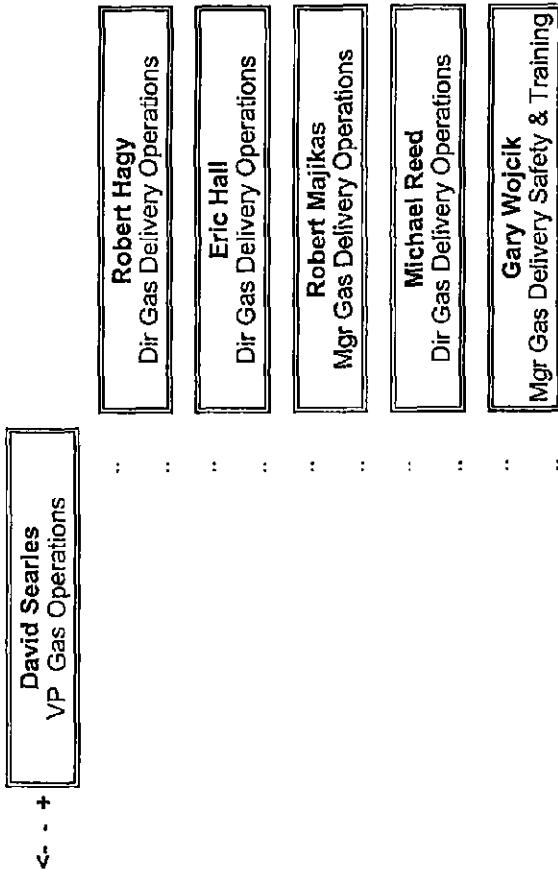
..	Ella Hochstetler Mgr Customer Service Planning & Analysis	+
..	Pam Kemper Mgr Customer Service Center	
..	Wade Malaby Mgr Customer Service Center	+
..	John Maslanka Sr Business Process Analyst	+
..	George Mathews Project Manager	
..	Ann Rhodes Project Leader	+
..	Mack Smith Mgr Customer Service Center	+
..	Mark Smith Mgr Electric Delivery Safety & Training	+
..	Keith Kaier Dir Customer Relations	
..	Wanda Bouquet Administrative Assistant III	
..	M Burgess Market Research Coor	
..	Sadie Kroeck Mgr Customer Relations	+
..	Melinda Pignato Market Research Coor	
..	David Tuck Customer Rel Support Mgr	+

..	Becky Merritt	
..	Dir Customer Billing & Payment Services	
..	..	Denise Bolda
..	..	Sr Business Performance Analyst
..	..	Carol Busto
..	..	Customer Choice Coord
..	..	Diane Christian
..	..	Administrative Assistant III
..	..	Ed Hall
..	..	Project Manager
..	..	Nita Vaughan
..	..	Mgr Revenue Processing & Reporting
..	Rick Walden	
..	Dir Delivery Metering Services	
..	..	William Armstrong
..	..	Mgr Delivery Metering Systems
..	..	Gale Munford
..	..	Mgr Meter Data Management & Field Sup
..	..	Raymond Tison
..	..	Technical Consultant

Organization Navigator

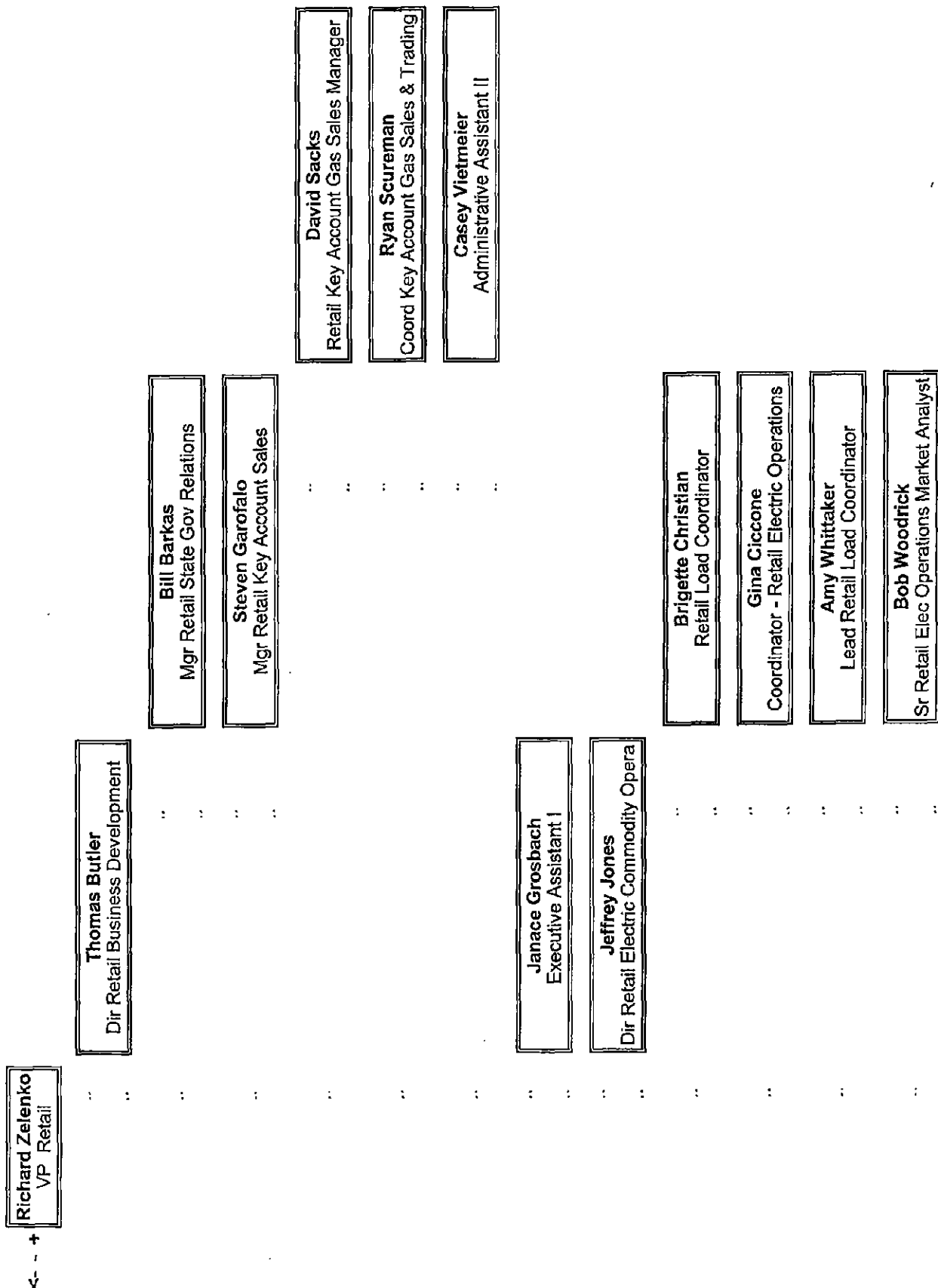


Organization Navigator



Organization Navigator

New Query



Kimberly Kujbus
Mgr Retail Operations

Heather Doyle
Assoc Training Specialist

John Glaneman
Supv Retail Contractor Network

Dennis Bishop
Service Order Coord

William Hart
Retail Operations Assistant

Sue Kelly
Process Assistant III

Joi Paterson
Service Order Coord

Jessica Weisbrod
Service Order Coord

Linda McCartney
Sr Training Specialist

Shandell Pearson
Billing Coordinator

Maria Puszakowski
Csc Coord

Todd Shaw
Supv Customer Care Center

Donna Cook
Customer Care Rep

Charlene Cotton
Customer Care Rep

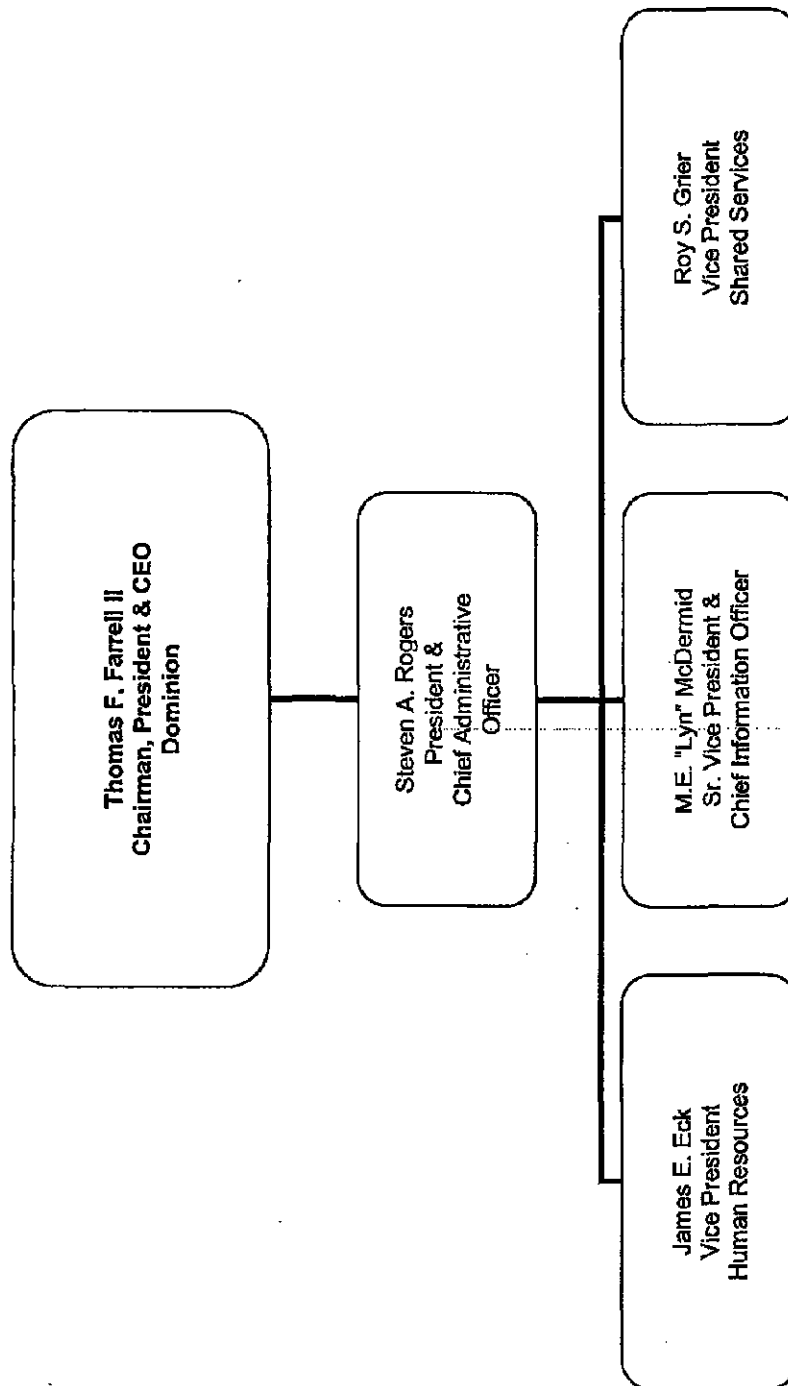
..	..	Helen Destefano Customer Care Rep
..	..	Geneen Fowler Process Assistant III
..	..	Abby Kendall Customer Care Rep
..	..	Deborah Lindgren Sr Customer Care Rep
..	..	Karen Vakulick Supv Customer Care Center
..	..	Tammy Best Customer Care Rep
..	..	Jennifer McLaughlin Assoc Credit Analyst
..	..	G Paul Customer Care Rep
..	..	Brian Seese Customer Care Rep
..	..	Nancy Speciale Process Assistant III
..	..	Dion Tate Customer Care Rep
..	..	Johnette Wilson Customer Care Rep
..	..	Mark Reese Dir Retail Gas Operations
..	..	Paula Bennett Ldc Gas Controller

..	..	Margaret Ghannam Lead Ldc Gas Controller
..	..	David Meyers Ldc Pool Mgr
..	..	Joel Palmer Ldc Gas Controller
..	..	Brent Samuel Financial Analyst
..	..	R Rose Dir Retail Finance & Marketing
..	..	Mike Cornwell Mgr Retail Marketing
..	..	Joseph Butkus Sr Energy Structure Analyst
..	..	Andres Fernandez Sr Energy Structure Analyst
..	..	Teresa Fries Retail Marketing Specialist
..	..	Mark Repsher Sr Energy Structure Analyst
..	..	Bill Stout Energy Consulting Mgr
..	..	Dian Henshaw-Suder Retail Direct Marketing Manager
..	..	Russell Hinton Mgr Retail Marketing
..	..	Bobby Bridges Retail Marketing Specialist

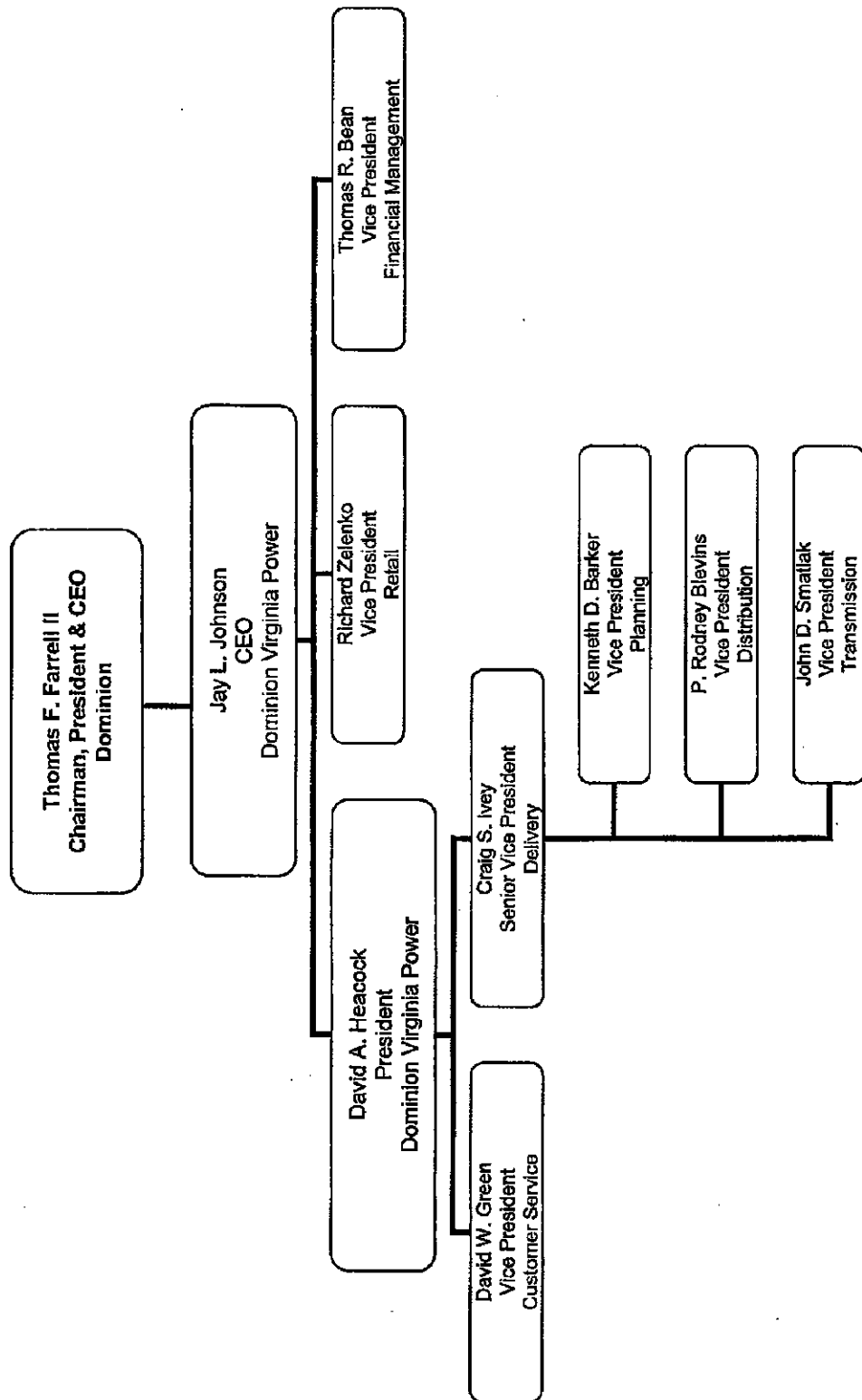
..	..	Mark Fink Energy Consulting Mgr
..	..	Janice Patin Sr Direct Marketing Specialist
..	..	Randy Inge Delivery Business Development Mgr
..	..	Karl Siever Sr Financial Analyst
..	..	James Wojcik Mgr Ldc Supplies
..	..	Richard Zollars Dir Information & Data
..	..	Paul Cherevka Project Manager
..	..	Robert Byrnes Assoc Business Performance Analyst
..	..	William Caffall Data Warehouse Analyst
..	..	Michelle Koos Assoc Business Performance Analyst
..	..	John McCormick Data Warehouse Analyst
..	..	Nancy Kulina Supv Retail Customer Billing
..	..	Rachael Anastasiu Billing Administrator
..	..	Kimberly Culpepper Sr Billing Analyst

..	..	Sandra Milliken Billing Administrator
..	..	Venecia Robinson Billing Administrator
..	..	Stephanie Welsh Sr Billing Analyst
..	..	

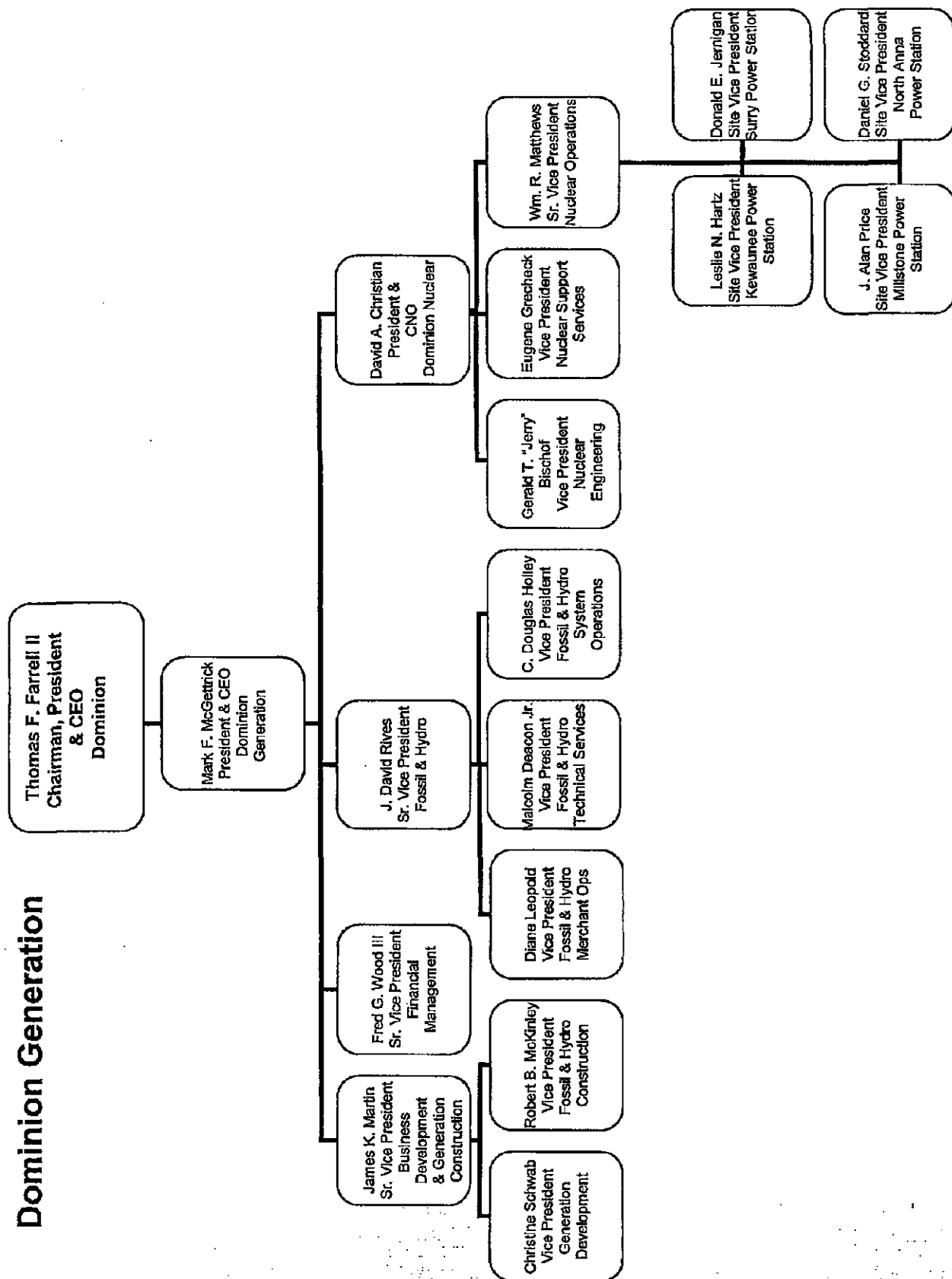
Dominion Resources Services



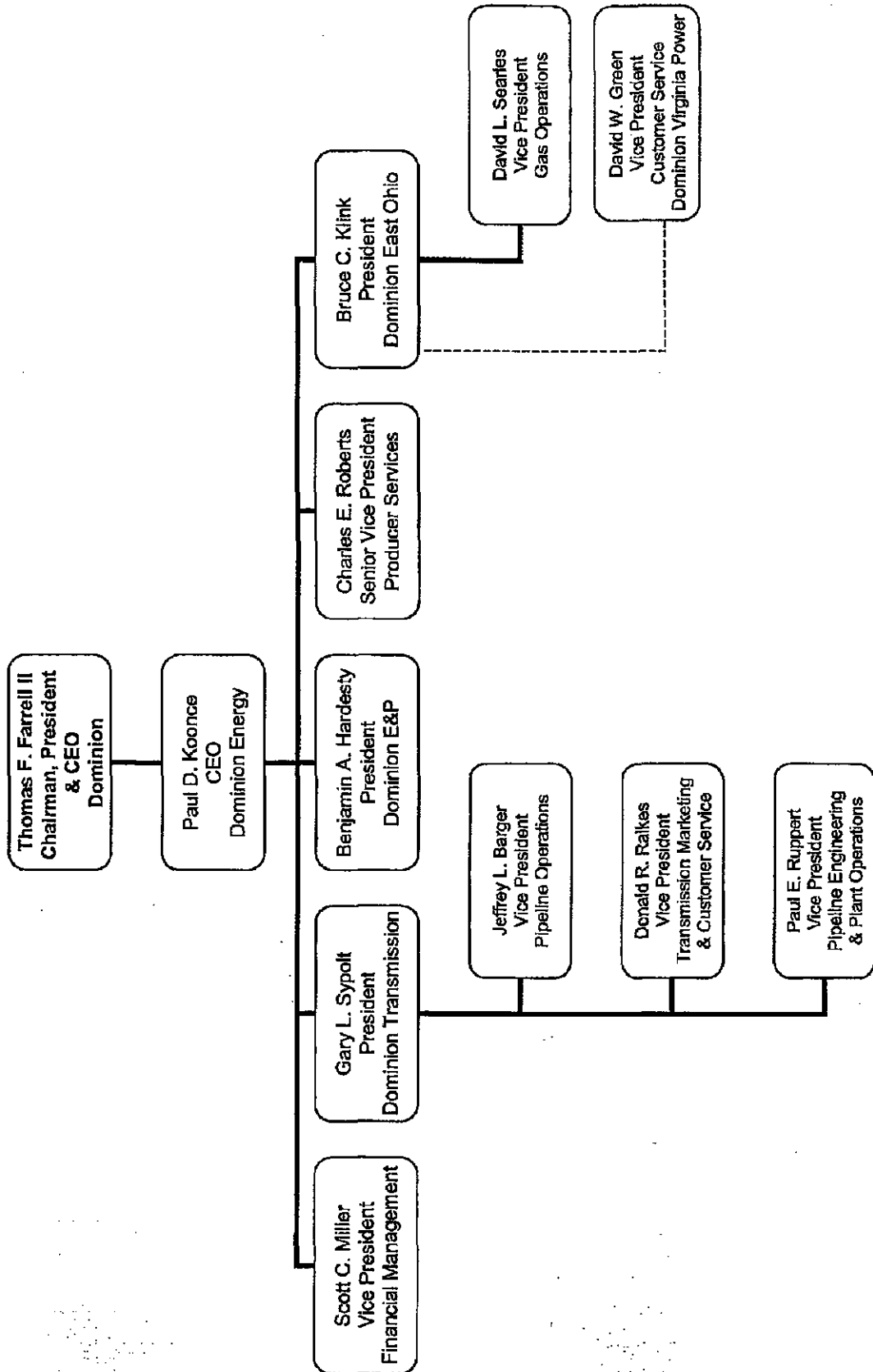
Dominion Virginia Power



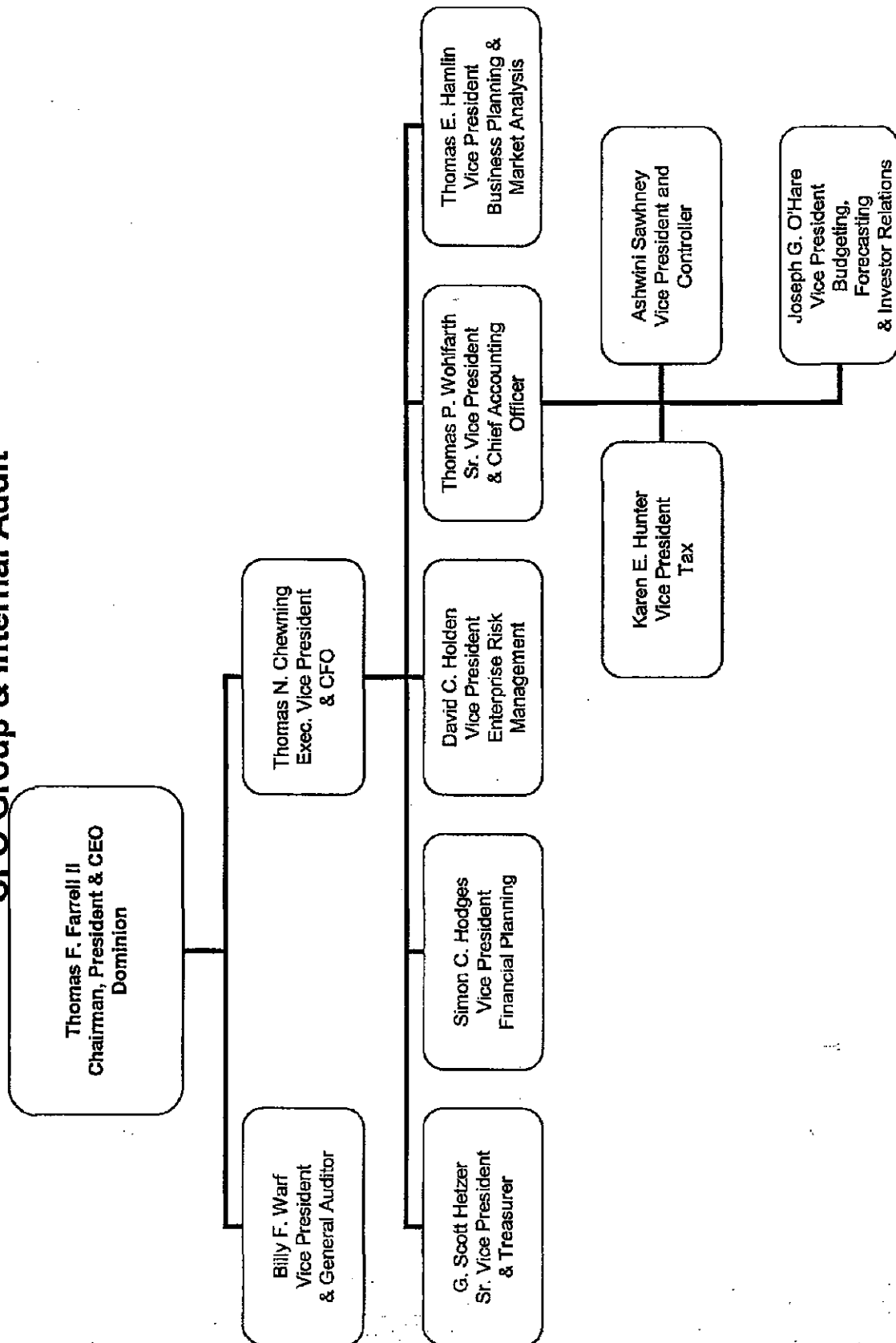
Dominion Generation



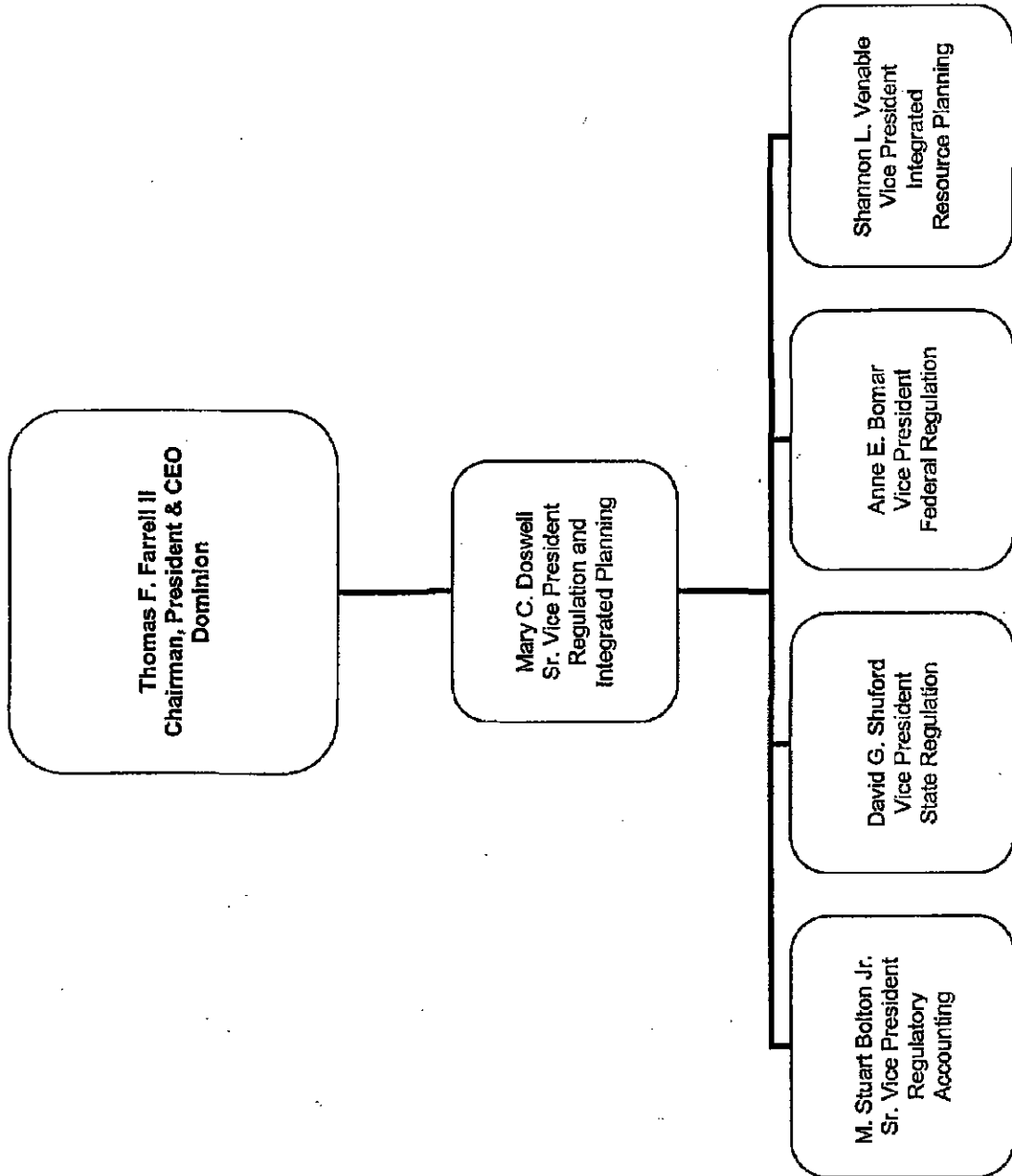
Dominion Energy



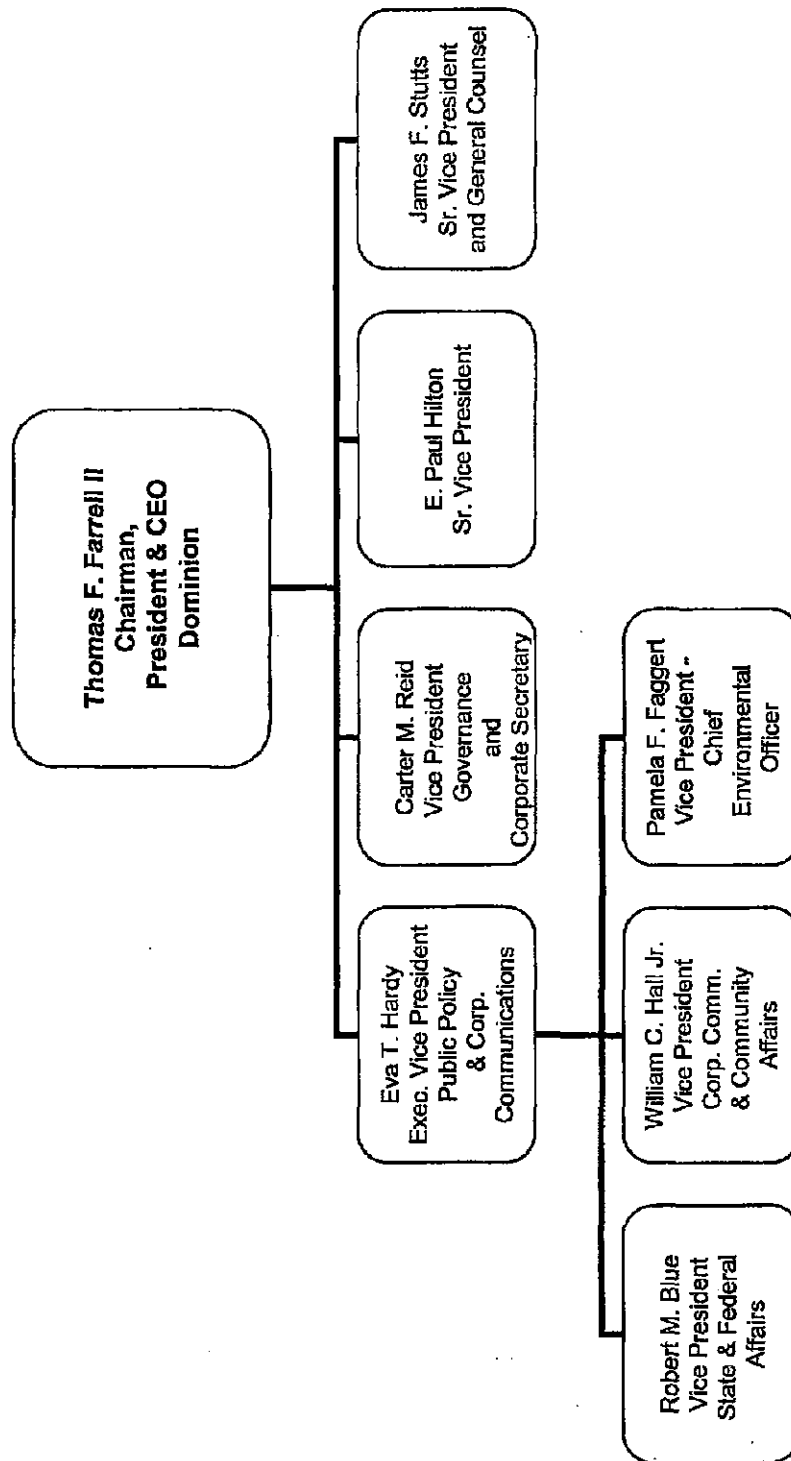
CFO Group & Internal Audit



Regulatory



Public Policy, Legal & Governance



Dominion Climate Change Initiative

