

PIEDMONT NATURAL GAS COMPANY, INC.

Charter of the Directors and Corporate Governance Committee of The Board of Directors (rev. June 6, 2014)

The primary function of the Directors and Corporate Governance Committee is to review and articulate the governance structure of the Board of Directors, and the Company's position and practices on significant issues of public responsibility. The Committee is responsible for recommending qualified candidates to the Board for election as Directors of the Company, including the slate of Directors that the Board proposes for election by shareholders at the Annual Meeting.

1. Composition of Committee.

The Directors and Corporate Governance Committee shall consist of three (3) or more Independent Directors. Committee members should possess the integrity, strength of character and collaboration skills required to effectively govern and provide leadership in order that they can create appropriate governance structures for the Board and the Company. Committee members must also have a keen knowledge of both the business, and social environment within which the Company operates as well as a keen sense of ethical responsibility. Committee members are elected by a majority of the Independent Directors of the entire Board. Members of the Directors and Corporate Governance Committee may be removed at any time by a vote of the majority of the Independent Directors of the entire Board. The Directors and Corporate Governance Committee may determine its own rules of procedure, and may delegate certain ministerial functions to a subcommittee of one or more members of the Committee.

2. Committee Governance and Meetings.

The Board shall designate the chair of the Directors and Corporate Governance Committee. The Directors and Corporate Governance Committee may determine its own rules of procedure. The Directors and Corporate Governance Committee meets quarterly, and as circumstances dictate.

3. Scope of Responsibilities.

The Directors and Corporate Governance Committee shall:

- (1) Advise and make recommendations to the Board on all matters concerning directorship practices, including retirement policies, and recommendations concerning the functions, duties, membership and chairs of the Committees of the Board;
- (2) Advise and make recommendations to the Board on the form and amount of non-employee Director compensation, including the periodic review thereof,

which should be targeted at the median of other non-employee Director compensation arrangements at peer companies;

- (3) Evaluate, formulate and recommend to the full Board of Directors corporate governance policies designed to improve the Board's performance in its oversight function. The Committee shall review those policies annually, and to the extent the Committee determines it to be necessary or advisable, recommend updates to those policies to the full Board;
- (4) Periodically, but at least annually, review with management risks or exposures relating to the areas for which the Committee has oversight responsibility, and steps management has taken to monitor and control such risks;
- (5) Recommend processes for and oversee assessment of Board performance, which, at a minimum, must contain an annual performance evaluation of the Board and the Committee and a review of the annual evaluations of each Committee of the Board;
- (6) Review and consider the Company's position and practices on significant issues of corporate public responsibility, such as workforce diversity, protection of the environment, and philanthropic contributions;
- (7) Develop and maintain criteria and procedures for the identification and recruitment of candidates for Board membership on the basis of recognized achievements, broad knowledge and experience, the ability to bring sound business judgment to the deliberations of the Board, diversity of thought, experience, talent, background and perspective, and the specific skills, knowledge and qualifications needed to serve the Company;
- (8) Have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms;
- (9) Recommend qualified candidates to the Board for election as Directors of the Company;
- (10) Review all potential Related Person Transactions involving Directors, executive officers persons known by the Company to beneficially own more than 5% of the Company's Common Stock, or any immediate family member of the foregoing annually and as they are brought to the attention of the Committee; .
- (11) On an annual basis and for new Directors nominated to the Board, review and determine the independence of members of the Board in accordance with the rules of the New York Stock Exchange, Securities and Exchange Commission and the Company's Categorical Standards of Independence.

- (12) On an annual basis review and, to the extent the Committee determines it to be necessary or advisable, update the Committee's Charter and review compliance with the Charter;
- (13) Maintain minutes or other records of meetings and activities of the Committee; and
- (14) Report regularly to the full Board of Directors, including a report of all Committee actions with such recommendations as the Committee may deem appropriate.