



December 30, 2019

VIA E-MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F. Street, N.E.  
Washington, D.C. 20549

Re: Dominion Energy, Inc. – Exclusion of Shareholder Proposal Submitted by As You Sow Pursuant to Rule 14a-8

Ladies and Gentlemen:

On behalf of our client Dominion Energy, Inc., a Virginia corporation (the “Company” or “Dominion Energy”), we hereby respectfully request that the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission” or “SEC”) advise the Company that it will not recommend any enforcement action to the SEC if the Company omits from its proxy materials to be distributed in connection with its 2020 annual meeting of shareholders (the “Proxy Materials”) a proposal (the “Proposal”) and supporting statement submitted to the Company on November 20, 2019 by As You Sow (“As You Sow”) on behalf of The Stewart W Taggart and Rebecca W Taggart Revocable Trust (together with As You Sow, the “Proponent”) and the additional co-filers listed on Exhibit A. References to a “Rule” or to “Rules” in this letter refer to rules promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

The Company anticipates that its Proxy Materials will be available for mailing on or about March 19, 2020. We respectfully request that the Staff, to the extent possible, advise the Company with respect to the Proposal consistent with this timing.

The Company agrees to forward promptly to the Proponent any response from the Staff to this no-action request that the Staff transmits by e-mail or facsimile to the Company only.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the SEC or Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the SEC or the Staff with respect to the Proposal, a copy of that

correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

## THE PROPOSAL

The resolution portion of the Proposal reads as follows: “Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.”

The supporting statement states that “[b]uilding new gas infrastructure may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal.” It also points to certain peer utilities, stating that they have “demonstrated alternatives to investing in new gas infrastructure by replacing coal assets with renewables and storage,” while the Company is “increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded.”

The Proposal also claims that investors “lack sufficient information to understand if or how the Company can reconcile its growing reliance on natural gas with achieving Virginia’s 100% carbon-free by 2050 target or aligning with Paris goals.”

A copy of the Proposal and supporting statement, as well as the related correspondence regarding the share ownership of the Proponent, is attached to this letter as Exhibit B.

## BASIS FOR EXCLUSION

The Company believes that the Proposal may be properly excluded from the Proxy Materials pursuant to:

- Rule 14a-8(i)(10) because the Proposal has been substantially implemented by the Company, which has addressed the subject matter of the Proposal in existing reports and public disclosures; and
- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company’s ordinary business operations.

## DISCUSSION

### **I. Rule 14a-8(i)(10) – The Proposal may be excluded because the Company has already substantially implemented the Proposal.**

#### *A. Background*

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The SEC’s view of the purpose of this exclusion was stated with respect to the predecessor to Rule 14a-8(i)(10); the rule was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” SEC Release No. 34-12598 (July 7, 1976). To be excluded, the proposal does not need to

be implemented in full or exactly as presented by the proponent. Instead, the standard for exclusion is substantial implementation. Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”).

The Staff has stated that, in determining whether a shareholder proposal has been substantially implemented, it will consider if a company’s particular policies, practices, and procedures “compare favorably with the guidelines of the proposal.” See, e.g., *Oshkosh Corp.* (Nov. 4, 2016); *NetApp, Inc.* (June 10, 2015); and *Peabody Energy Corp.* (Feb. 25, 2014).

The Staff has permitted companies to exclude proposals from their proxy materials pursuant to Rule 14a-8(i)(10) where a company satisfied the essential objective of the proposal, even if the company did not take the exact action requested by the proponent or implement the proposal in every detail or if the company exercised discretion in determining how to implement the proposal. See, e.g., *Cisco Systems, Inc.* (Sept. 27, 2016); *Walgreen Co.* (Sept. 26, 2013); and *Johnson & Johnson* (Feb. 19, 2008). Further, when a company can demonstrate that it has already taken actions to address each element of a shareholder proposal, the Staff has concurred that the proposal has been “substantially implemented.” See, e.g., *WD-40 Co.* (Sept. 27, 2016); *Oracle Corp.* (Aug. 11, 2016); *Exxon Mobil Corp.* (March 17, 2015); *Deere & Company* (Nov. 13, 2012); *Exxon Mobil Corp.* (March 23, 2009); *Exxon Mobil Corp.* (Jan. 24, 2001); and *The Gap, Inc.* (March 8, 1996).

Specific to Dominion Energy, the Staff has previously allowed the Company to exclude proposals calling for reports where it could show that it had already made similar public disclosures, even where those disclosures were not as readily accessible to investors as reports it posts to its website today. See *Dominion Resources, Inc.* (Feb. 19, 2015) (allowing the Company to exclude a proposal requesting a report on the Company’s efforts to reduce environmental hazards associated with its coal ash disposal and storage operations because the Company already produced a publicly available Coal Ash Management Report that made similar disclosures to the proposal); *Dominion Resources, Inc.* (Feb. 5, 2013) (allowing the Company to exclude a proposal requesting a report on the Company’s plans for deploying wind turbines for utility scale power generation off the Virginia and North Carolina coasts because the Company already made similar disclosures pursuant to state regulatory reporting requirements); and *Dominion Resources, Inc.* (Jan. 24, 2013) (allowing the Company to exclude a shareholder proposal seeking a report on increasing energy efficiency based on disclosures made in annual reports filed with state regulatory authorities).

More recently, in *PNM Resources, Inc.* (March 30, 2018), the Staff allowed the company to exclude a proposal that requested a report identifying generation assets that may become stranded due to global climate change. In *Hess Corp.* (April 11, 2019), the Staff permitted the company to exclude a proposal requesting a report on how it could reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Agreement’s goals. Similarly in *AutoZone Inc.* (Oct. 9, 2019), the Staff permitted the company to exclude a proposal calling for a sustainability report that was prepared in consideration of certain industry targets. And in *Exxon Mobil Corporation* (March 23, 2018), the company was allowed to exclude a proposal that requested a report “describing how the [c]ompany could adapt its business model to align with a decarbonizing economy by altering its energy mix.” In each of *PNM Resources, Inc.*, *Hess Corp.*, *AutoZone Inc.* and *Exxon Mobil Corporation*, the Staff agreed the companies’ existing public disclosures compared favorably with the guidelines of proposals submitted by stockholders.

*B. The Company’s existing disclosures in publicly available reports equate to substantial implementation of the Proposal.*

As described above, the Proposal asks the Company to produce a report describing how it is responding to the risk of its planned natural gas-based infrastructure and assets becoming stranded due to

global responses to climate change. Taken in its entirety, the goal of the Proposal is to have the Company describe how it is positioning its planned natural gas infrastructure and assets to avoid their becoming obsolete or underutilized in an era of increased concern about climate change, specifically in light of the standards set forth in the Paris Agreement and an executive order signed by the Governor of the Commonwealth of Virginia (the “Executive Order”).<sup>1</sup>

The Company already makes extensive disclosures regarding its commitments and initiatives to promote sustainability and the ongoing utilization of its natural gas investments and how it is aligning its business with the goals of the Paris Agreement. In addition to the public disclosures included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “2018 Annual Report”), the Company has also published and made publicly available on its website its 2018 Sustainability & Corporate Responsibility Report (released October 10, 2019) (the “Sustainability Report”)<sup>2</sup>, its 2018 Climate Report (released November 2018) (the “Climate Report”)<sup>3</sup>, its 2019 Methane Emissions Reduction Report (released May 2019) (the “Methane Report”)<sup>4</sup> and the presentation from the Dominion Energy Investor Day ESG Session (on March 25, 2019) (the “Investor Day Presentation”)<sup>5</sup>, and collectively with the 2018 Annual Report, the Sustainability Report, the Climate Report and the Methane Report, the “Public Disclosures”), which reports and presentation substantially implement the goals of the Proposal.

As described in the table below, the Public Disclosures substantially implement the essential objective of the Proposal:

<b>Description of How Dominion is Responding to Risk of Stranded Assets of Planned Natural Gas-Based Infrastructure and Assets</b>	<b>Public Disclosures</b>
The Company discloses the potential financial risks to its gas assets and infrastructure as a result of possible emission reduction standards	<ul style="list-style-type: none"> <li>• Climate Report, pages 12 – 13</li> <li>• Climate Report, pages 15 – 16</li> <li>• 2018 Annual Report, Risk Factors, pages 31-32</li> </ul>
The Company is modernizing its existing natural gas infrastructure to increase its sustainability and to promote maximum utilization	<ul style="list-style-type: none"> <li>• Sustainability Report, pages 91 – 95</li> <li>• Sustainability Report, pages 101 – 103</li> <li>• Sustainability Report, pages 145 – 150</li> <li>• Sustainability Report, pages 157 – 158</li> <li>• Climate Report, page 3</li> <li>• Climate Report, page 19</li> <li>• Methane Report, pages 17-20</li> <li>• Investor Day Presentation, pages 24 – 25</li> <li>• Investor Day Presentation, pages 30 – 32</li> </ul>

<sup>1</sup> See Exec. Order No. 43 (2019), Office of the Governor of the Commonwealth of Virginia, “Expanding Access to Clean Energy and Growing the Clean Energy Jobs of the Future.” Available at <https://www.governor.virginia.gov/media/governorvirginiagov/executive-actions/EO-43-Expanding-Access-to-Clean-Energy-and-Growing-the-Clean-Energy-Jobs-of-the-Future.pdf>

<sup>2</sup> Available at <https://sustainability.dominionenergy.com/downloads/>.

<sup>3</sup> Available at <https://www.dominionenergy.com/library/domcom/media/community/environment/reports-performance/2018-dominion-energy-climate-report.pdf?modified=20190524164236>.

<sup>4</sup> Available at <https://www.dominionenergy.com/library/domcom/media/community/environment/reports-performance/2019-methane-emissions-reduction-report.pdf?modified=20190620155522>. The Company will be posting an updated Methane Emissions Reduction Report on its website later this month with similar, updated disclosures as compared to the version of the report referenced herein.

<sup>5</sup> Available at [https://s2.q4cdn.com/510812146/files/doc\\_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session-vTCIL.pdf](https://s2.q4cdn.com/510812146/files/doc_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session-vTCIL.pdf).

On-going utilization of the Company's natural gas infrastructure is enhanced because it is generally regulated and also supported by long-term customer agreements	<ul style="list-style-type: none"> <li>• 2018 Annual Report, Item 1. Business - General, page 8</li> <li>• 2018 Annual Report, Item 1. Business – Operating Segments – Gas Infrastructure, pages 16-19</li> </ul>
The Company is reducing emissions in the natural gas sector	<ul style="list-style-type: none"> <li>• Sustainability Report, pages 119 – 122</li> <li>• Methane Report (full report)</li> <li>• Investor Day Presentation, page 26</li> </ul>
The Company continues to diversify its energy portfolio and to shift to a cleaner, greener generation mix	<ul style="list-style-type: none"> <li>• Sustainability Report, pages 93 – 98</li> <li>• Sustainability Report, pages 116 – 117</li> <li>• Climate Report, pages 5-9</li> </ul>
The Company's goals are aligning with the Paris Agreement	<ul style="list-style-type: none"> <li>• Sustainability Report, page 116</li> <li>• Climate Report, pages 12 – 14</li> <li>• Investor Day Presentation, pages 23 – 26</li> </ul>

For example, under the heading “Grid and Gas Transformation” in the Sustainability Report, the Company provides extensive disclosures about the investments the Company is making to modernize and improve its natural gas transmission system in order to support ongoing utilization. Specifically, the Sustainability Report discloses that the Company plans to invest up to \$450 million over two years to expand its natural gas transmission and distribution network to “add flexibility and ensure maximum utilization of existing pipeline and storage infrastructure...” Furthermore, in the Climate Report under the heading “Grid Modernization,” the Company describes how it plans to update its existing electric grid in order to accommodate the increased use of renewable energy sources.

In addition to describing how the Company is modernizing its existing natural gas infrastructure and assets as pressures to address climate change intensify, in the Climate Report, the Company also provides disclosures about how it is increasing its investments in carbon-free generation while at the same time recognizing that “natural gas units...are crucial to supporting renewable power sources such as solar and wind... [because] natural gas generation is still indispensable to backstop intermittent renewable resources. Supporting renewables, however, requires adequate natural gas infrastructure, most notably robust pipeline capacity...” The Climate Report details how the Company plans to leverage its existing natural gas assets to promote benefits in cleaner energy sources. Additionally, in the Sustainability Report under the heading “Clean Energy Diversity & Security/Natural Gas Diversity”, the Company describes how it is working on new services to make its natural gas storage capacity even more flexible so that its “natural gas reserves, together with quick-start power generation, can act as a large-scale utility battery to provide reliable, on-demand power at any time,” which “will allow more renewables to be added to the grid.”

Also, under the heading “Sustainable Natural Gas” in the Sustainability Report, the Company discusses how it is modernizing and promoting sustainability within its natural gas business line. This includes discussions of how the Company will be reducing its methane emissions in this area over the next decade. Its three key areas of focus are (1) implementing best management practices and investing in new technology to reduce methane emissions by 50% in ten years; (2) investing in resiliency programs; and (3) using modular liquefied natural gas (“LNG”) service and renewable natural gas (“RNG”) processes to reduce the carbon footprint of end users. The Investor Day Presentation further notes that modernizing the Company's infrastructure across electric and natural gas operations to support additional renewable capacity is an important part of the Company's strategy to reduce both carbon intensity and carbon emissions. In addition to the investments described in the Sustainability Report, since its publication, the Company has announced an additional \$700 million joint investment in carbon beneficial RNG projects.

Under the heading “Clean Energy Diversity & Security/Natural Gas Diversity” in the Sustainability Report, the Company also details how it continues to diversify its energy portfolio by employing a variety of energy sources, including renewable sources, with increasing investments in solar, wind, hydropower and storage. For example, the Company notes that it ranked fourth in the country among utility holding companies for ownership of solar facilities in 2018, and that it currently operates the world’s largest rechargeable battery: a 3,003-megawatt pumped-storage power station in Bath County, Virginia.

In addition to specifically describing how the Company plans to ensure its natural gas assets are resilient and sustainable in a changing economy (and consistent with emissions reduction goals) and how it is continuing to diversify its energy mix, the Company also makes ample disclosures regarding how it is aligning its business with the goals of the Paris Agreement and how it has used the Agreement’s “two degree” framework to guide its analysis. The Climate Report includes a scenario analysis conducted with the assistance of an independent consultant, which scenario analysis was created under a “two degree” framework set forth in the Paris Agreement. This analysis notes that to reach the Paris Agreement emission reduction targets, the Company will need to invest in large amounts of renewable generation, and also recognizes various opportunities for the Company’s natural gas assets to support those targets, including “repurposing [of] our strong natural gas fleet as balancing units for the more intermittent renewable resources [such as solar and wind energy].” In addition, the Climate Report describes the business opportunity of replacing certain homeowners’ use of heating oil with natural gas as a more sustainable heating option. As noted in the table above, the Climate Report also includes a discussion of potential risks to existing infrastructure and generation assets caused by emission reductions.

In the Investor Day Presentation, the Company provided disclosures regarding its emissions targets set in terms of the 2030 and 2050 timeframes envisioned by both the Executive Order and the Paris Agreement. The disclosures in the Investor Day Presentation make clear that the Company is setting aggressive targets for 2030 and 2050 across its various groups. The Investor Day Presentation, for instance, provides insight into the Company’s strategy for reducing methane and carbon emissions, which strategy has already put the power generation assets in Virginia on the path to a 57% reduction in fossil steam capacity and an 83% increase in renewable build-outs, all of which has led to a 34% carbon reduction forecast since 2017.

The Public Disclosures, therefore, provide precisely the information requested by the Proponent. The Public Disclosures describe how the Company views its natural gas assets and infrastructure, how the Company is working to keep those assets and infrastructure modern, reliable, and sustainable to reduce the risk of obsolescence, and how the Company’s and its end users’ embrace of cleaner technology, in fact, goes hand-in-hand with its natural gas assets and infrastructure. Furthermore, the Public Disclosures take into account the timeframes specifically singled out by the Proponent in its supporting statement of the Proposal, which shows how the Company is aligning its goals with that of, for example, the Paris Agreement. In sum, the Public Disclosures provide the Company’s investors with more than “sufficient information to understand if or how the Company can reconcile its growing reliance on natural gas with achieving Virginia’s 100% carbon-free by 2050 target or aligning with Paris goals.”

While the Company believes that the Public Disclosures meet the essential objectives of the Proposal, we do note that the Company need not take the exact action requested by a shareholder in order to be able to exclude the proposal under Rule 14a-8(i)(10); rather, the Company must substantially implement the shareholder proposal. As the Commission described in an earlier release noting the distinction between the prior rule:

In the past, the staff has permitted the exclusion of proposals under Rule 14a-8(c)(10) [the predecessor to current Rule 14a-8(i)(10)] only in those cases where the action requested by the proposal has been fully effected. The Commission proposed an interpretive change to permit the omission of proposals that have been ‘substantially implemented by the issuer.’ While the new interpretive position will add more subjectivity to the application of the provision, the Commission has determined that the previous formalistic application of this provision defeated its purpose. Accordingly, the Commission is adopting the proposed interpretive change. Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Exchange Act Release No. 34-20091 (Aug. 16, 1983).

The Company believes it has provided in the Public Disclosures (in addition to its numerous other public reports and disclosures, some of which have been filed with the Commission in periodic reports) appropriate disclosures to its investors regarding its evaluation of risks to, and the resiliency of, its natural gas assets, within the framework envisioned under the Paris Agreement. The Company devotes significant effort and expenditures to the production of its required and voluntary disclosures, and it does not believe that the report requested by Proponent would add any meaningful and additional disclosures to the information already publicly available. As the Commission has recognized, there is no need to present shareholders a Proposal regarding a matter on which the Company’s management or Board of Directors (“Board”) has already acted upon favorably.

Accordingly, because the Company has substantially implemented the Proposal, the Company may properly exclude the Proposal from the Proxy Materials pursuant to Rule 14a-8(i)(10).

## **II. Rule 14a-8(i)(7) – the Proposal may be excluded because it deals with matters relating to the Company’s ordinary business operations.**

Rule 14a-8(i)(7) permits a company to exclude from its proxy materials a shareholder proposal that relates to the company’s “ordinary business operations.” According to the SEC release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” refers to matters that are not necessarily “ordinary” in the common meaning of the word, but instead the term “is rooted in the corporate law concept of providing management with the flexibility in directing certain core matters involving the company’s business and operations.” (Exchange Act Release No. 34-40018 (May 21, 1998)) (the “1998 Release”).

In Staff Legal Bulletin No. 14J (CF) (Oct. 23, 2018) (“SLB 14J”), the Staff provided additional insight into its analysis of ordinary business exclusion requests. SLB 14J describes the Commission’s two central conditions underlying the ordinary business exception as relating to (i) the subject matter of the proposal and (ii) the degree to which the proposal seeks to micromanage. Under the subject matter prong, the Staff looks to whether a proposal relates to the company’s ordinary business. Beyond that, even if the proposal involves a matter that might otherwise be thought to relate to a company’s ordinary business, the Staff has declined to provide no action relief if the proposal involves an issue that transcends ordinary business matters, *i.e.*, a significant social policy issue. However, as is relevant here, under the second consideration, a proposal that attempts to micromanage the company is excludable even if it touches upon a significant social policy issue. “Unlike the first consideration, which looks to a proposal’s subject matter, the second consideration looks only to the degree to which a proposal seeks to micromanage. Thus, a proposal that may not be excludable under the first consideration may be excludable under the second if it micromanages the company.” (SLB 14J).

The Staff has also explained that presenting a proposal as a request for a report does not change the framework of the analysis under Rule 14a-8(i)(7):

This framework also applies to proposals that call for a study or a report. For example, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. Additionally, the staff would, consistent with Commission guidance, consider the underlying substance of the matters addressed by the study or report. Thus, for example, a proposal calling for a report may be excludable if the substance of the report relates to the imposition or assumption of specific timeframes or methods for implementing complex policies. (SLB 14J)

In its most recent guidance on the topic, the Staff has stated that, in evaluating whether a shareholder proposal may be excluded under the micromanagement prong of Rule 14a-8(i)(7), the Staff will “look to whether the proposal seeks intricate detail or imposes a specific strategy, method, action, outcome or timeline for addressing an issue, thereby supplanting the judgment of management and the board.” Staff Legal Bulletin No. 14K (CF) (Oct. 16, 2019) (“SLB 14K”). Thus, the micromanagement analysis focuses not on the subject matter of the proposal but upon the approach to that subject matter requested by the shareholder proponent.

The Staff also noted in SLB 14K that “if the method or strategy for implementing the action requested by the proposal is overly prescriptive, thereby potentially limiting the judgment and discretion of the board and management, the proposal may be viewed as micromanaging the company,” and would, therefore, be excludable under Rule 14a-8(i)(7).

The Company believes the Proposal may be excluded under Rule 14a-8(i)(7) because it (a) seeks a report on matters of day-to-day operations that are too complex for direct shareholder oversight, (b) relates to the products offered for sale by the Company, (c) is overly prescriptive and thereby seeks to supplant the judgment of management and the Board, and (d) even though it touches upon a significant social policy issue, its primary focus is ordinary business matters.

*A. The Proposal seeks a report on matters of day-to-day operations that are too complex for direct shareholder oversight.*

The Proposal requests a report explaining the Company’s response to the risk that its planned investments in natural gas infrastructure and assets may become stranded as the global response to climate change intensifies. The Company’s strategic plans regarding its natural gas assets and investments involves ordinary business matters that are central to the Board’s oversight and management’s conduct of the Company’s day-to-day operations. These matters include the Company’s capital investment decisions and strategies, short- and long-term financial planning, and the valuation of its assets in light of potential carbon emission restrictions and various other expected and unknown developments. Contrary to the Proposal’s singular focus on emissions reduction considerations, these decisions involve an interwoven complex of assessments, including, but not limited to, regulatory requirements and approvals, hedging models and forecasts, projection of market demand, domestic and international policy, enterprise risk management analyses, the impact of related evolving technologies such as wind and solar, negotiation of contracts, identification and access to financing resources and other business relationships, as well as a variety of market conditions. However, the Proposal seeks to limit the Company’s analysis of the value of its natural gas infrastructure and assets and future investment decisions excluding all other business considerations outside the goal of reducing emissions.

Two recent Staff responses to no-action letter requests highlight why the Proposal is therefore excludable. In *Apple Inc.* (Dec. 21, 2017), the Staff found that a shareholder proposal was excludable that sought a report that: evaluates the potential for the Company to achieve, by a fixed date, “net-zero” emissions of greenhouse gases relative to operations directly owned by the Company and major suppliers.” Apple, Inc. argued that the proposal would require it to develop complex processes and policies to comply



with the proposal, and that it would “involve replacing management’s judgment on complex operational and business decisions and strategies with those favored by the Proponent.” These matters included “choices regarding processes, technologies and materials and the terms of the Company’s relationships with its major suppliers.” As such, the proposal “fundamentally interfere with management’s ability to run the Company and operate its business on a day-to-day basis.”

In *McDonalds Corp.* (March 22, 2019), the Staff permitted the company to exclude a proposal that requested that it disclose economic risks it faces as a result of campaigns targeting the company over concerns about the treatment of chickens. McDonalds successfully argued that “the sale of chicken products and the management of the economic challenges related to those products is part of its ordinary business operations.” It stated that in addition to the proposal “addressing the potential economic consequences of consumer campaigns concerning [its] products, implementation... [it] would necessarily involve shareholders in the [c]ompany’s operations involving customer relations.”

As in these two no-action letter responses, the current Proposal delves into a complex area of the Company’s day-to-day operations involving the deployment of capital investment and related risk assessment and mitigation, an area that is so fundamental to management’s ability to run the Company and the Board’s oversight thereof that it should not be subject to direct shareholder oversight. Like *Apple, Inc.*, the Proposal seeks to insert shareholder oversight into a complex matter, at the complicated nexus of capital investment and risk management. Similar to *McDonalds Corp.*, the current Proposal aims to make the Company focus on a specific category of risk as it makes complex business decisions. In short, the level of involvement sought by the Proposal with respect to this aspect of the Company’s business constitutes micro-management and the Proposal is, therefore, excludable.

*B. The Proposal relates to the products offered for sale by the Company.*

The Proposal’s primary focus is on how the Company chooses to invest its capital and whether or not to offer a different product/service mix to its customers. The assessment requested by the Proponent ultimately involves the same issues that the management of any company must consider when making decisions regarding its choice of technology as well as the products and services offered by the company.

In the supporting statement, the Proposal states that “[d]emand response, energy efficiency, renewables plus storage, and electrification are all increasingly cost-effective means of serving energy needs while reducing fossil fuel use and climate impacts.” It also alleges that peer utilities are replacing coal assets with renewables and storage, “creating win-win solutions” and that “[s]hareholders are concerned that Dominion Energy is lagging behind on such opportunities and increasing its exposure to climate-related risks by investing in significant gas holdings.” This is, in essence, an attempt to direct the Company’s management to change the Company’s focus from the services (“products”) it currently offers (relating to natural gas) to services and products the Proponent would rather them offer (such as less carbon-intensive energy sources). The Proponent is requesting that the Company’s management—rather than relying on their good faith business judgment of the Company’s best interest (consistent with the standard of conduct applicable to them under Virginia law)—instead defer to the Proponent as to the relative mix of products that the Company should offer (less natural gas, more wind and solar).

The Staff recognizes that the products or services offered by a company are ordinary business matters and, therefore, has frequently allowed companies to exclude shareholder proposals relating to such products or services. The recent Staff no-action response to *JPMorgan Chase & Co.* (March 19, 2019) is instructive. In that instance, the Company sought no-action relief from a shareholder proposal requesting a report “examining the politics, economics and engineering for the construction of a sea-based canal through

the Tehuantepec isthmus of Mexico.” As the company argued, however, the report was an attempt to have the company finance a certain project (a sea-based canal in Mexico), and which projects the company finances (or to whom it offers products and services) is an ordinary business matter. The Staff agreed and allowed the proposal to be excluded.

Similarly, the Staff previously permitted the Company to exclude a shareholder proposal concerning its choice to purchase its renewable energy credits (“RECs”) from biomass power generating facilities rather than solar power facilities. In effect, the proponent of this proposal wanted the Company to increase its purchases of RECs from solar power generating facilities and to decrease purchases of RECs from biomass power generating facilities (*see Dominion Resources, Inc.* (Feb. 19, 2014)). The Staff agreed that the Company’s choice to purchase RECs from biomass facilities versus solar power facilities related to the products and services of the Company.

More recently, the Staff found that a request to prepare a report on the impact of overdraft fees on low-income customers was excludable on this rationale (*see JPMorgan Chase & Co.* (Feb. 21, 2019), as was a proposal requesting a report on a company’s progress to providing internet to low-income customers (*see AT&T Inc.* (Jan. 4, 2017)).

Because the report requested by the Proponent is an attempt to direct the Company to move away from one “product” (its offerings related to natural gas) in the direction of others (renewables and storage), the Proposal may be excluded as relating to the products or services offered by the Company.

*C. The Proposal is overly prescriptive and therefore seeks to supplant the judgment of management and the Board.*

The Staff has noted that, in considering whether a shareholder proposal may be excluded under Rule 14a-8(i)(7), it will consider if “the proposal...imposes a specific strategy, method...or timeline for addressing an issue.” (SLB 14K). Although the Proposal is styled as a request for a report from Company’s management, taken in its entirety, it seeks to impose a specific strategy and timeline under which the Company is to evaluate its capital investments.

The report requested by the Proponent would effectively require the adoption of time-bound targets. By specifically referencing the Paris Agreement’s emission reduction standards and the carbon-free by 2050 target set forth in the Executive Order, the Proposal incorporates the assumption of these specific timeframes and emission goals into the Company’s analysis of the valuation risk to its existing and future natural gas capital investments. Far from deferring to “management’s discretion to consider if and how the Company plans to reduce its carbon footprint,” (SLB 14K) the Proposal in effect requires the Company to utilize the Proposal’s limited criteria for risk evaluation.

The Staff has allowed the exclusion of shareholder proposals, when such proposals micromanage the affairs of the company by requesting action that is overly prescriptive and could potentially limit the judgment and discretion of the board of directors and management. In *Devon Energy Corporation* (March 4, 2019), the Staff permitted the company to exclude a shareholder proposal that requested the company’s board of directors to include with its 2020 annual reporting a “disclosure of short-, medium- and long-term greenhouse gas targets aligned with the greenhouse gas reduction goals established by the Paris Climate Agreement to keep the increase in global average temperature to well below 2°C and to pursue efforts to limit the increase to 1.5°C.”

The Staff noted in SLB 14K that the proposal at issue in the *Devon Energy Corporation* no-action letter request would “effectively requir[e] the adoption of time-bound targets...that the company would measure itself against and changes in operations to meet those goals, thereby imposing a specific method for implementing a complex policy.” (See SLB 14K).

Like the excludable proposal in *Devon Energy Corporation*, the Proposal would require that the Company adopt time-bound targets by explicitly linking the requested report with the 2030 and 2050 targets in the Paris Agreement and the 2050 target in the Executive Order. The Proposal also imposes specific methods for implementing complex policies; specifically, it directs management to take a narrow, and heavily prescribed, view of the potential risks to its natural gas investments. Risk evaluation and management—especially on an asset-by-asset or business-line basis—of the Company requires ongoing judgments by management and the Proposal (like the proposal in *Devon Energy Corporation*) impermissibly seeks to dictate the strategies, methods and timelines by which this fundamental matter is measured and evaluated. The Proposal, therefore, properly excludable under Rule 14a-8(i)(7).

*D. Even though the Proposal touches upon a significant social policy issue, its primary focus is ordinary business matters.*

Although the Proposal is drafted in reference to climate change, at its core it is an attempt to influence the ordinary business operations of the Company. It would require management to adopt a single view on how risk should be evaluated and managed, how it makes capital expenditure decisions and what products and services the Company should offer. Thus, under the standards articulated in SLB 14J and SLB 14K described above, the Proposal attempts to micromanage the Company by probing too deeply into a complex topic not suitable for shareholder oversight and by supplanting the judgment of management. Therefore, notwithstanding its connection to a social policy issue (climate change), the Proposal is appropriately excludable.

### CONCLUSION

For the reasons stated above, we believe that the Proposal may be properly excluded from the Proxy Materials. If you have any questions or need any additional information with regard to the enclosed or the foregoing, please contact me at (804)775-4385 or [kdeluca@mcguirewoods.com](mailto:kdeluca@mcguirewoods.com) or Meredith Sanderlin Thrower, the Company’s Senior Assistant General Counsel – Securities, M&A and Project Development at (804)819-2139 or [meredith.s.thrower@dominionenergy.com](mailto:meredith.s.thrower@dominionenergy.com).

Sincerely,



Katherine K. DeLuca

Enclosures

cc: Meredith Sanderlin Thrower, Senior Assistant General Counsel – Securities, M&A and  
Project Development  
Karen W. Doggett, Assistant Corporate Secretary and Director – Governance  
Jane Whitt Sellers, Esquire, McGuireWoods LLP

U.S. Securities and Exchange Commission

December 30, 2019

Page 12

Lila Holzman, As You Sow

Stewart Taggart, The Stewart W Taggart and Rebecca W Taggart Revocable Trust

Sister Patricia Regan, Congregation of Divine Providence

Sister Ramona Bezner, Providence Trust

Exhibit A  
Co-Filers

1. Congregation of Divine Providence  
515 SW 24<sup>th</sup> Street  
San Antonio, Texas 78207  
(210) 434-1866
2. Providence Trust  
515 SW 24<sup>th</sup> Street  
San Antonio, Texas 78207  
(210) 587-1102

Exhibit B  
Proposal Submission and Related Correspondence

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**From:** Kwan Hong Teoh <Kwan@asyousow.org>  
**Sent:** Wednesday, November 20, 2019 8:03 PM  
**To:** Investor.Relations@dominionenergy.com  
**Cc:** karen.doggett@dominionenergy.com; carter.reid@dominionenergy.com; Lila Holzman;  
Shareholder Engagement  
**Subject:** [External] D - Shareholder Resolution Filing  
**Attachments:** 20.D.1 Filing Letter - CoFiler.pdf; 20.D.1 Filing Letter - Lead.pdf; ATT00001.txt

Dear Investor Relations,

Please find enclosed filing letters submitting a shareholder resolution for inclusion in the company's 2020 proxy statement. If you can please forward these electronic copies to Mr. Carter Reid, corporate secretary, it would be appreciated. We have also sent a paper copy via FedEx.

Receipt confirmation of this email would also be appreciated. Thank you

Best,  
Kwan

**Teoh, Kwan Hong** (he/him)  
**Environmental Health Program**  
**Research Manager**  
**As You Sow**  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704  
(510) 735-8147 (direct line) | (605) 651-5517 (cell)  
[kwan@asyousow.org](mailto:kwan@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

~Building a Safe, Just and Sustainable World since 1992~



2150 Kittredge St. Suite 450  
Berkeley, CA 94704

[www.asyousow.org](http://www.asyousow.org)  
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

**VIA USPS & EMAIL**

November 20, 2019

Carter M. Reid  
Executive Vice President, Chief Administrative &  
Compliance Officer and Corporate Secretary  
Dominion Energy, Inc.  
120 Tredegar Street  
Richmond, Virginia 23219

Dear Carter Reid,

The Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 08/29/17 is a shareholder of Dominion Energy, Inc. We submit the enclosed shareholder proposal on behalf of The Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 08/29/17 (Proponent) for inclusion in the company's 2020 proxy statement, and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns. To schedule a dialogue, please contact Lila Holzman, Energy Program Manager at [lholzman@asyousow.org](mailto:lholzman@asyousow.org). Please send all correspondence to Ms. Holzman **with a copy to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org)**. Also, please note that our address has changed. Our new address is set forth above.

Sincerely,

Lila Holzman  
Energy Program Manager

Enclosures

- Shareholder Proposal
- Shareholder Authorization



**Whereas:** The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous levels of global warming.<sup>1</sup>

The energy sector has a critical role to play in mitigating climate risk. Already, the sector is undergoing a rapid transition by moving away from coal, but growing reliance on natural gas creates ongoing risk. Natural gas is a major contributor to climate change due to combustion emissions and methane leaks.<sup>2</sup> In 2018, gas contributed to an *increase* in power sector emissions,<sup>3</sup> jeopardizing chances of achieving reductions in line with the Paris Agreement's goal of keeping global warming below 1.5 degrees Celsius.

Building new gas infrastructure may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal.<sup>4</sup> While some low-carbon scenarios show gas use continuing, they rely on carbon removal technologies -- a risky assumption given the technology has not proven economic at scale.<sup>5</sup>

Demand response, energy efficiency, renewables plus storage, and electrification are all increasingly cost-effective means of serving energy needs while reducing fossil fuel use and climate impacts.<sup>6</sup> City governments, recognizing gas' climate impacts, are setting policies prohibiting gas hookups for new buildings in favor of safer, healthier electric buildings.<sup>7</sup> Furthermore, states, cities, and large consumers continue to set ambitious renewable energy targets, which utilities will need to supply or risk losing business.<sup>8</sup> Large tech companies recently banded together to express concern regarding Dominion's proposed gas heavy plan.<sup>9</sup>

While Dominion is to be commended for taking climate conscious steps, including setting a long term greenhouse gas target<sup>10</sup> and actions to decrease methane leakage,<sup>11</sup> investors lack sufficient information to understand if or how the Company can reconcile its growing reliance on natural gas with achieving Virginia's 100% carbon-free by 2050 target<sup>12</sup> or aligning with Paris goals.

1 <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

2 <https://science.sciencemag.org/content/361/6398/186>

3 <https://www.nytimes.com/2019/01/08/climate/greenhouse-gas-emissions-increase.html>

4 <https://rmi.org/a-bridge-backward-the-risky-economics-of-new-natural-gas-infrastructure-in-the-united-states/>

5 <https://www.ipcc.ch/sr15/chapter/chapter-2/>

6 <https://www.utilitydive.com/news/renewables-storage-poised-to-undercut-natural-gas-prices-increase-stranded/562674/>

7 <https://www.houstonchronicle.com/business/energy/article/Cities-target-gas-heaters-stoves-in-new-front-of-14537156.php>

8 [https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm\\_medium=email&utm\\_source=Daily&utm\\_campaign=GTMDaily](https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm_medium=email&utm_source=Daily&utm_campaign=GTMDaily)

9 <https://www.utilitydive.com/news/tech-giants-pressure-dominion-for-more-storage-renewables-less-gas-in-vir/554692/>

10 [https://s2.q4cdn.com/510812146/files/doc\\_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session\\_vF.pdf](https://s2.q4cdn.com/510812146/files/doc_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session_vF.pdf)

11 <https://www.asyousoy.org/press-releases/dominion-methane-emissions-target>

12 <https://www.governor.virginia.gov/newsroom/all-releases/2019/september/headline-846745-en.html>

The Company's disclosures indicate Dominion is continuing to build out expensive gas infrastructure<sup>13,14</sup> but is not sufficiently addressing how those costly assets and their depreciation timelines reconcile with climate stability goals or the existence of increasingly low cost, clean energy pathways.

Peer utilities, including NextEra<sup>15</sup> and Xcel,<sup>16</sup> have demonstrated alternatives to investing in new gas infrastructure by replacing coal assets with renewables and storage, creating win-win solutions. Shareholders are concerned that Dominion Energy is lagging behind on such opportunities and increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded.

**Resolved:** Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.

<sup>13</sup> <https://www.utilitydive.com/news/atlantic-coast-pipeline-delayed-to-2020-dominion-adds-1b-to-cost-estimate/547458/>

<sup>14</sup> <https://www.utilitydive.com/news/dominion-virginia-plan-for-15-gw-new-peaking-capacity-will-lead-to-more-ga/566809/>

<sup>15</sup> <https://www.greentechmedia.com/articles/read/nextera-inks-even-bigger-windsolarstorage-deal-with-oklahoma-cooperative>

<sup>16</sup> <https://www.utilitydive.com/news/lazard-renewables-can-challenge-existing-coal-plants-on-price/541965/>

November 14, 2019

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Mr. Behar,

The undersigned ("Stockholder") authorizes *As You Sow* to file or co-file a shareholder resolution on Stockholder's behalf with the named Company for inclusion in the Company's 2020 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: The Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 08/29/17

Company: Dominion Energy, Inc.

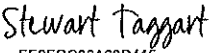
Subject: climate change risk reporting

The Stockholder has continuously owned over \$2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2020.

The Stockholder gives *As You Sow* the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution.

The shareholder alternatively authorizes *As You Sow* to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:  
  
EE9EDC08A60D415...

Stewart Taggart

Trustee

The Stewart W Taggart & Rebecca W  
Taggart JT REV TR UAD 08/29/17



---

**From:** karen.doggett@dominionenergy.com  
**Sent:** Monday, November 25, 2019 5:53 PM  
**To:** Lila Holzman; shareholderengagement@asyousow.org  
**Cc:** morenike.k.miles@dominionenergy.com; Jordan.C.Saltzberg@dominionenergy.com; Meredith.S.Thrower@dominionenergy.com  
**Subject:** Dominion Energy, Inc. Shareholder Proposal  
**Attachments:** 2019-11-25 Marisa Messina Rev Tr Deficiency Letter.pdf; 2019-11-25 Shanahan Family Revocable Trust Deficiency Letter.pdf; 2019-11-25 Stewart W Taggart & Rebecca W Taggart Deficiency Letter.pdf; Rule 14a-8.pdf; SLB 14F.pdf; SLB 14G.pdf; ATT00001.txt

Dear Lila,

Please find attached letters regarding the proposal submitted by As You Sow on behalf of Stewart W Taggart & Rebecca W Taggart JT REV TR UAD, Shanahan Family Revocable Trust and Marisa Messina Rev Tr for inclusion in Dominion Energy, Inc.'s Proxy Statement for the 2020 Annual Meeting of Shareholders. These letters pertain to ownership requirements under Rule 14a-8. Also attached for your reference are copies of Rule 14a-8 of the Securities Exchange Act of 1934 and Staff Legal Bulletins 14F and 14G issued by the Securities and Exchange Commission. A printed copy of each of the attached documents has also been sent to you via overnight mail.

As mentioned in your earlier email, we would also welcome the opportunity to speak with you regarding the proposal. I will be in touch tomorrow with some possible dates and times for a call.

If you have any questions, I can be reached at the email address and phone number below.

With regards,

Karen

**Karen W. Doggett**  
**Assistant Corporate Secretary and Director-Governance**  
**Dominion Energy Services, Inc.**  
**600 East Canal Street, Richmond, VA 23219**  
**Office: 804.819.2123 | Mobile: 804.337.0826**  
[karen.doggett@dominionenergy.com](mailto:karen.doggett@dominionenergy.com)



November 21, 2019

***Sent via Electronic and Overnight Mail***

***Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 8/29/17***

c/o As You Sow  
Attn: Lila Holzman  
2150 Kittredge Street, Suite 450  
Berkeley, CA 94704

Dear Ms. Holzman:

This letter confirms receipt on November 20, 2019, via email, of the shareholder proposal submitted on behalf of Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 8/29/17 by As You Sow for inclusion in Dominion Energy, Inc.'s (Dominion Energy) proxy statement for the 2020 Annual Meeting of Shareholders (2020 Annual Meeting).

In accordance with Securities and Exchange Commission (SEC) regulations, we are required to notify you of any eligibility or procedural deficiencies related to your proposal. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, states that in order to be eligible to submit your proposal, you must submit proof of continuous ownership of at least \$2,000 in market value, or 1%, of Dominion Energy's common stock for the one-year period preceding and including the date you submitted your proposal.

As of the date of this letter, we have not received your proof of ownership of Dominion Energy common stock.

According to Dominion Energy's records, you are not a registered holder of Dominion Energy common stock. As explained in Rule 14a-8(b), if you are not a registered holder of Dominion Energy common stock, you may provide proof of ownership by submitting either:

- a written statement from the record holder of your Dominion Energy common stock (usually a bank or broker that is a Depository Trust Company (DTC) participant) verifying that, at the time you submitted your proposal, you continuously held the requisite number of shares of Dominion Energy common stock for at least one year; or
- if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 with the SEC, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement.

Please note that, pursuant to Staff Legal Bulletins 14F and 14G issued by the SEC (SLB 14F and SLB 14G), only DTC participants or affiliated DTC participants should be viewed as record holders of the securities deposited at DTC.

In order for your proposal to be eligible, you must provide proof of beneficial ownership of Dominion Energy common stock from the record holder of your shares verifying continuous ownership of at least \$2,000 in market value, or 1%, of Dominion Energy's common stock for the one-year period preceding and including November 20, 2019, the date you submitted your proposal.

**The SEC's Rule 14a-8 requires that your proof of ownership that satisfies the requirements of Rule 14a-8 must be postmarked or transmitted electronically to Dominion Energy no later than 14 calendar days from the date on which you receive this letter.** Your documentation and/or response may be sent to me at Dominion Energy, Inc., 600 East Canal Street, 20<sup>th</sup> Floor, Richmond, VA 23219 or via electronic mail at karen.doggett@dominionenergy.com.

Finally, please note that in addition to the eligibility deficiencies cited above, Dominion Energy reserves the right in the future to raise any further bases upon which the proposal may be properly excluded under Rule 14a-8 of the Securities Exchange Act of 1934.

If you should have any questions regarding this matter, I can be reached at (804) 819-2123. For your reference, I have enclosed a copy of Rule 14a-8, SLB 14F and SLB 14G.

Sincerely,



Karen W. Doggett  
Assistant Corporate Secretary

Enclosures

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**From:** Kwan Hong Teoh <Kwan@asyousow.org>  
**Sent:** Thursday, December 5, 2019 4:32 PM  
**To:** karen.doggett@dominionenergy.com  
**Cc:** Lila Holzman; Danielle Fugere; Shareholder Engagement  
**Subject:** [External] D - Dominion Energy - Deficiency Notice Reply  
**Attachments:** 20.D.1 Proof of Ownership - Stewart.pdf; ATT00001.txt

Dear Karen,

We received your letter issued on November 21, 2019 alleging notice of a deficiency in our November 20, 2019 letter transmitting a proposal for inclusion on the Company's 2020 proxy. In response to the cited deficiency, we enclose a proof of ownership letter establishing the proponent's ownership of the Company's common stock in the requisite amount and in the time frame necessary to meet eligibility requirements.

Thank you and please let us know that you have received the attached.

Best,  
Kwan

**Teoh, Kwan Hong (he/him)**  
**Environmental Health Program**  
**Research Manager**

**As You Sow**

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8147 (direct line) | (605) 651-5517 (cell)

[kwan@asyousow.org](mailto:kwan@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

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One Pershing Plaza  
Jersey City, New Jersey 07399  
pershing.com

November 27, 2019

RE: Dominion Energy, Inc.

To Whom It May Concern:

Pershing LLC, a DTC participant with a DTC number of 0443, acts as the custodian for The Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 08/29/17. As of the date of this letter, The Stewart W Taggart & Rebecca W Taggart JT REV TR UAD 08/29/17 held, and has held continuously for at least 395 days, 40 shares of Dominion Energy, Inc. common stock, CUSIP #25746U109.

Regards,

Authorized Signature

Joseph LaVara  
Vice President

SIGNATURE GUARANTEED  
MEDALLION GUARANTEED  
PERSHING LLC

*Pershing LLC*

(4110) AUTHORIZED SIGNATURE  
20004432  
NYSE, INC. MEDALLION SIGNATURE PROGRAM



BNY MELLON

Pershing LLC, a BNY Mellon company  
Member FINRA, NYSE, SIPC



**From:** Patricia Regan <PRegan@CDPTexas.org>  
**Sent:** Tuesday, November 26, 2019 1:53:35 PM  
**To:** Carter Reid (Services - 6) <carter.reid@dominionenergy.com>  
**Subject:** [External] resolution

Please see attached resolutions filed for Providence Trust and Congregation of Divine Providence

**Sister Patricia Regan, CDP**  
**General Treasurer**

**P:** (210) 587-1150  
**F:** (210) 431-9965  
**E:** [pregan@cdptexas.org](mailto:pregan@cdptexas.org)

**CONGREGATION OF DIVINE PROVIDENCE**  
SAN ANTONIO, TEXAS



*Abandonment to Divine Providence • Simplicity • Poverty • Charity*

CONFIDENTIALITY NOTICE: The information contained in this communication, including attachments, is privileged and confidential. It is intended only for the exclusive use of the addressee. If the reader is not the intended recipient, or the employee, or the agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us by return email or telephone immediately. Thank you.

**C**ONGREGATION OF **D**IVINE **P**ROVIDENCE  
SAN ANTONIO, TEXAS

November 26, 2019

Carter M. Reid  
Corporate Secretary  
Dominion Energy  
120 Tredegar Street 6th Floor  
Richmond, VA 23219

Email: [carter.reid@dom.com](mailto:carter.reid@dom.com)  
Fax: 804-819-2638

Dear Ms. Reid:

I am writing you on behalf of Congregation of Divine Providence to co-file the stockholder resolution on Report on Reducing GHG. In brief, the proposal states: **RESOLVED**, Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.

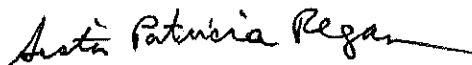
I am hereby authorized to notify you of our intention to co-file this shareholder proposal with As You Sow. I submit it for inclusion in the 2020 proxy statement for consideration and action by the shareholders at the 2020 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Dominion Energy stock and will continue to hold at least \$2,000 of Dominion Energy stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider As You Sow the lead filer of this resolution. As such, As You Sow, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be Lila Holzman, of As You Sow who may be reached by email: [lholzman@asyousow.org](mailto:lholzman@asyousow.org).

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,



Sister Patricia Regan  
General Treasurer

## 2020 Dominion Energy Report on Reducing GHG

**Whereas:** The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous levels of global warming.<sup>1</sup>

The energy sector has a critical role to play in mitigating climate risk. Already, the sector is undergoing a rapid transition by moving away from coal, but growing reliance on natural gas creates ongoing risk. Natural gas is a major contributor to climate change due to combustion emissions and methane leaks.<sup>2</sup> In 2018, gas contributed to an increase in power sector emissions,<sup>3</sup> jeopardizing chances of achieving reductions in line with the Paris Agreement's goal of keeping global warming below 1.5 degrees Celsius.

Building new gas infrastructure may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal.<sup>4</sup> While some low-carbon scenarios show gas use continuing, they rely on carbon removal technologies -- a risky assumption given the technology has not proven economic at scale.<sup>5</sup>

Demand response, energy efficiency, renewables plus storage, and electrification are all increasingly cost-effective means of serving energy needs while reducing fossil fuel use and climate impacts.<sup>6</sup> City governments, recognizing gas' climate impacts, are setting policies prohibiting gas hookups for new buildings in favor of safer, healthier electric buildings.<sup>7</sup> Furthermore, states, cities, and large consumers continue to set ambitious renewable energy targets, which utilities will need to supply or risk losing business.<sup>8</sup> Large tech companies recently banded together to express concern regarding Dominion's proposed gas heavy plan.<sup>9</sup>

While Dominion is to be commended for taking climate conscious steps, including setting a long term greenhouse gas target<sup>10</sup> and actions to decrease methane leakage,<sup>11</sup> investors lack sufficient information to understand if or how the Company can reconcile its growing reliance on natural gas with achieving Virginia's 100% carbon-free by 2050 target<sup>12</sup> or aligning with Paris goals.

The Company's disclosures indicate Dominion is continuing to build out expensive gas infrastructure<sup>13, 14</sup> but is not sufficiently addressing how those costly assets and their depreciation timelines reconcile with climate stability goals or the existence of increasingly low cost, clean energy pathways.

Peer utilities, including NextEra<sup>15</sup> and Xcel,<sup>16</sup> have demonstrated alternatives to investing in new gas infrastructure by replacing coal assets with renewables and storage, creating win-win solutions. Shareholders are concerned that Dominion Energy is lagging behind on such opportunities and increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded.

**Resolved:** Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.

<sup>1</sup> <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

<sup>2</sup> <https://science.sciencemag.org/content/361/6398/186>

<sup>3</sup> <https://www.nytimes.com/2019/01/08/climate/greenhouse-gas-emissions-increase.html>

<sup>4</sup> <https://rmi.org/a-bridge-backward-the-risky-economics-of-new-natural-gas-infrastructure-in-the-united-states/>

<sup>5</sup> <https://www.ipcc.ch/sr15/chapter/chapter-2/>

<sup>6</sup> <https://www.utilitydive.com/news/renewables-storage-poised-to-undercut-natural-gas-prices-increase-stranded/562674/>

<sup>7</sup> <https://www.houstonchronicle.com/business/energy/article/Cities-target-gas-heaters-stoves-in-new-front-of-14537156.php>

<sup>8</sup> [https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm\\_medium=email&utm\\_source=Daily&utm\\_campaign=GTMDaily](https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm_medium=email&utm_source=Daily&utm_campaign=GTMDaily)

<sup>9</sup> <https://www.utilitydive.com/news/tech-giants-pressure-dominion-for-more-storage-renewables-less-gas-in-vir/554692/>

<sup>10</sup> [https://s2.q4cdn.com/510812146/files/doc\\_presentations/2019/03/2019-03-25-DE-IR-Investor-meeting-ESG-session\\_vF.pdf](https://s2.q4cdn.com/510812146/files/doc_presentations/2019/03/2019-03-25-DE-IR-Investor-meeting-ESG-session_vF.pdf)

<sup>11</sup> <https://www.asyousow.org/press-releases/dominion-methane-emissions-target>

<sup>12</sup> <https://www.governor.virginia.gov/newsroom/all-releases/2019/september/headline-846745-en.html>

<sup>13</sup> <https://www.utilitydive.com/news/atlantic-coast-pipeline-delayed-to-2020-dominion-adds-1b-to-cost-estimate/547458/>

<sup>14</sup> <https://www.utilitydive.com/news/dominion-virginia-plan-for-15-gw-new-peaking-capacity-will-lead-to-more-ga/566809/>

<sup>15</sup> <https://www.greentechmedia.com/articles/read/nextera-inks-even-bigger-windsolar-storage-deal-with-oklahoma-cooperative>

<sup>16</sup> <https://www.utilitydive.com/news/lazard-renewables-can-challenge-existing-coal-plants-on-price/541965/>

PROVIDENCE TRUST

SAN ANTONIO, TEXAS

November 26, 2019

Carter M. Reid  
Corporate Secretary  
Dominion Energy  
120 Tredegar Street 6th Floor  
Richmond, VA 23219

Email: [carter.reid@dom.com](mailto:carter.reid@dom.com)  
Fax: 804-819-2638

Dear Ms. Reid:

I am writing you on behalf of Providence Trust to co-file the stockholder resolution on Report on Reducing GHG. In brief, the proposal states: **RESOLVED**, Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.

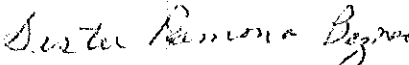
I am hereby authorized to notify you of our intention to co-file this shareholder proposal with As You Sow. I submit it for inclusion in the 2020 proxy statement for consideration and action by the shareholders at the 2020 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Dominion Energy stock and will continue to hold at least \$2,000 of Dominion Energy stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider As You Sow the lead filer of this resolution. As such, As You Sow, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be Lila Holzman, of As You Sow who may be reached by email: [lholzman@asyousow.org](mailto:lholzman@asyousow.org).

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

  
Sister Ramona Bezner  
Trustee

## 2020 Dominion Energy Report on Reducing GHG

**Whereas:** The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous levels of global warming.<sup>1</sup>

The energy sector has a critical role to play in mitigating climate risk. Already, the sector is undergoing a rapid transition by moving away from coal, but growing reliance on natural gas creates ongoing risk. Natural gas is a major contributor to climate change due to combustion emissions and methane leaks.<sup>2</sup> In 2018, gas contributed to an increase in power sector emissions,<sup>3</sup> jeopardizing chances of achieving reductions in line with the Paris Agreement's goal of keeping global warming below 1.5 degrees Celsius.

Building new gas infrastructure may be uneconomic and result in costly stranded assets comparable to early retirements now occurring for coal.<sup>4</sup> While some low-carbon scenarios show gas use continuing, they rely on carbon removal technologies -- a risky assumption given the technology has not proven economic at scale.<sup>5</sup>

Demand response, energy efficiency, renewables plus storage, and electrification are all increasingly cost-effective means of serving energy needs while reducing fossil fuel use and climate impacts.<sup>6</sup> City governments, recognizing gas' climate impacts, are setting policies prohibiting gas hookups for new buildings in favor of safer, healthier electric buildings.<sup>7</sup> Furthermore, states, cities, and large consumers continue to set ambitious renewable energy targets, which utilities will need to supply or risk losing business.<sup>8</sup> Large tech companies recently banded together to express concern regarding Dominion's proposed gas heavy plan.<sup>9</sup>

While Dominion is to be commended for taking climate conscious steps, including setting a long term greenhouse gas target<sup>10</sup> and actions to decrease methane leakage,<sup>11</sup> investors lack sufficient information to understand if or how the Company can reconcile its growing reliance on natural gas with achieving Virginia's 100% carbon-free by 2050 target<sup>12</sup> or aligning with Paris goals.

The Company's disclosures indicate Dominion is continuing to build out expensive gas infrastructure<sup>13, 14</sup> but is not sufficiently addressing how those costly assets and their depreciation timelines reconcile with climate stability goals or the existence of increasingly low cost, clean energy pathways.

Peer utilities, including NextEra<sup>15</sup> and Xcel,<sup>16</sup> have demonstrated alternatives to investing in new gas infrastructure by replacing coal assets with renewables and storage, creating win-win solutions. Shareholders are concerned that Dominion Energy is lagging behind on such opportunities and increasing its exposure to climate-related risks by investing in significant gas holdings that may become stranded.

**Resolved:** Shareholders request that Dominion issue a report, at reasonable cost and omitting proprietary information, describing how it is responding to the risk of stranded assets of planned natural gas-based infrastructure and assets, as the global response to climate change intensifies.

<sup>1</sup> <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

<sup>2</sup> <https://science.sciencemag.org/content/361/6398/186>

<sup>3</sup> <https://www.nytimes.com/2019/01/08/climate/greenhouse-gas-emissions-increase.html>

<sup>4</sup> <https://rmi.org/a-bridge-backward-the-risky-economics-of-new-natural-gas-infrastructure-in-the-united-states/>

<sup>5</sup> <https://www.ipcc.ch/sr15/chapter/chapter-2/>

<sup>6</sup> <https://www.utilitydive.com/news/renewables-storage-poised-to-undercut-natural-gas-prices-increase-stranded/562674/>

<sup>7</sup> <https://www.houstonchronicle.com/business/energy/article/Cities-target-gas-heaters-stoves-in-new-front-of-14537156.php>

<sup>8</sup> [https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm\\_medium=email&utm\\_source=Daily&utm\\_campaign=GTMDaily](https://www.greentechmedia.com/articles/read/facebook-and-google-voluntary-renewables-deals-wont-clean-up-the-grid?utm_medium=email&utm_source=Daily&utm_campaign=GTMDaily)

<sup>9</sup> <https://www.utilitydive.com/news/tech-giants-pressure-dominion-for-more-storage-renewables-less-gas-in-vir/554692/>

<sup>10</sup> [https://s2.q4cdn.com/510812146/files/doc\\_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session\\_vF.pdf](https://s2.q4cdn.com/510812146/files/doc_presentations/2019/03/2019-03-25-DE-IR-investor-meeting-ESG-session_vF.pdf)

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<sup>14</sup> <https://www.utilitydive.com/news/dominion-virginia-plan-for-15-gw-new-peaking-capacity-will-lead-to-more-ga/566809/>

<sup>15</sup> <https://www.greentechmedia.com/articles/read/nextera-inks-even-bigger-windsolar-storage-deal-with-oklahoma-cooperative>

<sup>16</sup> <https://www.utilitydive.com/news/lazard-renewables-can-challenge-existing-coal-plants-on-price/541965/>

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Graystone  
Consulting<sup>SM</sup>

November 26, 2019

Carter M. Reid  
Corporate Secretary  
Dominion Energy  
120 Tredegar Street 6<sup>th</sup> Floor  
Richmond, VA 23219

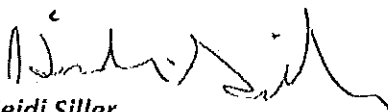
Sent by Email: carter.reid@dom.com

Re: Co-filing of shareholder resolution: Report of Measuring GHG.

As of November 26, 2019, Congregation of the Divine Providence and Providence Trust held, and has held continuously for at least one year, 273 shares and 306 shares of Dominion Energy (D) common stock. These shares have been held with Morgan Stanley, DTC 0015.

If you need further information please contact us at 1-800-733-3041.

Sincerely,



**Heidi Siller**

*Registered Associate*

*The Quantitative Group at Graystone Consulting*

*A Business of Morgan Stanley*

*755 E Mulberry Ave., Ste 300*

*San Antonio, TX 78212-9953*

*Direct: 210.366.6660*

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