

Dominion Resources, Inc.
("Dominion")

Organization, Compensation and Nominating Committee Charter

I. PURPOSE

The Organization, Compensation and Nominating Committee will represent the Dominion Board of Directors in discharging its oversight responsibilities relating to executive compensation, corporate governance, the identification and nomination of qualified Director candidates, and the evaluation of the Board as a whole. The Committee's primary responsibilities are set forth in Section III of this Charter.

II. ORGANIZATION

1. The Committee is comprised of four or more Directors. The Board appoints the Committee members and Chair.
2. Each Committee member shall be an "independent" Director as determined by the Board in accordance with the applicable rules and regulations of the Securities and Exchange Commission, Internal Revenue Service and the New York Stock Exchange.¹
3. The Committee will meet at least four times annually and more frequently if circumstances dictate and report to the Board on all of the matters discussed and acted on by the Committee. A majority of the Committee constitutes a quorum, and the Committee may act by unanimous written consent.
4. The Committee shall have the authority to delegate to the CEO or a management committee certain administrative duties for all employee benefit plans (including Dominion's welfare plans and tax qualified and nonqualified benefit plans) or to Dominion Resources Services, Inc. and certain of its management committees. Under certain regulations or other circumstances, such authority may require Board approval or the Committee may request that the Board ratify its actions.
5. The Committee will have the sole authority to retain and terminate any independent compensation or other consultants, including any search firm used to identify director candidates, and to approve their fees and other retention concerns.

¹ Specifically, each Committee member shall be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code, a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and an "independent director" as determined by the Board in accordance with the NYSE Listed Company Manual Section 303A(2).

III. RESPONSIBILITIES

The Committee's responsibilities will be as follows:

A. Compensation

1. Approve the philosophy of Dominion's executive compensation program. The Committee is responsible for ensuring that the program is based on sound compensation practices and represents the long-term interests of shareholders. On an annual basis, the Committee will review industry data to assess the reasonableness and fairness of the three basic components of the executive compensation program – base salary, annual incentives and long-term incentives, as well as other executive benefit programs and policies.
2. Approve the performance goals, performance measures, target award levels, goal weighting, and the compensation and incentive awards provided under Dominion's executive compensation program. The Committee will determine the attainment of relevant performance goals prior to the payment of incentive compensation.
3. Approve the goals and objectives relevant to the CEO's compensation and review these with the Board. It will also evaluate, with advice from the Board, the CEO's performance in light of those goals and objectives, and it will approve the CEO's compensation level based on this evaluation and recommend the Board's ratification of such compensation.
4. Consider, in its determination of the CEO's long-term incentive compensation, the following:
 - Dominion's performance and shareholder return;
 - The value of similar incentive awards to CEOs at companies comparable to Dominion; and
 - The awards given to the CEO in past years.
5. Consider, with the assistance of appropriate corporate personnel or independent consultants, the effect of tax, accounting and regulatory requirements on executive compensation.
6. Approve the following:
 - The terms of any severance, change in control or employment agreements with Section 16 officers of Dominion; and
 - Any contracts providing for consulting fees or other special compensation payable to any Section 16 officer after termination of his or her regular employment.
7. Periodically review and approve the Common Stock ownership guidelines for the executives of Dominion.

8. Recommend to the Board the compensation and benefit plans to be adopted by Dominion as well as any amendment, termination or discontinuance of such plans.
9. Administer and perform specified functions under any equity-based, incentive compensation, deferral or other executive compensation or benefit plans that may be adopted from time to time by Dominion's shareholders and/or Board of Directors.
10. Approve the Committee's report on executive compensation to be included in Dominion's proxy statement.
11. Recommend to the Board the compensation and benefit plans for Board members, and any amendments, termination or discontinuance of such plans. Board compensation will be consistent with the Corporate Governance Guidelines.
12. Obtain advice and assistance as it believes necessary from management, independent consultants and others.

B. Director Nomination

1. Direct the search for, evaluate the qualifications of, and select candidates for nomination to the Board in accordance with criteria described in the Corporate Governance Guidelines.
2. In carrying out this responsibility, the Committee will:
 - Assess the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board as well as Dominion's needs;
 - Consider the principles to be applied in filling vacancies and planning for Board succession; and
 - Consider any nominees suggested by shareholders.
3. Recommend to the Board the director nominees for the Annual Meeting of Shareholders.
4. Review the status of each Director and the determination of whether he or she meets the independence requirements of the New York Stock Exchange and recommend to the Board of Directors a finding regarding independence for each Director. Also assist the Board in adopting any categorical standards of independence.
5. Consider whether to accept any resignations submitted by a Director in accordance with Dominion's retirement or other policy.

C. Corporate Governance

1. Develop corporate governance guidelines and recommend the Board's adoption of those guidelines. The Committee will monitor compliance with and periodically review these guidelines and recommend revisions for the Board's consideration.
2. Have the oversight responsibility for the Board's annual self-evaluation, which will include an evaluation of the Committee.
3. Annually review, and make recommendations to the Board concerning, the appointment and composition of each Board Committee and its Chair. Periodically review the responsibilities of each Committee to determine whether such responsibilities are in compliance with current laws and regulations or are appropriate in light of current circumstances.
4. Review this charter annually and update it as necessary.