WHEREAS:

• The long-term interests of shareholders are best served by companies that operate their businesses in a sustainable manner focused on long-term value creation. This is particularly important in the context of climate change, which shareholders see as having significant implications for Dominion Resource's long term future profitability.

• Dominion is ranked 14th among the 100 largest electric power producers in the US for producing the most carbon dioxide pollution. (Ceres, "Benchmarking Air Emissions") This is inconsistent with Dominion's Corporate Environmental Policy, which states "The company is fully committed to meeting its customers' energy needs in a manner consistent with a clean environment. We believe it is both good business practice and our duty to protect the natural and cultural resources of the communities we serve. In keeping with this belief, it is our policy to conduct our business in an environmentally responsible manner that protects the public, our employees, and the earth that we all share." (Dominion website, 2014)

• A United Nations' report found that "Companies should link appropriate [Environmental, Social, Governance] metrics to reward systems in a way that they form a meaningful component of the overall remuneration framework." Similarly, "[d]isclosures of relevant ESG goals and their associated links to compensation should be integrated into official pay disclosures." (UNEP & UN Global Compact, "Integrating ESG Issues into Executive Pay," 2012)

• "Increased investor attention to non-traditional drivers of value has led some companies to include sustainability metrics in the design of their executive incentive programs." (GMI Ratings "Sustainability Metrics in Executive Pay," 2014). Many companies have added specific, measurable GHG reduction metrics to executive compensation plans; these include Intel, Xcel Energy, Alcoa, ING, National Grid, Shell, Suncor Energy, and others. (Conference Board, "Linking Executive Compensation to Sustainability Performance," 2012)

• The company's 2014 proxy Incentive Compensation Plan proposal includes one environmental metric, "environmental considerations". However, even if adopted, the ICP would still not include incentives corresponding to measurable reductions of the company's carbon dioxide output.

• As the 12th largest investor owned utility in the U.S. (Ceres 2014), Dominion plays a significant role in the power sector, and it is critical to shareholders that Dominion model best practices for its peers. Incentivizing its executive team to reduce Dominion's carbon footprint through compensation depending on transparent, predefined, quantitative carbon reductions would be a powerful way to demonstrate Dominion's leadership.

THEREFORE BE IT RESOLVED:

Dominion shareholders request that the Compensation, Governance and Nominating (CGN) Committee, when setting senior executive compensation and/or bonuses, set forth a new compensation incentive that directly and periodically rewards specific, measurable reductions in the tons of carbon dioxide emitted by Dominion in the preceding year.