

PENN VIRGINIA RESOURCE PARTNERS, L.P.
PENN VIRGINIA RESOURCE GP, LLC
CORPORATE GOVERNANCE PRINCIPLES

The business of Penn Virginia Resource Partners, L.P. (“PVR”) is conducted by the employees of an affiliate of Penn Virginia Resource GP, LLC, its general partner (the “PVR General Partner” and, together with PVR, “Penn Virginia Resource”), under the direction of the PVR General Partner’s Chief Executive Officer (“CEO”) and other members of the management team with the oversight of its Board of Directors (the “Board” or the “PVR General Partner Board”). Both the Board and management recognize the importance of conducting Penn Virginia Resource’s business in a legal and ethically responsible manner.

The following principles have been approved by the Board and, together with the charters of the Board’s Committees, provide the corporate governance framework at Penn Virginia Resource. The Board recognizes that corporate governance is an evolving process and will review and consider the adequacy and effectiveness of these principles on an on-going basis.

1. **Board Responsibilities.** The core responsibility of the Board is to exercise its business judgment in the best interests of PVR and PVR’s unitholders. In addition to this and to its general oversight of management, the Board also has several specific responsibilities, including the following:

a. **Assist in Evaluation and Compensation of the CEO.** As the leader of the management team, the CEO is accountable to the Board for Penn Virginia Resource’s management and the performance of PVR. The CEO is also accountable to (i) the Board of Directors (the “PVG General Partner Board”) of PVG GP, LLC (the “PVG General Partner”), the general partner of Penn Virginia GP Holdings, L.P. (“PVG”), a publicly traded limited partnership which owns all of the membership interests in the PVR General Partner and a significant limited partner interest in PVR, for PVG’s management and performance and (ii) the Board of Directors (the “PVA Board”) of Penn Virginia Corporation (“PVA”), a public company which indirectly owns all of the membership interests in the PVG General Partner and a majority of the limited partner interests in PVG, for PVA’s management and performance. The CEO will meet annually with the PVR General Partner’s Compensation and Benefits Committee (the “PVR Committee”) to discuss PVR’s overall performance as well as the CEO’s individual performance. In addition to its meeting with the CEO, the PVR Committee or its Chairperson will also meet with the Compensation and Benefits Committee of the PVA Board (the “PVA Committee”) or its Chairperson to evaluate the CEO’s performance as it relates to PVR and PVR’s performance and, as appropriate, discuss such evaluation with the Compensation and Benefits Committee of the PVG General Partner Board (the “PVG Committee”) or its Chairperson. In this way, the PVR Committee will assist the PVA Committee when the PVA Committee sets the annual

compensation of the CEO. As part of the Board's oversight function, all independent directors are invited to attend and participate in these meetings.

b. **Review and Approve CEO Succession.** The independent directors will work with the independent directors of PVA and, as appropriate, with the independent directors of the PVG General Partner Board to establish policies regarding succession of the CEO in the event of an emergency or the retirement of the CEO. To assist the independent directors, the CEO will annually provide the independent directors with an assessment of each member of senior management and his or her potential to succeed the CEO.

c. **Review and Approve Strategic Direction and Significant Corporate Actions.** Each year, senior management will present and discuss with the Board the long-term business strategy and plans of PVR. Annually, the Board will approve a long-term strategic plan for PVR and, on an on-going basis, will approve all fundamental business and financial strategies and significant partnership actions.

d. **Ethics and Conflicts of Interest.** The Board requires directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the PVR General Partner's Code of Business Conduct and Ethics for employees and directors. Any waiver of such Code for any director or executive officer may be made only by the Board and will be disclosed as required by law. If an actual or potential conflict of interest arises for a director, the director will promptly so inform the CEO or the Chairperson of the Conflicts Committee. If a significant conflict exists and cannot be resolved, the director will resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

e. **Meeting Attendance.** Directors are expected to attend all Board meetings and the meetings of all Committees on which they serve. It is recognized that, on occasion, timing conflicts will occur, making attendance impossible for a director. However, it is expected that directors will make every reasonable effort to attend all meetings. Attendance at meetings in person is preferred, but it is recognized that occasionally a director will have to participate in a meeting by telephone.

f. **Conduct of Meetings and Review of Board Materials.** Management will distribute an agenda and information regarding agenda items in advance of each regularly scheduled Board and Committee meeting. The agendas will be flexible enough to accommodate last minute developments or additions of items requested by directors. Directors are expected to carefully review the agendas and information in advance of Board or Committee meetings.

2. **Board Composition and Qualifications.**

a. **Size.** The Board determines the appropriate Board size, taking into consideration the parameters set forth in the PVR General Partner's limited liability company agreement, Penn Virginia Resource's strategic goals and objectives and the

overall Board composition. The Board should be neither too small to maintain the needed expertise and independence, nor too large to be efficiently functional.

b. **Candidate Selection and/or Membership Criteria.** Because of its partnership structure, the PVR General Partner Board is not required to have a majority of independent directors, and, accordingly, a majority of the Board's members are and will be affiliates of PVA or PVG. The Nominating and Governance Committee of PVA solicits and reviews the qualifications of both new director candidates and current members of the Board, and determines whether or not to recommend to the PVG General Partner Board the nomination and election of those persons. The Board's independent directors are nominated to stand for election based on their professional, business and industry experience, their ability to contribute to some aspect of Penn Virginia Resource's business and their willingness to commit the time and effort required of a PVR General Partner director. All directors must possess good judgment, strength of character, a reputation for integrity and personal and professional ethics and an ability to think independently while contributing to a group process. The PVA Board and the PVR General Partner Board, with the assistance of the CEO and the PVG General Partner Board, continually assess the skills and areas of expertise needed to maintain a strong and effective PVR General Partner Board.

c. **Changes to a Director's Current Position.** If the principal job responsibilities or business associations held by an independent director at the time of election (including retirement) change significantly, he should offer to tender his resignation as a director to the Chairperson of the Board who will so notify the Chairperson of the PVA Board and the Chairperson of the PVG General Partner Board. The PVA Board does not believe that such director should necessarily leave the PVR General Partner Board; however, the PVA Board and the PVG General Partner Board should have an opportunity to review the continued appropriateness of such director serving as a PVR General Partner Board member.

3. **Board Operations.**

a. **Board Meetings and Meetings of Independent Directors.** The PVR General Partner Board typically holds five regularly scheduled meetings per year and holds special meetings when necessary. The PVR General Partner's Chief Financial Officer, General Counsel and Corporate Secretary customarily attend Board meetings. At many meetings, other of the PVR General Partner's senior executives and key employees report to the Board regarding their respective areas of responsibility. Executive sessions of independent directors only are typically held at some point during each meeting. The Chairperson of the Board presides at all Board meetings and John P. DesBarres, who is an independent director, presides at all executive sessions.

b. **Committee Structure.** The PVR General Partner has three Committees: the Audit Committee, the Conflicts Committee and the Compensation and Benefits Committee. Each Committee is composed entirely of independent directors as defined by New York Stock Exchange listing standards and Securities and Exchange

Commission rules and regulations. The Audit Committee and the Compensation and Benefits Committee act pursuant to Board-approved written charters which are published on PVR's website and will be mailed to unitholders on written request. Each Committee also reports on a regular basis to the Board and conducts an annual self-evaluation. The main responsibilities of each Committee are as follows:

- ***Audit Committee:*** The Audit Committee is responsible for the appointment, compensation, evaluation and termination of PVR's independent registered public accountants, and oversees the work, internal quality-control procedures and independence of the independent registered public accountants. The Audit Committee discusses with management and the independent registered public accountants the annual and quarterly audited financial statements of PVR and recommends to the Board that PVR's annual financial statements be included in its Annual Report on Form 10-K. The Committee also discusses with management earnings press releases and guidance provided to analysts. The Committee also provides oversight with respect to business risk matters, compliance with ethics policies, compliance with legal and regulatory requirements and the performance of Penn Virginia Resource's internal audit function. The Committee prepares a report which is included in PVR's Annual Report on Form 10-K. The Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing and other matters and the confidential anonymous submission by employees of concerns regarding questionable accounting, auditing or other matters. The Audit Committee expects that it will include at least one "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K. The Audit Committee may obtain advice and assistance from outside legal, accounting or other advisors as it deems necessary to carry out its duties.

- ***Conflicts Committee:*** The Conflicts Committee reviews transactions between or among PVR and PVG or PVA, or any of their affiliates, and any other transactions involving PVR or its affiliates that the Board believes may involve conflicts of interest. The Conflicts Committee then determines whether such transactions are fair and reasonable to PVR, and whether the PVR General Partner has upheld the fiduciary or other duties it owes to PVR. The Committee may obtain advice and assistance from outside legal, financial or other advisors as it deems necessary to carry out its duties.

- ***Compensation and Benefits Committee:*** Since all of the PVR General Partner's executive officers, including the CEO, are also executive officers of PVA and certain of the PVR General Partner's executive officers, including the CEO, devote a significant amount of their professional time to PVA and some amount of their professional time to PVG (the "Shared Executives"), the PVR Committee works with the PVA Committee when the PVA Committee determines the compensation of the PVR General Partner's executive officers. With respect to the Shared Executives, the PVA Committee approves partnership performance criteria related to each of PVR and PVG, as well as individual performance criteria for the CEO and the other Shared Executives, evaluates the performance of the CEO and the other Shared Executives in light of these

criteria and other relevant factors and sets the short-term and long-term compensation for the CEO and the other Shared Executives. As appropriate, the PVA Committee or its Chairperson discusses with the PVR Committee and the PVG Committee or their Chairpersons the performance criteria for and the performance of PVA, PVR, PVG and such individuals. The PVR Committee reviews and assesses reasonableness of the allocations of professional time devoted to PVR by the Shared Executives. With respect to those executive officers of the PVR General Partner who devote substantially all of their professional time to PVR (the “PVR Executives”), the PVR Committee has the primary responsibility to recommend to the PVA Committee PVR-related and individual performance criteria for the PVR Executives, evaluate the performance of the PVR Executives in light of these criteria and other relevant factors and, based on such evaluation, recommend to the PVA Committee the short-term and long-term compensation of the PVR Executives. The PVA Committee or its Chairperson discusses these recommendations with the PVR Committee or its Chairperson and, as appropriate, with the PVG Committee or its Chairperson and, based on these discussions and recommendations and any other relevant factors, sets the performance criteria and the short-term and long-term compensation of the PVR Executives.

The PVR Committee reviews and discusses with management a written discussion and analysis of information necessary to an understanding of the PVR General Partner’s executive compensation policies and decisions (the “CD&A”) and recommends to the PVR General Partner Board that the CD&A be included in PVR’s Annual Report on Form 10-K, and the Committee prepares a report to that effect, which is included in PVR’s Annual Report on Form 10-K.

The PVR Committee periodically reviews and makes recommendations or decisions regarding the PVR General Partner’s incentive compensation and equity-based plans, provides oversight with respect to the PVR General Partner’s other employee benefit plans and reports its recommendations to the Board. The PVR Committee also reviews and makes recommendations to the Board regarding director compensation policy. The PVR Committee may obtain advice and assistance from outside compensation consultants or other advisors as it deems necessary to carry out its duties.

c. **Service by Directors on Other Boards and Other Audit Committees.** The PVR General Partner does not limit the number of other public company boards on which an independent director may serve. However, the PVR General Partner does expect each director to devote sufficient time and effort to his duties as a PVR General Partner Board member. The PVR General Partner’s independent directors may not serve on more than two other public company audit committees in addition to the PVR General Partner’s Audit Committee.

4. **Director Compensation.** The Compensation and Benefits Committee reviews, recommends to the Board and administers the policies that govern director compensation and recommends to the Board the level and type of compensation for directors.

5. **Director Orientation and Continuing Education.** The PVR General Partner's new directors are provided certain materials, including periodic reports, governance policies and Penn Virginia Resource's strategic plan to facilitate their becoming knowledgeable with Penn Virginia Resource's businesses and principles of governance. New directors are also encouraged to visit operations facilities and meet key personnel. The PVR General Partner will also advise directors of continuing education opportunities relevant to its businesses and with respect to corporate governance issues.

6. **Annual Performance Evaluations.** Each year, the Board will conduct a self-evaluation to determine whether it and its committees are functioning effectively as a whole. The PVR General Partner's individual committees will also conduct annual self-evaluations the results of which will be reviewed with the Board.

7. **Board Access to Management; Retention of Independent Advisors.** The Board will have complete access to management to become and remain informed about Penn Virginia Resource's business and to allow for the Board to fulfill its supervisory and other responsibilities. The Board and any committee thereof may also retain such independent advisors as it deems appropriate to carry out its duties.

Effective Date of Corporate Governance Principles

These principles were approved by the Board on December 8, 2003 and last revised on February 22, 2007.