

ATTACHMENTS

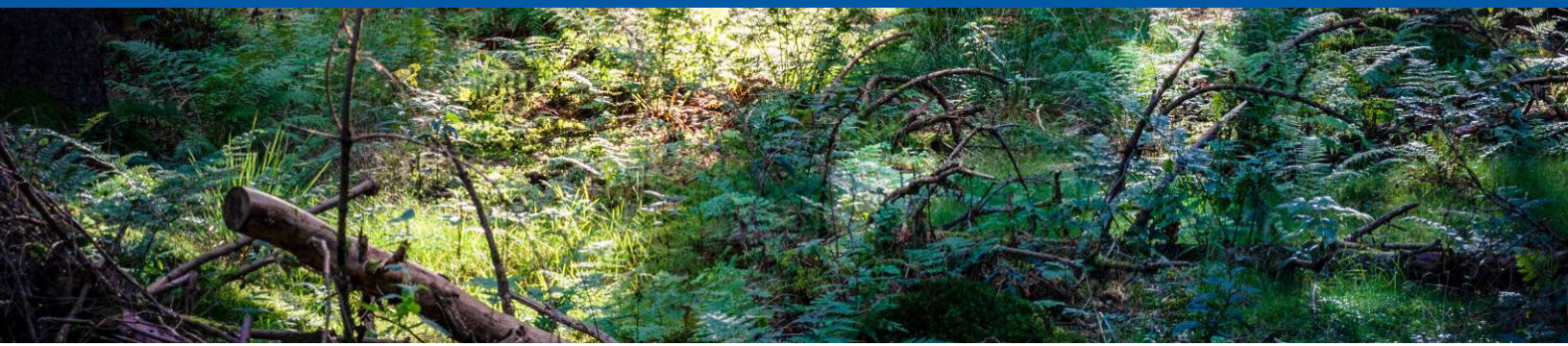


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Attachment 1: Required Information Template

Instructions on Completing the Template

Electrical corporations must use the provided template and follow these instructions to complete executive compensation structure submissions. Example responses are highlighted and provided in green font. Electrical corporations must remove the example responses before submitting the executive compensation structure submissions. Electrical corporation's information must be provided in the blank rows. Additional rows should be added as needed.



Public Utilities Code Section 8389(e)(4): 1.1-1.4

All electrical corporations must comply with the requirements of Public Utilities Code section 8389(e)(4). The exact statutory language for this section can be found in Attachment 4 of these Guidelines.

Specifically, all electrical corporations' executive compensation structures must be structured to promote safety as a priority and include:

- Provisions that promote measurable outcomes for safety improvements required by Wildfire Mitigation Plans (WMPs).
- Compensation awards based on objective, measurable, and enforceable performance metrics that track impacts on drivers of ignition probability, and safety outcome metrics that measure leading and lagging indicators of wildfire risk and consequences of wildfire mitigation work.
- Compensation structures that appropriately weigh safety concerns and financial performance.

To aid Energy Safety in assessing compliance with Public Utilities Code section 8389(e)(4), electrical corporations must complete Attachment 1 below for all executive officers as defined in Public Utilities Code section 451.5(c).

1.1 Incentive Compensation Components

Rationale: For the issuance of a Safety Certification, Public Utilities Code section 8389(e)(4) requires that electrical corporations' executive incentive compensation structures include "incentive compensation based on meeting performance metrics that are measurable and enforceable, for all executive officers..." To evaluate an electrical corporation's compliance with this requirement, Energy Safety must know: (a) who are the electrical corporation's executive officers and (b) what incentive compensation structure exists.

Definition: "Executive officer" is defined in Public Utilities Code section 451.5(c) and "means any person who performs policy making functions and is employed by the public utility subject to the approval of the board of directors, and includes the president, secretary, treasurer, and any vice president in charge of a principal business unit, division, or function of the public utility." Energy Safety considers divisions or units responsible for electrical operations, gas operations or wildfire-related functions principal business units, divisions, or functions of the public utility.

Instructions: In Table 1.1.1, for each executive officer subject to the executive compensation filing requirements, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company's website), the target percentage of Short-Term Incentives (STIP) and Long-Term Incentives (LTIP) as a proportion of Total Incentive Compensation (TIC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

For the purpose of calculating the percentage of TIC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. Percentages must be specified for each executive officer and not a range for various position levels.

Table 1.1.1
Incentive Compensation at the Target Level

Executive Title/ Function and Name (where applicable)	Target Quarterly STIP as a Percent of TIC	Target Annual STIP as a Percent of TIC	Target Total STIP as a Percent of TIC	Target LTIP as a Percent of TIC
Example 1:				
[Company] President and CEO – Name		65%	65%	35%
[Company] President and CEO – Name		70%	70%	30%
[Company] Senior Vice President (SVP) – Name		70%	70%	30%
[Company] Chief Financial Officer (CFO) – Name		65%	65%	35%
[Company] General Counsel – Name		70%	70%	30%
Example 2:				
[Company] President and CEO – Name	35%	25%	60%	40%
[Company] President and CEO – Name	40%	30%	70%	30%

Instructions: In Table 1.1.2, for each executive officer subject to the executive compensation filing requirements, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company’s website), the target percentage of Base Salary, STIP and LTIP as a proportion of Total Direct Compensation (TDC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

*Table 1.1.2
Total Direct Compensation at the Target Level*

Executive Title/ Function and Name (where applicable)	Target Base Salary as a Percent of TDC	Target Quarterly STIP as a Percent of TDC	Target Annual STIP as a Percent of TDC	Target LTIP as a Percent of TDC
Example:				
[Company] President and CEO – Name				
[Company] President and CEO – Name				
[Company] Senior Vice President (SVP) – Name				
[Company] Chief Financial Officer (CFO) – Name				
[Company] General Counsel – Name				

1.2 Executive Officer Exclusion Rationale

Rationale: For the issuance of a Safety Certification, Public Utilities Code section 8389(e)(4) requires that electrical corporations’ executive incentive compensation structures include “incentive compensation based on meeting performance metrics that are measurable and enforceable, for all executive officers... .” To ensure incentive compensation is used for all executive officers, Energy Safety must understand why certain top-level officials do not fit within the definition of “executive officers” as defined in Public Utilities Code section 451.5(c).

Instructions: For the purpose of completing Table 1.2.1, the electrical corporation must include all the positions of the highest three tiers of the executives or officers of the electrical corporation that do not fit within the definition of “executive officers” as defined in Public Utilities Code section 451.5(c). For those positions, the electrical corporation must provide an explanation regarding why the executives holding those positions are not considered “executive officers” as set forth in Public Utilities Code section 451.5(c). (See Attachment 4).

The electrical corporation must include all positions within a tier in the table.

Table 1.2.1
Public Utilities Code Section 451.5(c) Exclusion Rationales

Example:	
[Company] Executive Secretary, [Division or Unit]	[Company] has excluded the Secretary as this individual does not perform policy making functions and is not subject to approval of the board of directors.
[Company] Treasurer, [Division or Unit]	[Company] has excluded the Treasurer as this individual does not perform policy making functions and is not subject to approval of the board of directors.

1. Definition of policy making:

The electrical corporation must explain how the electrical corporation defines policy making for purposes of the inclusion or exclusion of personnel pursuant to Public Utilities Code section 451.5(c):

1.3 Short-Term Incentive Program (STIP)

Rationale: For the issuance of a Safety Certification, Public Utilities Code section 8389(e)(4) requires that electrical corporations’ executive incentive compensation structures are “structured to promote safety as a priority and to ensure public safety and utility financial stability with performance metrics, including incentive compensation based on meeting performance metrics that are measurable and enforceable, for all executive officers... .” To ensure that the executive compensation structure for electrical corporation executive officers is structured to promote safety as a priority and ensure public safety and utility financial stability, Energy Safety must have an in-depth understanding of:

- The performance-based components of an executive compensation structure.
- How that structure is promoting safety.
- How effective metrics are in changing safety and financial outcomes.
- How adjustments to metrics are tied to performance.

Instructions: The STIP includes all performance-based compensation awarded on a performance term of less than three years. If the electrical corporation uses more than one short-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., quarterly, and annually).

1.3.1 STIP Structure

Instructions: The electrical corporation must provide the requested 2024 STIP information regarding payment type, triggers, deductions, the use of individual performance modifiers, the use of company performance modifiers, the use of thresholds, targets, and maximums and the associated percentages, and how performance between categories is interpolated.

1. STIP Payment Type. Check one:

Cash: Other:

If other, describe the other type of STIP payment:

2. Use of Any Performance Triggers

Does the electrical corporation’s 2024 STIP use any non-discretionary performance triggers (e.g., must achieve certain annual earnings per share before any STIP payments are made)? Check one:

Yes: No:

If “Yes,” describe any performance triggers:

3. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation’s 2024 STIP have any automatic non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If “Yes,” describe all automatic, non-discretionary deductions:

4. Use of Any Specifically Defined Discretionary Deductions

Does the electrical corporation’s 2024 STIP have any defined deductions (e.g., foundational, deduct only goals) that are part of the compensation structure? Check one:

Yes: No:

If “Yes,” describe all specific/defined discretionary deductions that are part of the structure:

5. Use of a Performance Range – 2023

Were the 2023 STIP payouts based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No:

Did the electrical corporation use one range for all 2023 STIP metrics or differing ranges based on the category of metric? Check one:

One range for all metrics: Multiple ranges:

If multiple ranges are used, explain why:

Provide the 2023 STIP metric performance range(s):

*Table 1.3.1
2023 STIP Metric Performance Range(s)*

	Below Minimum	Minimum	Target	Maximum
Example				
Reportable Fire Ignitions	0%	50%	100%	200%
Wires Down Events Due to Equipment Failure	0%	50%	100%	200%
All Other STIP Metrics	0%	25%	100%	150%

Describe the interpolation method between categories (e.g., straight line):

6. Use of a Performance Range – 2024

Do the 2024 STIP payouts include a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No:

Is the electrical corporation using one range for all 2024 STIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

If multiple ranges are used, explain why:

Provide the 2024 STIP metric performance range(s):

Table 1.3.2
2024 STIP Metric Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
Example				
All STIP Metrics	0%	25%	100%	150%

Describe the interpolation method between categories:

Awards related to performance for each metric are calculated:

- 1) In ten linear increments from Minimum performance through achievement of Target performance; and
- 2) In fifteen linear increments from Target performance through achievement of Maximum performance.

Did the performance range change for any metrics between 2023 and 2024? Check one:

Yes: No:

If “Yes,” describe and quantify the change for each such metric:

7. Use of Performance Modifiers – 2023 Actual

Did the electrical corporation’s 2023 STIP involve the use of any of the following types of performance modifiers?

Individual Performance Modifier – 2023, check one:

Yes: No:

If “Yes,” describe each performance modifiers:

If “Yes,” quantify for each executive their individual performance modifiers:

*Table 1.3.3
Individual Performance Modifiers – 2023 Actual*

Executive Title/ Function and Name (where applicable)	Increase/ Decrease	Percentage Change	Factors in/ Reason for Adjustment (1)
Example:			
[Company] President and CEO – Name	Increase	20% of individual’s target payout	Superior financial performance
[Company] Senior Vice President (SVP) – Name	Decrease	10% of individual’s target payout	Failure to achieve covered conductor installation WMP Targets
[Company] General Counsel – Name	None	None	
Electrical Corporation Actual Data			

(1) Providing the broad category for the ‘Factors in/Reasons for the Adjustment’ column is sufficient when those reasons are not safety related (e.g., Other Non-Safety Related, Superior Financial Performance, etc.). If the reason for an adjustment is safety and/or WMP related then the reason provided must be specific (e.g., failure to achieve covered conductor installation WMP targets).

Did the electrical corporation’s 2023 STIP involve the use of any of the following types of performance modifiers?

Company Performance Modifier – 2023, check one:

Yes: No:

If “Yes,” describe and quantify the impact of the company performance modifier:

Board Discretion, check one:

Yes: No:

If “Yes,” describe and quantify the impact of the board’s discretion:

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1.3.2 2023 STIP Metrics – Minimum, Target, Maximum and Actual

Instructions: Complete Table 1.3.4 for the 2023 STIP metrics, adding rows as necessary. See **Attachment 3** for a discussion of categories and sub-categories.

Table 1.3.4
2023 STIP – Minimum, Target, and Maximum Versus Actual

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Actual Performance	Weighted Contribution
Example:									
Safety	Wildfire			10%					
Safety	Employee Safety	Employee DART Rate	Lagging Outcome	5%	0.3	1.5	2.5	2.0	= 10 * 125% 12.5
Safety	Employee Safety	Contractor SIF	Lagging Outcome	5%	5	3	1	7	0
Safety	Public Safety	Wildfire Ignitions	Leading/Lagging	10%	15	10	5	5	10
Subtotal				30%					22.5
Security									
Security									
Subtotal				5%					22.5
Customer Service	Satisfaction	JDPower CSAT Ranking	Lagging Outcome	50%					
Customer Service	Reliability	SAIDI		5.0%					

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Actual Performance	Weighted Contribution
Customer Service	PSPS Notification	Customer s notified within 24 hours of event		5.0%					
Subtotal				15%					
ESG	Environmental								
ESG									
Subtotal				10%					
DEI									
Subtotal				5%					
Other Operational	IT	Complete system EXY upgrade							
Other Operational									
Other Operational									
Subtotal				10%					
Financial	Customer Affordability								
Financial	EPS								
Financial	CapEx	Achieve WFM	Leading & Lagging						

1.3.5 STIP Changes

Instructions: The electrical corporation must describe any changes between 2023 and 2024 in terms of STIP eligibility, structure, modifiers, metrics (including changes to minimum/threshold, target, and maximum performance values), weightings and definitions. The electrical corporation must explain the reason for the change(s).

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1.3.6 Historical STIP Data

Instructions: the electrical corporation must provide five years of historical performance data for 2024 STIP metrics. If data is lacking, or should be considered in a certain context, explain in the Notes/Context field provided why there is no data for a given year(s) and the relevant context. The electrical corporation must provide historical STIP data for any newly added metric in the current performance period. The electrical corporation may add rows as necessary.

Table 1.3.7
STIP Metric Historical Actual Performance

Metric/Measure	2019	2020	2021	2022	2023

Notes/Context:

1.3.7 2023 STIP Adjustments

Instructions: The electrical corporation must provide a explanation of any increases and decreases in STIP compensation in 2023 due to failure to meet safety or other targets. The electrical corporation must separately describe any adjustments to STIP compensation levels made by the Compensation Committee or executive management and the amount and reason for the reduction. The electrical corporation must detail any adjustments made to increase compensation beyond the levels warranted by the actual performance (in any metric classification) and the reasons for the adjustments.

1. Actual performance lower than target due to failure to meet safety target(s):

2. Actual performance lower than target due to failure to meet other target(s):

3. Any deductions due to failure to meet “foundational goals”:

4. Any deductions due to failure to meet earnings targets or thresholds:

5. Any additional deductions, or upward adjustments, to individual metrics or overall performance payout made by executive management, the Compensation Committee, or full Board of Directors:

1.3.8 2024 STIP Metric Ties to Other Metrics

Rationale: Understand how an electrical corporation's Executive Compensation Structure metrics relate to its WMP, SPMs and SOMs. The CPUC requires PG&E, SCE, Southern California Gas Company (SoCalGas) and SDG&E (collectively the investor-owned utilities or IOUs) to annually report on 32 safety performance metrics (SPMs) to measure achieved safety improvements.¹ Additionally, the CPUC adopted 32 Safety and Operational Metrics (SOMs) for PG&E² to be used in accordance with the approved PG&E's post-bankruptcy reorganization plan.³

Instructions: For each metric included in the 2024 STIP, all electrical corporations must indicate whether the metric is tied to its WMP (and the associated initiative number) and whether the metric is similar in nature to SPM metrics (and the associated SPM number). PG&E must also indicate whether the metric is similar in nature to SOM metrics (and the associated SOM number). For metrics similar in nature to a SOM, PG&E must explain any differences between its calculation of that metric and the required SOM method of calculation of that metric. Other electrical corporations may also indicate whether each metric included in the 2024 STIP is similar in nature to SOM metrics and to explain any differences between their calculation of that metric and SOM method of calculation of the metric.

¹ CPUC Decision 19-04-020 (accessed September 5, 2023): <https://docs.cpuc.ca.gov/PublishedDocs/Published/G000/M288/K389/288389255.PDF>.

² CPUC Decision 21-11-009 in eight separate files (accessed September 5, 2023): <https://docs.cpuc.ca.gov/SearchRes.aspx?DocFormat=ALL&DocID=421107805>.

³ CPUC Decision 20-05-053 (accessed September 5, 2023): https://www.cpuc.ca.gov/-/media/cpuc-website/files/uploadedfiles/cpucwebsite/content/news_room/newsupdates/2020/d2005053-for-i1909016.pdf.

1.4 Long-Term Incentive Program (LTIP) Public Utilities Code section 8389(e)(4)

Rationale: For the issuance of a Safety Certification, Public Utilities Code section 8389(e)(4) requires that electrical corporations' executive incentive compensation structures are “structured to promote safety as a priority and to ensure public safety and utility financial stability with performance metrics, including incentive compensation based on meeting performance metrics that are measurable and enforceable, for all executive officers... .” To ensure that the executive compensation structure for electrical corporation executive officers is structured to promote safety as a priority and ensure public safety and utility financial stability, Energy Safety must have an in-depth understanding of the performance-based components of an executive compensation structure.

Instructions: The LTIP includes all performance-based compensation awarded on a performance term of three or more years. If the electrical corporation uses more than one long-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., three-year, four-year).

1.4.1 LTIP Structure

Instructions: The electrical corporation must provide name, title/function, grant date and estimated award percentage of TIC for each executive officer listed in Table 1.1.1 that receives or is expected to receive direct compensation under a LTIP for the applicable years. For the purpose of calculating the grant value as a percentage of TIC, the electrical corporation must use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. For purposes of calculating Earned Value as a percentage of TIC, the electrical corporation must use the value at the date of vesting. The electrical corporation must specify the percentages for each executive officer and not a range for various position levels. The electrical corporation must provide a table for each executive officer. The electrical corporation may make copies of Table 1.4.1 as necessary.

Table 1.4.1
2023 and 2024 LTIP Grants

Executive Title/ Function and Name:		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant		

Executive Title/ Function and Name:		
Stock Option		
Restricted Stock Unit (RSU)		
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment		
Other		

If Other LTIP Type indicated, provide explanation:

1. Is any LTIP compensation not at risk?

Yes: No:

Describe/Explain whether answering either Yes or No:

2. Were the 2023 LTIP payouts determined based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No

3. Did the electrical corporation use one range for all 2023 LTIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

4. Provide the 2023 LTIP metric range(s):

Table 1.4.2
2023 LTIP Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
Example				
System Hardening Effectiveness	0%	50%	100%	200%
Vegetation Management Effectiveness	0%	50%	100%	200%
All Other LTIP Metrics	0%	25%	100%	150%

	Below Minimum	Minimum	Target	Maximum
Electrical Corporation Actual Data				

Describe the interpolation method between categories (e.g., straight line):

5. Provide the 2024 LTIP metric performance range(s):

*Table 1.4.3
2024 LTIP Metric Performance Range(s)*

	Below Minimum	Minimum	Target	Maximum
Example				
All LTIP Metrics	0%	25%	100%	150%
Electrical Corporation Actual Data				

Describe the interpolation method between categories (e.g., straight line):

6. Use of Any Performance Triggers

Does the electrical corporation’s 2024 LTIP use any performance triggers (e.g., must achieve annual earnings per share of at least XYZ before any LTIP payments are made)?

Check one:

Yes: No:

If “Yes,” describe any performance triggers:

7. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation’s 2024 LTIP have any automatic, non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If “Yes,” describe all automatic, non-discretionary deductions:

8. Use of Any Specifically Defined Discretionary Deductions

Does the electrical corporation’s 2024 LTIP have any defined deductions (e.g., foundational goal(s)) that are part of the compensation structure? Check one:

Yes: No:

If “Yes,” describe all specific/defined discretionary deductions that are part of the structure:

1.4.2 LTIP General Eligibility

Instructions: The electrical corporation must provide a description of the executive officers eligible for the electrical corporation’s LTIP, including the target percentage of base salary by position and the target for each individual in the filing. The electrical corporation must describe any changes in LTIP eligibility from the prior period. The electrical corporation may add additional rows as needed.

Table 1.4.4
LTIP Eligibility

Example:
Electrical Corporation B: All executive officers at the Senior Director and higher (Salary Band 3 and above) participate in the LTIP program. Potential awards are determined as a set percentage of base salary by salary band as follows:
President: 130%
CFO: 100%
Salary Band 1: 75%
Salary Band 2: 30%
Salary Band 3: 15%
Electrical Corporation Actual Data

1.4.3 LTIP Measures, Weighting and Award Basis

Instructions: For each LTIP type, the electrical corporation must indicate weighting and basis of award. If the basis of an award differs amongst position or person, the electrical corporation must copy Table 1.4.5 and Table 1.4.6 as necessary and indicate who the table applies to in space provided at the top of the table. The electrical corporation may add additional tables if LTIP varies for certain officer classifications.

Table 1.4.5
2023 LTIP Measures, Weighting, and Award Basis

Executive Title/ Function and Name: All Executive Officers		
LTIP Type	2023 Weight	2023 Performance Year LTIP Award Basis
Example:		
Stock Grant		
Stock Option	30%	Stock Options (weighted at 30%) • Based on LTIP Safety goals.
RSU		
PSU/ PRSU	70%	Performance-Based Restricted Stock Units (weighted at 70% collectively) • 50% based on 3-year relative total shareholder return (TSR) – 35% based on 3-year relative TSR vs. S&P 500 Utilities Index – 15% based on 3-year relative TSR vs. S&P 500 Index • 20% based on 3-year EPS CAGR with payout scale set based on forward consensus estimates of S&P 500 Utilities peers.
Cash		
Weighting Total:	100%	
Electrical Corporation Actuals		
Stock Grant		
Stock Option		
RSU		
PSU/ PRSU		
Cash		

Executive Title/ Function and Name: All Executive Officers		
Other		
Weighting Total:	100%	

*Table 1.4.6
2024 LTIP Measures, Weighting, and Award Basis*

Executive Title/ Function and Name:		
LTI Type	2024 Weight	2024 Performance Year LTIP Award Basis
Electrical Corporation Actuals		
Stock Grant		
Stock Option		
RSU		
PSU/ PRSU		
Cash		
Other		
Weighting Total:	100%	

1.4.4 2024 LTIP Measures, Definitions and Calculations

Instructions: The electrical corporation must provide definitions and calculations for the 2024 LTIP metrics. For each metric, the electrical corporation must provide a definition of the metric, any adjustments or exclusions, the basis for the definition and the actual calculation such that if Energy Safety requested the source data/ inputs, the electrical corporation would be able to derive the reported results. The electrical corporation must also provide the weight given to the metric and the minimum, target, and maximum values for the metric.

Table 1.4.7
2024 LTIP Measures

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
Example							
Relative TSR	Relative TSR is a measure of total share performance (price appreciation or depreciation, plus dividends received, if any), relative to the same measure for a comparator group of peer companies (a comparator group)	$= \{(\text{current price} - \text{purchase price}) + \text{dividends}\} \div \text{purchase price}$	None	100%			

1.4.5 Historical LTIP Data

Instructions: The electrical corporation must provide historical performance data (five years) for 2024 LTIP metrics. If data is lacking, or should be considered in a certain context, the electrical corporation must explain in the Notes/Context field provided why there is no data for a given year(s) and the relevant context. The electrical corporation may add rows as necessary.

Table 1.4.8
 LTIP Metric Historical Actual Performance

Metric/Measure	2019	2020	2021	2022	2023

Notes/Context:

1.4.6 2023 LTIP Adjustments

Instructions: The electrical corporation must provide an explanation of any increases and decreases in 2023 LTIP compensation due to failing to meet safety or other targets. The electrical corporation must separately describe any adjustments to LTIP compensation levels made by the Compensation Committee or executive management and the amount and reason for the reduction. The electrical corporation must detail any adjustments made to increase compensation beyond the levels warranted by the corporation's actual performance (in any metric classification) and the reasons for the adjustments.

1. Actual performance lower than target due to failure to meet safety target(s):

2. Actual performance lower than target due to failure to meet other target(s):

3. Any additional deductions, or upward adjustments, made by the executive management, the Compensation Committee, or full Board of Directors and the reason for each adjustment:

1.4.7 LTIP Prior Year Actuals

Instructions: For any prior year LTIP programs that vested in 2023, provide details of projected and actual payouts/performance.

Table 1.4.9
LTIP Program Vesting in 2023

LTIP Program Name	Performance Measure	Projected % of TIC at Time of Grant	Actual % of TIC at Vesting Date
Example			
2019 RSU	Stock price	30%	25%
2020 RSU	Stock price	15%	16%
2019 Performance Shares	SIF Corrective Action Effectiveness	15%	5%
Electric Corporation Actual Data			

Public Utilities Code Section 8389(e)(6)(A):

1.5-1.7

Electrical corporations with new or amended contracts for executive officers must comply with the requirements of Public Utilities Code section 8389(e)(6)(A). The exact statutory language for this section can be found in Attachment 4 of these Guidelines.

Applicability of Public Utilities Code Section 8389(e)(6)(A)

As previously noted, all electrical corporation executive compensation structure submissions must be consistent with the definitions provided in **Attachment 2** of the Guidelines. Energy Safety has defined “new contact” and “amended contract” for the purposes of these Guidelines in **Attachment 2**.

Subsection Requirements for Public Utilities Code Section 8389(e)(6)(A)

Electrical corporations’ executive compensation structures must meet the principles of Public Utilities Code section 8389(e)(6)(A):

- Public Utilities Code section 8389(e)(6)(A)(i)(I) requires electrical corporations with new or amended contracts for executive officers be based on the principle of “strict limits on guaranteed cash compensation, with the primary portion of the executive officers’ compensation based on achievement of objective performance metrics.”
 - For the purposes of compliance with Public Utilities Code section 8389(e)(6)(A)(i)(I), the electrical corporations must demonstrate that greater than 50 percent of each executive officer’s total direct compensation, at the target performance level, is based on the achievement of objective performance metrics.
- Public Utilities Code section 8389(e)(6)(A)(iii) requires electrical corporations’ new or amended contracts for executive officers be based on the principle of including a “long-term structure that provides a significant portion of compensation, which may take the form of grants of the electrical corporation’s stock, based on the electrical corporation’s long-term performance and value.” Additionally, this “compensation shall be held or deferred for a period of at least three years.”
 - For purposes of compliance with Public Utilities Code section 8389(e)(6)(A)(iii), the electrical corporations must demonstrate that each executive officer’s total direct long-term compensation at the target performance level a significant portion of that executive officer’s total direct compensation. See the definition of Long-Term Incentive Program in Attachment 2 to determine whether compensation is “delayed three or more years.”

- Public Utilities Code section 8389(e)(6)(A)(iv) requires electrical corporations' new or amended contracts for executive officers be based on the principle of "minimization or elimination of indirect or ancillary compensation that is not aligned with shareholder and taxpayer interest in the electrical corporation."
 - For the purposes of compliance with Public Utilities Code section 8389(e)(6)(A)(iii) the electrical corporations must demonstrate that total indirect and ancillary compensation that is not aligned with shareholder and taxpayer interest in the electrical corporation is minimized.

To aid Energy Safety in assessing compliance with Public Utilities Code section 8389(e)(6)(A), electrical corporations must complete 1.5-1.7 below for any new or amended contracts for executive officers as defined in Public Utilities Code section 451.5(c).

1.5 Fixed versus Incentive Compensation

Rationale: Public Utilities Code section 8389(e)(6)(A)(i)(I) requires for the issuance of a Safety Certification, that “the electrical corporation has established a compensation structure for any new or amended contracts for executive officers” that meets several principles, including “strict limits on guaranteed cash compensation, with the primary portion of the executive officers’ compensation based on achievement of objective performance metrics.” To evaluate an electrical corporation’s compliance with this requirement, Energy Safety needs to know: (a) who are the electrical corporation’s executive officers and (b) what compensation structure exists.

Definition: “Executive officer” is defined in Public Utilities Code section 451.5(c) and “means any person who performs policy making functions and is employed by the public utility subject to the approval of the board of directors, and includes the president, secretary, treasurer, and any vice president in charge of a principal business unit, division, or function of the public utility.” Energy Safety considers divisions or units responsible for electrical operations, gas operations or wildfire-related functions principal business units, divisions, or functions of the public utility. For the purposes of compliance with section 8389(e)(6)(A), executive officers are presumed to have a compensation contract under California law.

Instructions: In Table 1.5.1, for each executive officer with a new or amended contract, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company’s website), the target percentage of Base Salary, Short-Term Incentives (STIP), Long-Term Incentives (LTIP), and Indirect and Ancillary Compensation as a proportion of Total Compensation (TC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

Exclude all pension plans, whether qualified or non-qualified from Table 1.5.1. The total indirect and ancillary service costs reported in Table 1.5.1 must reconcile with the corresponding values in Table 1.6.1.

For purposes of calculating the percentage of TC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. Percentages must be specified for each executive officer and not a range for various position levels.

List all types of indirect and ancillary compensation included in Table 1.5.1:

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1.6 Indirect or Ancillary Compensation

Rationale: Public Utilities Code section 8389(e)(6)(A)(iv) requires, for the issuance of Safety Certification, that “the electrical corporation has established a compensation structure for any new or amended contracts for executive officers” that meets several principles, including “minimization or elimination of indirect or ancillary compensation that is not aligned with shareholder and taxpayer interest in the electrical corporation.” To ensure that the compensation structure for new or amended contracts for executive officers is based on this principle of minimization of indirect or ancillary compensation, Energy Safety must understand what indirect or ancillary compensation are given to executive officers with new or amended contracts.

1.6.1 Indirect and Ancillary Compensation (not including Supplemental Executive Retirement Plans (SERPs))

Instructions: The electrical corporation must list all indirect and ancillary compensation (excluding SERP) provided to executive officers with new or amended contracts. See **Attachment 2** for the definition of and a list of typical indirect or ancillary compensation. If the electrical corporation provides indirect or ancillary compensation, the electrical corporation must provide the current estimated proportion of TC for each executive officer. The total indirect and ancillary service costs reported in Table 1.6.1 must reconcile with the corresponding values Table 1.5.1. For purposes of calculating the percentage of TC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. The electrical corporation must specify percentages for each executive officer and not a range for various position levels. The electrical corporation must exclude all pension plans whether qualified or non-qualified in Table 1.6.1. The electrical corporation may add rows and explanatory notes as necessary.

Table 1.6.1
2024 Indirect or Ancillary Compensation Example (Excluding SERP)

Title	2024 Indirect or Ancillary Compensation Element	Eligibility Requirements	Frequency (One-Time, Annual, Other)	Current Estimated Proportion of 2024 TC
Example 1				
CEO	Relocation Costs	On an exception basis, SVP and	One-time	0%

Title	2024 Indirect or Ancillary Compensation Element	Eligibility Requirements	Frequency (One-Time, Annual, Other)	Current Estimated Proportion of 2024 TC
		above, driven by market conditions		
CEO	Home security	All executive officers	One-time installation cost, annual monitoring cost	<1% annual
CEO	Additional security detail	CEO only	Annual	2%
CEO	Gym membership	SVP and above	Annual	<1%
CEO	Financial Planning Assistance	C-suite	Annual allowance	<1%
			Total	
Example 2				
CFO	Relocation Costs	On an exception basis, SVP and above, driven by market conditions	One-time	0%
CFO	Home security	All executive officers	One-time installation cost, annual monitoring cost	<1% annual
CFO	Gym membership	SVP and above	Annual	<1%
CFO	Financial Planning Assistance	C-suite	Annual allowance	<1%
			Total	
Electrical Corporation Actual Data				

Title	2024 Indirect or Ancillary Compensation Element	Eligibility Requirements	Frequency (One-Time, Annual, Other)	Current Estimated Proportion of 2024 TC

1.6.2 Supplemental Executive Retirement Plans (SERPs)

Instructions: Provide details of the SERP for all executive officers as defined in Public Utilities Code Section 451.5I and Attachment 2.

1. Availability of Supplemental Retirement Plans

Does the electrical corporation have supplemental retirement plans for non-Executive Officers? Check one:

Yes: No:

If “Yes,” describe the eligibility requirements for the plan(s):

2. Structure of Supplemental Retirement Plans

If supplemental retirement plans are available, describe:

- The eligibility requirements for participation in the plan(s).
- The award basis for plan(s) (e.g., years of service, company stock performance over the period of service, etc.).
- The type of payment made (e.g., cash, stock, combination of cash and stock).
- The award schedule for the plan(s).

3. Supplemental Retirement Plan Benefits

Instructions: Provide SERP values for all executive officers described in the electrical corporation’s executive compensation submission. If an executive officer is not eligible for the SERP, please indicate.

Table 1.6.2
SERP Example

Title	Number of Years Credited Service as of 2024	Present Value of Accumulated Benefit – 2023 as a % of TDC	Cash Balance Account Lump Sum Value – 2023 as a % of TDC
Example			
CEO	25		
CFO	20		
Vice President – ABC	12		
Vice President – XYZ	Not eligible		
Electrical Corporation Actual Data			

1.7 Long-Term Incentive Program (LTIP) Public Utilities Code Section 8389(e)(6)A

Rationale: Public Utilities Code section 8389(e)(6)(A)(iii) requires, for the issuance of Safety Certification, that “the electrical corporation has established a compensation structure for any new or amended contracts for executive officers” that meets several principles, including “a long-term structure that provides a significant portion of compensation, which may take the form of grants of the electrical corporation’s stock, based on the electrical corporation’s long-term performance and value. This compensation shall be held or deferred for a period of at least three years.”

To ensure that the executive compensation structure for electrical corporation executive officers is structured to provide a significant proportion of the compensation based on the electrical corporations long-term performance and value, held or deferred for a period of at least three years, as well as to promote safety as a priority and ensure public safety and utility financial stability, Energy Safety must have an in-depth understanding of the long-term compensation components of an executive compensation structure.

Instructions: The LTIP includes all performance-based compensation awarded on a performance term of three or more years. If the electrical corporation uses more than one long-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., Three-year, Four-Year).

1.7.1 LTIP Structure

Instructions: The electrical corporation must provide the name, title/function, grant date, vesting schedule, and estimated award percentage of TC for each executive officer with any new or amended contract that receives or is expected to receive direct compensation under a LTIP for the applicable years. For purposes of calculating the grant value as a percentage of TC, the electrical corporation must use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. For the purposes of calculating Earned Value as a percentage of TC, the electrical corporation must use the value at the date of vesting. The electrical corporation must specify percentages for each executive officer and not a range for various position levels. The electrical corporation must provide a table for each executive officer. The electrical corporation may make copies of Table 1.7.1 as necessary.

Table 1.7.1
2023 and 2024 LTIP Grants

Executive Title/ Function and Name:						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant						
Stock Option						
Restricted Stock Unit (RSU)						
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)						
Cash Performance Payment						
Other						

(1) Performance Year (PY)

If Other LTIP Type indicated, provide an explanation:

1. Is any LTIP compensation not at risk?

Yes: No:

Describe/Explain for answering either Yes or No:

2. Were the 2023 LTIP payouts determined based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No:

3. Did the electrical corporation use one range for all 2023 LTIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

4. Provide the 2023 LTIP metric range(s):

Table 1.7.2
2023 LTIP Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
Example				
System Hardening Effectiveness	0%	50%	100%	200%
Vegetation Management Effectiveness	0%	50%	100%	200%
All Other LTIP Metrics	0%	25%	100%	150%
Electrical Corporation Actual Data				

Describe the interpolation method between categories (e.g., straight line):

5. Provide the 2024 LTIP metric range(s):

*Table 1.7.3
2024 LTIP Performance Range(s)*

	Below Minimum	Minimum	Target	Maximum
Example				
All LTIP Metrics	0%	25%	100%	150%
Electrical Corporation Actual Data				

Describe the interpolation method between categories (e.g., straight line):

6. Use of Any Performance Triggers

Does the electrical corporation’s 2024 LTIP use any performance triggers (e.g., must achieve annual earnings per share of at least XYZ before any LTIP payments are made)? Check one:

Yes: No:

If “Yes,” describe any performance triggers:

7. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation’s 2024 LTIP have any automatic, non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If “Yes,” describe all automatic, non-discretionary deductions:

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1.7.2 LTIP Measures, Weighting and Vesting

Instructions: For each LTIP Type, the electrical corporation must indicate vesting period and type. If the basis of award differs amongst position or person, copy Table 1.7.4 and Table 1.7.5 as necessary and indicate who the table applies to in space provided at the top of the table. The electrical corporation must add additional tables if LTIP varies for certain officer classifications.

Table 1.7.4
2023 LTIP Measures Vesting

Executive Title/ Function and Name: All Executive Officers	
LTIP Type	Vesting Period and Type
Example:	
Stock Grant	
Stock Option	Five-year cliff vesting
RSU	
PSU/ PRSU	Three years Y1 – 20% Y2 – 30% Y3 – 50%
Cash	
Weighting Total:	
Stock Grant	
Stock Option	
RSU	
PSU/ PRSU	
Cash	
Other	
Weighting Total:	

*Table 1.7.5
2024 LTIP Measures Vesting*

Executive Title/ Function and Name:	
LTI Type	Vesting Period and Type
Stock Grant	
Stock Option	
RSU	
PSU/ PRSU	
Cash	
Other	
Weighting Total:	

1.8 ACR 9 Executive Compensation Proposal

As per D. 20-05-053, the Commission has obligated PG&E to comply with the requirements of the ACR Executive Compensation Proposal 9. PG&E must note in its submission how it is addressing the various additional requirements.

Other electrical corporations may, but are not required, to review and consider adopting measures from the ACR Executive Compensation Proposal 9 in the spirit of transparency and furthering the purpose of AB 1054

1.8.1 ACR Executive Compensation Proposal Alignment

Instructions: PG&E must demonstrate how it complies with the additional requirements set forth in ACR 9. PG&E must provide an explanation of how its compensation structure aligns or does not align with the element for each element of ACR 9.

Other electrical corporations may demonstrate how they comply with the additional requirements set forth in ACR 9. Other electrical corporations may provide an explanation of how their compensation structure aligns or does not align with the element for each element of ACR 9.

1. Publicly disclosed compensation arrangements for executives.

2. Written compensation agreements for executives.

3. Guaranteed cash compensation as a percentage of total compensation that does not exceed industry norms.

4. Holding or deferring the majority or super-majority of incentive compensation, in form of equity awards, for at least 3 years.

5. Basing a significant component of long-term incentive compensation on safety performance, as measured by a relevant subset of by the Safety and Operational Metrics to be developed, as well as customer satisfaction, engagement, and welfare. The remaining portion may be based on financial performance or other considerations.

6. Annual review of awards by an independent consultant.

7. Annual reporting of awards to the CPUC through a Tier 1 advice letter compliance filing.

8. A presumption that a material portion of executive incentive compensation shall be withheld if the PG&E is the ignition source of a catastrophic wildfire, unless the Commission determines that it would be inappropriate based on the conduct of the utility.

9. Executive officer compensation policies will include provisions that allow for restrictions, limitations, and cancellations of severance payments in the event of any felony criminal conviction related to public health and safety or financial misconduct by the reorganized PG&E, for executive officers serving at the time of the underlying conduct that led to the conviction. Implementation of this policy should take into account PG&E's need to attract and retain highly qualified executive officers.

Attachment 2:

Terms, Acronyms & Definitions

Term	Definition for Executive Compensation Filing Purposes
Amended Contract	Any compensation contract whose terms and conditions have been changed after the initial contract terms were established. Any modification in compensation terms and conditions, including modifications to Short-Term and/or Long-Term Incentive Program structures, is an amendment to a contract. Continuing employment under those modified terms and conditions implies an employee's acceptance of the modified terms and conditions.
Base Salary	Base Salary includes all regular, non-incentive-based cash or equity compensation paid to an individual. Base Salary can include cash and equity compensation based on longer than weekly, bi-weekly, or monthly terms if the award of that compensation is not incentive based (see Incentive-Based Compensation). Benefits unique to executives are indirect or ancillary compensation.
Benefit Programs	Provide financial security in the case of death, disability, sickness, or retirement. They include statutory benefits such as Social Security, Medicare, Workers Compensation, and Unemployment Insurance. Executives also participate in other company benefits such as vacation, holidays, sick days, severance pay, life insurance, and medical insurance.

Term	Definition for Executive Compensation Filing Purposes
Cliff Vesting	Cliff vesting is when an employee becomes fully vested on a specified date rather than becoming partially vested in increasing amounts over an extended period.
Earned Value	Value at the date of vesting.
Earnings Targets or Earnings Thresholds	An amount of corporate earnings (typically measured as earning per share) that must be achieved before some, or all, of an element of incentive compensation is paid out.
Executive Officer	Executive officer means any person who performs policy making functions and is employed by the public utility subject to the approval of the board of directors, and includes the president, secretary, treasurer, and any vice president in charge of a principal business unit, division, or function of the public utility. (Public Utilities Code section 451.5(c)) Energy Safety considers divisions or units responsible for electric operations, gas operations or wildfire-related functions principal business units, divisions or functions of the public utility. For the exact code language see Attachment 4.
Foundational Goal	A goal or collection of goals, that if not met, can result in a deduction to the amount of the STIP award. This failure is separate from any deductions due to a failure to meet a required performance trigger. Effectively, foundational goals operationalize the normal discretion afforded by a Compensation Committee. As used by SCE,

Term	Definition for Executive Compensation Filing Purposes
	<p>targets associated with these goals are unspecified and there is no specific trigger.</p>
Graded Vesting	<p>Graded vesting is a type of vesting in which employees receive a certain percentage of vesting after each year of service. The percentage increases a certain amount each year. For example, many companies use a five-year schedule in which the employee receives 20 percent each year.</p>
Grant Value	<p>Value determined using the same methodology used to determine grant value for that form of compensation for the electrical corporation’s officers whose compensation is disclosed in a proxy statement. If none of the electrical corporation’s officers have compensation disclosed in a proxy statement, then the grant value would be determined using the methodology that would apply if Item 402(c) of Regulation S-K applied to the disclosure of the compensation for the electrical corporation’s executive officers.</p>
Incentive-Based Compensation	<p>Compensation awarded based on meeting performance metrics that are measurable and enforceable.</p>
Indirect or Ancillary Compensation	<p>Indirect or ancillary compensation are special entitlement programs made available to all executives or a select group of executives. Indirect or ancillary compensation can include but are not limited to supplemental insurance, health club, country club or other memberships, company cars, drivers to and from work, first class travel, the use of company</p>

Term	Definition for Executive Compensation Filing Purposes
	airplanes for personal travel, financial planning services, security services, coverage of relocation costs, home purchase/sale assistance, supplemental disability and life insurance, and pension benefits.
Long-Term Incentive Program	The Long-Term Incentive Program (LTIP) includes all incentive-based compensation held or delayed for three or more years. To determine whether compensation is “delayed three or more years” subtract the calendar year of grant from the calendar year of payment.
Majority	Greater than 50 percent.
Named Executive Officers (NEOs)	As defined by the Securities and Exchange Commission.
New Contract	A new contract is any compensation contract or agreement entered on or after the date of an electrical corporation’s previous executive compensation structure submission to Energy Safety. For the purposes of compliance with section 8389(e)(6)(A), executive officers are presumed to have a compensation contract under California law.
Performance Share Unit (PSU)	Performance shares, as a form of stock compensation, are allocations of company stock given to managers and executives granted only if certain company-wide performance criteria are met.
Performance Trigger	A goal that must be met for there to be any payout of a short-term incentive category or

Term	Definition for Executive Compensation Filing Purposes
	the entire short-term incentive. It is not a deduction or discretionary.
Performance-Based Restricted Share Unit (PRSU)	See definition of Performance Share Unit.
Restricted Share Unit or Restricted Stock Unit (RSU)	RSUs are a form of stock-based employee compensation. An employee is granted a certain number of shares which they will receive in the future. RSUs are restricted during a vesting period (typically 3-5 years), during which time they cannot be sold. Upon vesting, they are just like any other shares of company stock. Unlike stock options, RSUs will always have some value based on the underlying shares. The entire value of vested RSUs must be included as ordinary income in the year of vesting for tax purposes.
Short-Term Incentive Program	The Short-Term Incentive Program (STIP) includes all incentive-based compensation awarded on a performance term of less than three years.
Stock Grant	The award of shares of stock in a company
Stock Option	The option to purchase stock in a company at a set price at a future date in time
Supplemental Executive Retirement Plan (SERP)	A nonqualified retirement plan for key company employees, such as executives, provides benefits above and beyond those covered in other retirement plans. There are two general types of SERPs: Unfunded and funded. For an unfunded SERP, the employer contractually promises to pay certain compensation-related benefits at a

Term	Definition for Executive Compensation Filing Purposes
	date in the future. However, that contractual agreement or promise is not secured. An unfunded plan is subject to creditor claims. For a funded SERP, the company puts the assets in a trust account. A funded plan is generally not subject to creditor claims.
Supra-Majority	Over two-thirds.
Total Compensation (TC)	The sum of: Base Salary + Short-Term Incentive Program compensation + Long-Term Incentive Program compensation + Indirect and Ancillary compensation.
Total Direct Compensation (TDC)	The sum of: Base Salary + Short-Term Incentive Program (STIP) compensation + Long-Term Incentive Program (LTIP) compensation.
Total Incentive Compensation (TIC)	The sum of: Short-Term Incentive Program (STIP) compensation + Long-Term Incentive Program (LTIP) compensation.

Attachment 3:

Metric Categories and Subcategories

Standardized categorization of metrics allows for a more uniform analysis and cross-comparison of executive compensation structures among electrical corporations and the changes in metrics and executive compensation structures over time. Standardized metric categorization will not inhibit staff analysis that recognizes the nuances of metrics that may have cross-category impacts. Electrical corporations submitting requests for approval of ~~2023~~2024 executive compensation structures should categorize metrics in accordance with the following guidelines:

Categories

Metrics should be assigned to the following categories:

- Wildfire Safety
- Other Safety
- Security (infrastructure, cyber, etc.)
- Customer Service (including reliability)
- Environmental, Social, Governance (ESG)
- Diversity, Equity, and Inclusion (DEI)
- Other Operational/Improvement
- Financial

Safety Metric Subcategories

Safety metrics should be classified and reported in the following subcategories:

- Wildfire Mitigation Metrics, Performance/Goal Achievement, and Compliance/Adherence
- Emergency Response
- Public Safety – Other Electric⁴
- Public Safety – Gas⁵

⁴ Not including emergency response (either internal or external)

⁵ Not including emergency response (either internal or external)

- Public Safety – Generation⁶
- Workforce Safety (employee and contractor)

Categorization Guidelines

Use the following guidelines when categorizing metrics. This list is not meant to be exhaustive. The intent of the guidelines should be considered when categorizing other metrics not specified in this list.

- Achievement of any capital expenditure targets (regardless of type) should be classified as financial.
- System Average Interruption Duration Index (SAIDI), System Average Interruption Frequency Index (SAIFI), Customer Average Interruption Duration Index (CAIDI) and Customers Experiencing Multiple Interruptions (CEMI) should be classified as Customer Service (Reliability).

⁶ Not including emergency response (either internal or external)

Attachment 4:

Statutory Authorities & Regulatory Guidance

Relevant Code Sections and Past Regulatory Guidance

Public Utilities Code Section 8389(e)(4) and (6)(A,B)

(e) The executive director of the commission shall issue a safety certification to an electrical corporation if the electrical corporation provides documentation of the following:

(4) The electrical corporation has established an executive incentive compensation structure approved by the division and structured to promote safety as a priority and to ensure public safety and utility financial stability with performance metrics, including incentive compensation based on meeting performance metrics that are measurable and enforceable, for all executive officers, as defined in Section 451.5. This may include tying 100 percent of incentive compensation to safety performance and denying all incentive compensation in the event the electrical corporation causes a catastrophic wildfire that results in one or more fatalities.

...

(6)

(A) The electrical corporation has established a compensation structure for any new or amended contracts for executive officers, as defined in Section 451.5, that is based on the following principles:

(i) (I) Strict limits on guaranteed cash compensation, with the primary portion of the executive officers' compensation based on achievement of objective performance metrics.

(II) No guaranteed monetary incentives in the compensation structure.

(ii) It satisfies the compensation principles identified in paragraph (4).

(iii) A long-term structure that provides a significant portion of compensation, which may take the form of grants of the electrical corporation's stock, based on the electrical corporation's long-term performance and value. This compensation shall be held or deferred for a period of at least three years.

(iv) Minimization or elimination of indirect or ancillary compensation that is not aligned with shareholder and taxpayer interest in the electrical corporation.

(B) The division shall approve the compensation structure of an electrical corporation if it determines the structure meets the principles set forth in subparagraph (A) and paragraph (4).

(Amended by Stats. 2021, Ch. 115, Sec. 82. (AB 148) Effective July 22, 2021.)

Public Utilities Code Section 451.5(c)

For purposes of this section, “executive officer” means any person who performs policy making functions and is employed by the public utility subject to the approval of the board of directors, and includes the president, secretary, treasurer, and any vice president in charge of a principal business unit, division, or function of the public utility.

(Added by Stats.2004, c. 759 (A.B.2303), § 1.)

Decision 20-05-053 Assigned Commissioner Ruling (ACR 9)

On February 18, 2020, the Commission issued Decision (D.) 20-05-053 (the PG&E bankruptcy decision) that, among many other actions, minimally and conditionally approved PG&E’s 2020 executive compensation program, and adopted Proposal 9 of the Assigned Commissioner Ruling (ACR) to inform future PG&E executive compensation submissions, which included the following nine additional requirements for PG&E.

1. Publicly disclosed compensation arrangements for executives.
2. Written compensation agreements for executives.
3. Guaranteed cash compensation as a percentage of total compensation that does not exceed industry norms.
4. Holding or deferring the majority or super-majority of incentive compensation, in form of equity awards, for at least three years.
5. Basing a significant component of long-term incentive compensation on safety performance, as measured by a relevant subset of by the Safety and Operational Metrics to be developed, as well as customer satisfaction, engagement, and welfare. The remaining portion may be based on financial performance or other considerations.
6. Annual review of awards by an independent consultant.
7. Annual reporting of awards to the CPUC through a Tier 1 advice letter compliance filing.
8. A presumption that a material portion of executive incentive compensation shall be withheld if the PG&E is the ignition source of a catastrophic wildfire, unless the

Commission determines that it would be inappropriate based on the conduct of the utility.

9. Executive officer compensation policies will include provisions that allow for restrictions, limitations, and cancellations of severance payments in the event of any felony criminal conviction related to public health and safety or financial misconduct by the reorganized PG&E, for executive officers serving at the time of the underlying conduct that led to the conviction. Implementation of this policy should take into account PG&E's need to attract and retain highly qualified executive officers.