

August 2, 2021

Advice 6280-E

(Pacific Gas and Electric Company ID U 39 E)

Public Utilities Commission of the State of California

Subject: Pacific Gas and Electric Company's Quarterly Advice Letter Pursuant to the Office of Energy Infrastructure Safety's Compliance Operational Protocols and Assembly Bill 1054 Regarding the Implementation of Its Approved Wildfire Mitigation Plan and Its Safety Recommendations

Pursuant to California Public Utilities Code (PUC) Section 8389(e)(7) and the Office of Energy Infrastructure Safety (OEIS), (formerly the Wildfire Safety Division) *Compliance Operational Protocols* issued on February 16, 2021 (Compliance Operational Protocols), Pacific Gas and Electric Company (PG&E) respectfully submits this Tier 1 Quarterly Advice Letter (QAL) detailing the status of its current wildfire mitigation plan, recommendations of the most recent safety culture assessment, recommendations of the Board of Directors' safety committee meetings that occurred during the quarter, and a summary of the implementation of safety committee recommendations from the previous QAL submittal (if any).

Background

On July 12, 2019, Governor Newsom signed Assembly Bill (AB) 1054 into law adding Section 8389(e)(7) to the PUC. Section 8389(e)(7) requires, as one of the conditions for the executive director of the Commission issuing a safety certification, documentation of the following:

The electrical corporation is implementing its approved wildfire mitigation plan. The electric corporation shall file a Tier 1 advice letter on a quarterly basis that details the implementation of both its approved wildfire mitigation plan and recommendations of the most recent safety culture assessment, and a statement of the recommendations of the board of directors' safety committee meetings that occurred during the quarter. The advice letter shall also summarize the implementation of the safety committee recommendations from the electrical corporation's previous advice letter filing. If the division has reason to doubt the veracity of the statements contained in the advice letter filing, it shall perform an audit of the issue of concern.

On February 16, 2021, OEIS issued the Compliance Operational Protocols which provided further guidance and requirements for electrical corporations filing QALs in addition to the existing requirements established by Section 8389(e)(7). Specifically, the Compliance Operational Protocols standardized the QAL submission dates across electrical corporations, described the information and materials to be included in the QAL, and also required the submission of Wildfire Mitigation Plan (WMP) initiative progress in a separate document referred to as the Quarterly Initiative Update (QIU).

This QAL submission is for the second quarter (Q2) of 2021 pursuant to the requirements of AB 1054 and the Compliance Operational Protocols. PG&E notes that Section 8389(e)(7) refers to the implementation of an *approved* WMP. We submitted our 2021 WMP on February 5, 2021 and its approval by OEIS and the Commission is still pending. However, PG&E has started implementing the initiatives and programs described in the 2021 WMP. Thus, this QAL addresses the implementation of the 2021 WMP for Q2 2021.

Q1 2021 Update

WMP Regulatory Background and Scope of QAL:

As indicated above, PG&E submitted our 2021 WMP on February 5, 2021.¹ On March 17, 2021 and April 22, 2021, we provided errata for our 2021 WMP. In the 2021 WMP, PG&E described approximately 140 initiatives. We also highlighted 53 commitments for 2021 in Table PG&E-7.1-1 of our 2021 WMP.² The 53 commitments represent areas that “we are focused on delivering for 2021 (by the next annual update).”³

On June 3, 2021, in response to the OEIS’s *Revision Notice for Pacific Gas and Electric Company’s 2021 Wildfire Mitigation Plan Update* (Revision Notice), we updated our 2021 WMP to respond to the six critical issues identified in the Revision Notice.

Our Q2 2021 QIU, which is being submitted concurrently with this QAL, provides progress updates for all of the initiatives described in our 2021 Revised WMP. To minimize repetition between the QAL and the QIU, this submission will focus on providing additional details associated with the 53 commitments.

2021 WMP Commitments Summary:

A table of all 53 commitments including the current status is provided in Appendix 1. A summary of the status of these commitments, broken down by 2021 WMP Area, is provided in Table 1 below. The Compliance Operational Protocols indicated that five

¹ PG&E’s 2021 WMP is available at www.pge.com/wildfiremitigationplan.

² 2021 Revised WMP at pp. 319-325.

³ 2021 Revised WMP at p. 318.

potential status designations should be used for each initiative or commitment.⁴ The Compliance Operational Protocols also indicated that electrical corporations should use the same format and colors as used by Southern California Edison Company in a July 2019 Report (SCE Report).⁵ Because the status designations in the Compliance Operational Protocols differed from the status designations in the SCE Report, we used the designations in the Compliance Operational Protocols for both the QAL and the QIU.⁶ In this QAL, as well as in the QIU, we tried to match the colors from the SCE Report. In Table 2 below, we provide the color schema used in the QAL and the QIU for the five status designations included in the Compliance Operational Protocols.

Table 1: Summary of 53 2021 WMP Commitments

| 2021 WMP Area | Completed | In Progress | Planned | Delayed | Cancelled | Total |
|---|-----------|-------------|----------|----------|-----------|-----------|
| A. Risk Assessment and Mapping | | 6 | | | | 6 |
| B. Situational Awareness and Forecasting | 5 | 11 | | | | 16 |
| C. Grid Design and System Hardening | 1 | 7 | | 7 | | 15 |
| D. Asset Management and Inspections | | 3 | | 1 | | 4 |
| E. Vegetation Management and Inspections | 1 | 2 | | | | 3 |
| G. Data Governance | | 2 | | | | 2 |
| I. Emergency Planning and Preparedness | | 1 | | 1 | | 2 |
| J. Stakeholder Cooperation and Community Engagement | | 3 | | | | 3 |
| K. Protocols on Public Safety Power Shutoff | | 2 | | | | 2 |
| Total | 7 | 37 | 0 | 9 | 0 | 53 |

Table 2: Mapping of Status Designation and Color Schema

| SCE Report | Completed | On Track | Not Started | Off Track | N/A |
|------------|-----------|-------------|-------------|-----------|-----------|
| QAL/QIU | Completed | In Progress | Planned | Delayed | Cancelled |

⁴ Compliance Operational Protocols at p. 9 (indicating status should be: completed, in progress, planned, delayed, or cancelled).

⁵ Compliance Operational Protocols at p. 9.

⁶ The Compliance Operational Protocols indicated the same five status designations for the QIU as are used in the QAL. See Compliance Operational Protocols at p. 6 (indicating status designations for QAL are completed, in progress, planned, delayed, and cancelled).

Details of 9 Delayed Commitments in PG&E's 2021 WMP:

In this section of the QAL, we provide information regarding the nine delayed commitments. In Table PG&E-7.1-1, we provided a Unique ID for each commitment. Below, we have included the Unique ID, the name of the activity, a brief description of the activity, and the status. In addition, it is important to note that in the discussion below, we refer to quarterly targets for certain commitments. These quarterly targets are generally not included in the 2021 WMP, but instead represent our internal targets in order that we can meet the annual target specified in the 2021 WMP as a commitment. However, we felt it was important to share with the Commission, OEIS, and stakeholders our internal quarterly targets for these commitments so as to provide full transparency on where we expected to be by the end of Q2 2021 and where we are in terms of progress. We have also indicated below if we have a plan in place to get a specific commitment back on track.

C.02 Generation for PSPS Mitigation (Temporary Distribution Microgrids): This commitment involves the development of at least 5 additional distribution microgrid Pre-installed Interconnection Hubs (PIH) by December 31, 2021. Although this commitment is on track to meet its target completion date by the end of the year, in an abundance of caution and consistent with the procedure in our previous quarterly submissions, we have identified it as delayed because we failed to meet our Q2 target. Specifically, through Q2, 4 PIHs have been developed, which falls short of the Q2 target of 5. This commitment had a slow start in Q2 due to coordination and planning failures causing delays in material deliveries and resources. However, a recovery plan is in place and the program is tracking to meet completion by the target date of December 31, 2021. Additionally, coordination and workplans for the remaining in progress microgrids (6 more in progress in addition to the 4 completed) are in place to prevent future issues and construction resources are scheduled to complete the work.

C.06 Distribution Sectionalizing (automated devices): This commitment involves the installation of 250 distribution sectionalizing devices by December 31, 2021. Through Q2, 157 devices have been installed, which falls just short of the Q2 target of 158. This commitment was subject to a slow start in Q1 due to emergency events in January and February, specifically Public Safety Power Shutoff (PSPS) and Wind Events. These emergency events delayed identifying and scoping all 2021 distribution sectionalizing projects, which was not completed until February. Despite the slow start, this commitment remains on track to meet its goals by the original target date of December 31, 2021.

C.07 Transmission Switches: This commitment involves the installation of 29 SCADA Transmission switches to provide flexibility and sectionalization for PSPS events by September 1, 2021. Through Q2, 19 SCADA switches have been installed, which falls short of the Q2 target of 22. This commitment experienced delays due to multiple periods in which temperatures were higher than expected (over 80 degrees) and planned clearances had to be cancelled. A recovery plan is in place and we are updating and validating the clearance schedules for the remaining planned switches. This commitment

is expected to complete the installation of all 29 switches by the target date of September 1.

C.08 Distribution line legacy 4C Controllers: This commitment involves the replacement of all remaining distribution line legacy 4C controllers that are in Tier 2 and Tier 3 High Fire Threat District (HFTD) areas by December 31, 2021. In the 2021 WMP, we estimated approximately 84 remaining distribution line legacy 4C controllers located in Tier 2 and Tier 3 HFTD areas. Of these 84 units, 4 were completed in 2020, which resulted in the 2021 target being reduced to 80. A recent review identified that the updated HFRA analysis brought one more location into scope bringing the total to 81 units in scope for 2021. While this additional unit is not in an HFTD area, it fits with the intent of the commitment, therefore we are updating our target and recovery plan to 81 units in 2021. Through Q2, 31 devices have been replaced, which falls short of the Q2 target of 80. This commitment was primarily delayed by a slow start in Q1 due to emergency events in January and February (PSPS and Wind Events) and a reprioritization of the work plan in February. While this commitment experienced early delays, pre-construction activities on the remaining controllers targeted for 2021 have progressed with 32 controllers ready for construction. Given this, we anticipate meeting the full year target of replacing all 81 remaining distribution line legacy 4C controllers that are in Tier 2 and Tier 3 HFTD areas.

C.09 Fuse Savers (Single Phase Reclosers): This commitment involves the installation of 70 sets of single phase reclosers by December 31, 2021. Through Q2, 0 reclosers have been installed, which falls short of the Q2 target of 1. This commitment had a slow start due to late identification of the 2021 workplan as a result of updating the risk model. This commitment is expected to achieve the end of year commitment with all 70 targeted units (plus some buffer units) designed and either ready for construction or pending permits.

C.11 Expulsion Fuse Replacement (Non-Exempt Equipment): This commitment involves replacing approximately 1,200 fuses/cutouts and other non-exempt equipment identified on poles in Tier 2 and Tier 3 HFTD areas by December 31, 2021. Through Q2, 96 units have been replaced, which falls short of the Q2 target of 450. This commitment had a slow start due to late identification of the 2021 workplan because of updating 2021 Wildfire Distribution Risk Model. Scoping of all 2021 locations was completed in late April and the re-forecasted workplan began in late May. We anticipate meeting the full year target of 1,200 units by year end.

C.13 System Hardening (Line Miles): This commitment involves hardening 180 miles of the highest risk miles by December 31, 2021. Through Q2, 71 miles have been constructed, which falls short of the Q2 target of 72. This commitment had a slow start due to late identification of the 2021 workplan because of updating the risk model which required a rebuilding of the project pipeline. This commitment has clear line of sight to achieve the end of year commitment with 90 miles in progress or ready for construction,

and 106 miles designed and awaiting permits, creating a more than adequate pipeline of work to exceed the WMP commitment of 180 miles by the end of the year.

D.03 Transmission HFTD Inspections (structures): This commitment involves enhanced inspections of transmission structures. Through Q2, 20,159 structures have been fully inspected, which falls short of the Q2 target of 22,590. Despite being behind schedule, significant progress was made during Q2 and it is expected the target will be met. Full Transmission WMP inspections units are counted when both ground and aerial planned inspection types are completed. Note that per the WMP in page 633, climbing inspections only occur for 500kV transmission tower structures. The table below reflects the number of partial inspections on the transmission structures for each of the three inspection types as of Q2. The data in the table below is inclusive of the 20,159 fully inspected transmission structures.

| Inspection Type | # of Partial Inspections on Transmission Structures as of Q2 2021 |
|-----------------|---|
| Ground | 25,607 |
| Aerial | 20,547 |
| Climbing | 1,386 |

This initiative fell behind plan at the end of Q1 due to delays with pre-execution dependencies involving final workplan approvals, contractor selection and onboarding, and technology enhancements. However, resources have been allocated to support the increased inspection volumes and ensure completion by the July 31, 2021 commitment due date.

I.02 Trained Workforce for Service Restoration: This commitment includes four activities with specific milestone dates for each activity. The first activity, to complete Phase III SEMS training (ICS 300 / 400) for all Command staff and select roles in General staff by June 30, 2021 was missed primarily due to tracking towards the overall end of year commitment deadline instead of the June 30, 2021 milestone date. Training sessions for Phase III SEMS training have been scheduled on alternating weeks moving forward through the remainder of 2021. All Command & General Staff team members are enrolled in the classes needed to complete Phase III and are targeted to be completed by December 31, 2021.

The second activity, the completion of G197 (Integrating Access and Functional Needs) training by September 1, 2021, is delayed/at risk primarily due to limited class availability. G197 training is instructor led by the Office of Emergency Services (Cal OES). The calendar is developed by Cal OES for the entire year and PG&E was able to secure 3 courses in 2021. PG&E successfully executed all three courses, however, approximately 32% of the 173 profiled EOC staff have completed the available G197 training. Recovery plans have been developed which include substituting IS368 web-based AFN for G197 per an agreement with Cal OES, measuring completion performance weekly with the

target completion date remaining at September 1, 2021, and partnering with Cal OES and peer utilities to develop a utility focused G197 AFN course.

The third and fourth activities of this commitment are on track and involve completing PSPS-0001WBT PSPS Restoration Overview and the PSPS-0002WBT Distribution Control Center (DCC) Operator Trainings before the December 31, 2021 due date.

Board of Directors' Safety and Nuclear Oversight Committee – Q2 2021 Update

The PG&E Board of Directors' Safety and Nuclear Oversight (SNO) Committee is an important part of PG&E's Board-level oversight of safety, enterprise risk, and other matters. A SNO Committee also concurrently exists at the PG&E Corporation Board (together referred to as the SNO Committees).

This section describes the SNO Committees' composition and oversight activities and is organized as follows:

1. Membership and Safety Experience
2. Oversight
3. Safety Topics Covered in SNO Committees' Meetings
4. Recommendations of the SNO Committees and Management Implementation

Membership and Safety Experience

The Boards exhibit diversity of experience, skills, and attributes to effectively oversee the companies' operations. As part of the establishment of the current Boards in 2020, we agreed that directors should demonstrate one or more of a list of skills specific to our companies' needs (the skills matrix), and key Board leaders would have substantial expertise in areas such as wildfire mitigation, natural gas operations, risk management, and cybersecurity. The SNO Committees' members are appointed after a careful consideration of their SNO-specific experience. Please refer to "Attachment A" for additional information.

Oversight

The SNO Committees maintain joint responsibility with the Boards for safety oversight. The SNO Committees receive regular safety reports from management that include performance metrics, reporting on serious incidents, and actions to improve employee, contractor, customer, and public safety.

The SNO Committees oversee PG&E's WMP and receive regular updates on its execution, engage with senior leadership, and regularly report out to the companies' Boards on the WMP progress. In addition, the Chair of the SNO Committees personally interacts with the CPUC on an ad hoc basis to provide insight on the WMP. Other significant focus areas include worker and public safety, safety culture, safe nuclear

operations, evaluation of top enterprise risks, such as risks to key assets, facilities, and technologies, and as of May 2021, cyber security risk.

We are including as Attachment B to this Advice Letter a copy of the Safety Culture and Governance Quarterly Report No. 11-2021 in Compliance with CPUC Decision 18-11-050, submitted on July 30, 2021, for additional information on our Board and specifically the SNO Committees.

Safety Topics Covered in SNO Committee Meetings

During the second quarter of 2021, the SNO Committees held meetings on April 20 and June 15, as well as a joint meeting with the Audit Committees, the Compliance and Public Policy Committee, and the Technology and Cyber Security Committee on April 21 and a joint meeting with the People and Compensation Committee on June 2.

During the April meeting, the SNO Committees received a safety tailboard on heat illness and a safety performance update, including discussion of Serious Injuries or Fatalities (SIF) actual and potential events as well as Days Away, Restricted, or Transferred (DART) rates. The Committees also reviewed the Contractor Safety program and Industrial and Office Ergonomics programs. Additionally, the Committees received an update on the Wildfire Mitigation Plan and Corrective Action Plan. The Committees reviewed performance results, including public and workforce safety, from Nuclear Operations, Electric Operations, and Gas Operations. Lastly, the Committees received an update on risks related to transmission system-wide blackout.

During the April joint meeting, the SNO Committees and the Audit Committees jointly reviewed the enterprise cyber security risk and received an update on compliance maturity. Additionally, the Committees reviewed the Internal Audit report for the first quarter of 2021 and progress of the 2021 Audit Plan. The SNO Committees' primary focus is reports related to operational audits.

During the June meeting, the SNO Committees received a safety tailboard on lightning safety and reviewed safety performance and corrective actions for SIF actual and potential events and DART rate. Additionally, the Committees reviewed the Worksite Tailboard enhancements and nuclear safety performance. Lastly, the Committees discussed the Corrective Action Plan for the Enhanced Vegetation Management Program, filed with the CPUC on May 6, 2021, and received an enterprise risk overview related to emergency preparedness and response.

During the June joint meeting, the SNO Committees and the People and Compensation Committee discussed the Short-Term Incentive Plan fire reduction target proposal.

Recommendations of Boards of Directors' Safety Committee Meetings During Q2 2021

There is an ongoing dialogue between the Chair of the SNO Committees and management, with frequent engagement around the implementation of the workforce safety strategy, safety performance updates, and corrective actions in the normal course of business. Additionally, the SNO Committees made the following specific, safety-related recommendations to management during the second quarter of 2021:

- Prepare a contingency plan in case the Diablo Canyon Power Plant is not at full capacity during the summer.
- Find out if PG&E has a specification for rollover-cab protection for mini-excavators.
- Preview the next Corrective Action Report with the SNO Committees.
- Continue to strengthen Job Hazard analysis and tailboards.

Management Implementation of Recommendations Described in Q1 2021 QAL (Advice Letter 6182-E)

The following summarizes actions that management has taken to implement guidance and direction from the SNO Committees that was described in Advice Letter 6182-E for the first quarter of 2021.

- Recommendation #1: Complete a review of induction risk, current controls, gaps, and design an improvement plan. Consider requiring multi-point grounding when it is available.

Management's response: Management has reviewed current practices and provided clarification as part of Bulletin TD-2345M-B018. Management provided day-long trainings to all 10 Overhead Transmission Line Service Centers on the importance of adherence to procedures on the grounding safety around induced lines. Studies on induced voltage are ongoing, but updates to safety procedures on multi-point grounding for 500kv and select 230kv lines are in progress to be updated this year.

- Recommendation #2: Establish practice of verifying closure of action items coming from SIF investigations a year after they were implemented.

Management's response: Management addressed this recommendation, and the verification of closure and effectiveness of action items from SIF investigations is included in the scope of the Safety Audit program. The expectation is outlined in the Safety Audit Standard (SAFE-4501S), audit scoping document and communications.

- Recommendation #3: Discuss with other utilities the impact of COVID-19 on mutual aid agreements.

Management's response: Management held regional and national discussions with mutual assistance organizations. Additionally, Edison Electric Institute stood up a TIGER team to standardize processes to support COVID-safe mutual assistance mobilization, which stimulated conversation across the industry and resulted in member alignment and socialization of exposure mitigation.

Protests

*****Due to the COVID-19 pandemic, PG&E is currently unable to receive protests or comments to this advice letter via U.S. mail or fax. Please submit protests or comments to this advice letter to EDTariffUnit@cpuc.ca.gov and PGETariffs@pge.com*****

Anyone wishing to protest this submittal may do so by letter sent via U.S. mail, facsimile or E-mail, no later than August 23, 2021, which is 21 days⁷ after the date of this submittal. Protests must be submitted to:

CPUC Energy Division
ED Tariff Unit
505 Van Ness Avenue, 4th Floor
San Francisco, California 94102

Facsimile: (415) 703-2200
E-mail: EDTariffUnit@cpuc.ca.gov

Copies of protests also should be mailed to the attention of the Director, Energy Division, Room 4004, at the address shown above.

The protest shall also be sent to PG&E either via E-mail or U.S. mail (and by facsimile, if possible) at the address shown below on the same date it is mailed or delivered to the Commission:

Sidney Bob Dietz II
Director, Regulatory Relations
c/o Megan Lawson
Pacific Gas and Electric Company
77 Beale Street, Mail Code B13U
P.O. Box 770000
San Francisco, California 94177

Facsimile: (415) 973-3582
E-mail: PGETariffs@pge.com

⁷ The 20-day protest period concludes on a weekend; therefore, PG&E is moving this date to the following business day.

APPENDIX 1: 2021 WMP Commitments

| Plan Area | 2021 WMP Commitments – (progress as of 06/30) ^[1] | | | |
|--|---|---|--|---|
| A. Risk Assessment and Mapping | A.01- Match Drop Simulations (24 additional hours of forecast data) | A.02 - Match drop simulations (update fuel model layers) | A.03 - Re-Train Vegetation and Equipment Probability of Ignition Models | A.04 - Risk Mapping Improvements (Transmission) |
| | A.05 - Risk Mapping Improvements (Distribution) | A.06 - Model PSPS customer impacts at circuit level | | |
| B. Situational Awareness and Forecasting | B.01 - Numerical Weather Prediction | B.02 - Enhancements to Fuel Moisture Sampling and Modeling efforts | B.03 – Enhancements to Fuel Moisture Forecasting | B.04 - Enhancements to Weather Station Project (Installations and Optimization) |
| | B.05 - Enhancements to Weather Station Project (Wind Gust Model) | B.06 - Medium- to Seasonal-Range Diablo Wind Forecasting | B.07 - Information Sharing | B.08 - SmartMeters™ - Partial Voltage Detection |
| | B.09 - Sensor IQ Pilot Deployment ^[2] | B.10 - Distribution Arcing Fault Signature Library | B.11 - Enhancements to Fire Potential Index (FPI) Model | B.12 - Safety and Infrastructure Protection Team (SIPT) Staffing |
| | B.13 - Enhancements to Outage Producing Wind (OPW) Model | B.14 - Wildfire Safety Operations Center (WSOC) - Procedure Update | B.15 - Wildfire Safety Operations Center (WSOC) - Expand Active Incidents Visibility | B.16 - HD Cameras |
| C. Grid Design and System Hardening | C.01 - Assess Motorized Switch Operator (MSO) switches | C.02 - Generation for PSPS Mitigation (Temporary Distribution Microgrids) | C.03 - Generation for PSPS Mitigation (Substation Distribution Microgrids) | C.04 - Emergency Back-up Generation – PG&E Service Centers & Materials Distribution Centers |
| | C.05 - Remote Grid | C.06 - Distribution Sectionalizing (automated devices) | C.07 - Transmission Switches | C.08 - Distribution line legacy 4C controllers |
| | C.09 - Fuse Savers (Single phase reclosers) | C.10 - Rapid Earth Fault Current Limiter (REFCL) Pilot | C.11 - Expulsion Fuse Replacement (non-exempt equipment) | C.12 - Surge Arrester Replacements |
| | C.13 - System Hardening (line miles) | C.14 - Butte County Rebuild | C.15 - System Hardening - Transmission Conductor | |

^[1] Red dotted outline = Commitment is partially or completely due prior to the end of 2021 (12/31). Status color: Purple = Completed; Green = In Progress; Grey = Planned; Red = Delayed; White = Cancelled

^[2] This Status assumes the 2021 WMP is approved. If and when the 2021 WMP is approved, the 2020 WMP Change Order approved on 1/5/2021 for this commitment will be superseded by the 2021 WMP and thus the second phase of the Sensor IQ initiative to complete the full evaluation for how to use this technology would no longer be in scope for 2021 as the 2021 WMP commits to completing the second phase in Q1 2022 (3/31/2022).

| | | | | |
|--|--|---|---|--|
| D. Asset Mgmt. and Inspections | D.01 - Distribution HFTD Inspections (poles) | D.02 - Substation HFTD Inspections (substations) | D.03 - Transmission HFTD Inspections (structures) | D.04 - Infrared Inspections of Transmission Electric Lines and Equipment |
| E. Vegetation Management | E.01 - EVM (line miles) | E.02 - VM Community and Environmental Engagement | E.03 - VM Transmission Right of Way Expansion | |
| G. Data Governance | G.01 - Research Proposals (Open Innovation Challenge) | G.02 - Cal Poly Wildland Urban Interface (WUI) Fire Information Research and Education (FIRE) Institute | | |
| I. Emergency Planning and Preparedness | I.01 - Staffing to Support Service Restoration | I.02 - Trained Workforce for Service Restoration | | |
| J. Stakeholder Cooperation and Community Engagement | J.01 - Community Based Organizations (CBOs) Coordination | J.02 - Community Engagement | J.03 - Customer and Community Outreach | |
| K. Protocols on Public Safety Power Shutoff | K.01 - Customer and Agency Outreach During PSPS Events | K.02 - Mitigate Impacts on De-Energized Customers | | |



ADVICE LETTER SUMMARY

ENERGY UTILITY



MUST BE COMPLETED BY UTILITY (Attach additional pages as needed)

Company name/CPUC Utility No.: Pacific Gas and Electric Company (ID U39E)

Utility type:

- ELC GAS WATER
 PLC HEAT

Contact Person: Kimberly Loo

Phone #: (415)973-4587

E-mail: PGETariffs@pge.com

E-mail Disposition Notice to: KELM@pge.com

EXPLANATION OF UTILITY TYPE

ELC = Electric GAS = Gas WATER = Water
 PLC = Pipeline HEAT = Heat

(Date Submitted / Received Stamp by CPUC)

Advice Letter (AL) #: 6280-E

Tier Designation: 1

Subject of AL: Pacific Gas and Electric Company's Quarterly Advice Letter Pursuant to the Office of Energy Infrastructure Safety's Compliance Operational Protocols and Assembly Bill 1054 Regarding the Implementation of Its Approved Wildfire Mitigation Plan and Its Safety Recommendations

Keywords (choose from CPUC listing): Compliance

AL Type: Monthly Quarterly Annual One-Time Other:

If AL submitted in compliance with a Commission order, indicate relevant Decision/Resolution #:

Does AL replace a withdrawn or rejected AL? If so, identify the prior AL: No

Summarize differences between the AL and the prior withdrawn or rejected AL:

Confidential treatment requested? Yes No

If yes, specification of confidential information:

Confidential information will be made available to appropriate parties who execute a nondisclosure agreement. Name and contact information to request nondisclosure agreement/ access to confidential information:

Resolution required? Yes No

Requested effective date: 8/2/21

No. of tariff sheets: 0

Estimated system annual revenue effect (%): N/A

Estimated system average rate effect (%): N/A

When rates are affected by AL, include attachment in AL showing average rate effects on customer classes (residential, small commercial, large C/I, agricultural, lighting).

Tariff schedules affected: N/A

Service affected and changes proposed¹: N/A

Pending advice letters that revise the same tariff sheets: N/A

¹Discuss in AL if more space is needed.

Protests and all other correspondence regarding this AL are due no later than 20 days after the date of this submittal, unless otherwise authorized by the Commission, and shall be sent to:

CPUC, Energy Division
Attention: Tariff Unit
505 Van Ness Avenue
San Francisco, CA 94102
Email: EDTariffUnit@cpuc.ca.gov

Name: Sidney Bob Dietz II, c/o Megan Lawson
Title: Director, Regulatory Relations
Utility Name: Pacific Gas and Electric Company
Address: 77 Beale Street, Mail Code B13U
City: San Francisco, CA 94177
State: California Zip: 94177
Telephone (xxx) xxx-xxxx: (415)973-2093
Facsimile (xxx) xxx-xxxx: (415)973-3582
Email: PGETariffs@pge.com

Name:
Title:
Utility Name:
Address:
City:
State: District of Columbia Zip:
Telephone (xxx) xxx-xxxx:
Facsimile (xxx) xxx-xxxx:
Email:

Advice 6280-E
August 2, 2021

Attachment A

Safety and Nuclear Oversight Committee

**RESOLUTION OF THE BOARD OF DIRECTORS OF PACIFIC GAS
AND ELECTRIC COMPANY**

Safety and Nuclear Oversight Committee

RESOLUTION OF THE BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY

July 1, 2020

WHEREAS, in connection with the settlement resolving the consolidated shareholder derivative litigation seeking recovery on behalf of PG&E Corporation (the “Corporation”) and Pacific Gas and Electric Company (the “Utility”) (together, the “Companies” or “PG&E”) for alleged breaches of fiduciary duty by certain current and former officers and directors, the Companies agreed to implement certain corporate governance therapeutics, including therapeutics relating to establishment of safety oversight committees of the Companies’ respective Boards of Directors; and

WHEREAS, in testimony and briefing submitted in connection with the California Public Utilities Commission’s (“CPUC”) Order Instituting Investigation regarding the Utility’s proposed Plan of Reorganization (“POR”) filed pursuant to Chapter 11 of title 11 of the United States Code (“Chapter 11”), the Corporation stated its intent to implement certain governance matters, including certain matters relating to this Committee; and

WHEREAS, in Decision 20-05-053, the CPUC required, as a condition of its approval of the POR, that PG&E implement its proposal to create the positions of Chief Risk Officer and Chief Safety Officer reporting to the Safety and Nuclear Oversight Committee

NOW, THEREFORE, BE IT RESOLVED that, the Board reaffirms the establishment of the Safety and Nuclear Oversight Committee, to consist of at least three directors, one of whom shall be appointed as the Committee’s chair; and

BE IT FURTHER RESOLVED that all members of the Safety and Nuclear Oversight Committee shall satisfy independence and qualification criteria established by this Board of Directors (as set forth in this corporation’s Corporate Governance Guidelines), shall be “independent” as defined by standards established by any stock exchange on which securities of this corporation or the Utility are traded, and shall satisfy one or more of the following safety expertise criteria:

1. Specific substantial expertise related to wildfire safety, wildfire prevention, and/or wildfire mitigation;
2. Specific substantial expertise related to the safe operation of a natural gas distribution company;
3. Specific substantial expertise related to enterprise risk management, including cyber security, and/or experience with nuclear safety; and

BE IT FURTHER RESOLVED that the basic responsibility of the Safety and Nuclear Oversight Committee shall be to advise and assist this Board of Directors with respect to the oversight and review of (i) policies, practices, goals, issues, risks, and compliance relating to safety (including public and employee safety), and compliance issues related to PG&E’s nuclear, generation, gas and electric transmission, and gas and electric distribution operations and facilities (“Operations and Facilities”), (ii) significant operational performance and other compliance issues related to such Operations and Facilities, and (iii) risk management policies and practices related to such Operations and Facilities. This role is one of oversight and in no way alters management’s authority, responsibility, or accountability. More specifically, with respect to such Operations and Facilities, the Committee shall, among other things:

1. Review significant policies and issues related to safety, operational performance, and compliance.

2. Review and provide oversight of the Utility's wildfire mitigation plan, other natural disaster mitigation activities, and related investments
3. Review and provide oversight of the Utility's Public Safety Power Shutoff ("PSPS") program and related investments, including:
 - (a) the Utility's commitment to narrow the scope of PSPS events, including through the deployment and utilization of sectionalizing devices, weather stations, and microgrids; and
 - (b) the Utility's commitment to improve its execution of any necessary PSPS events, including by reinforcing the Utility's website and call centers, improving the quality and accessibility of outage maps, strengthening coordination with government agencies, promoting customer options, improving outreach to vulnerable customers, and improving the effectiveness of the Utility's Emergency Operations Center.
4. Review with management, including the Chief Risk Officer, the principal risks related to or arising out of PG&E's Operations and Facilities (including risks that are identified through PG&E's enterprise risk management program and that are selected in consultation with this Board of Directors and its committees, as applicable), and assess the effectiveness of PG&E's programs to manage or mitigate such risks, including with respect to:
 - (a) the safe and reliable operation of any nuclear facilities owned by PG&E;
 - (b) integrity management programs for PG&E's gas operations and facilities; and
 - (c) asset management programs for PG&E's electric operations and facilities.
5. Review and discuss how PG&E can continue to improve its safety practices and operational performance.
6. Review and discuss the results of PG&E's goals, programs, policies, and practices with respect to promoting a strong safety culture.
7. Review the impact of significant changes in law and regulations affecting safety and operational performance.
8. Advise this corporation's Compensation Committee on appropriate safety and operational goals to be included in PG&E's executive compensation programs and plans.
9. Oversee PG&E compliance with any safety and operational metrics developed and approved by the CPUC (the "Safety and Operational Metrics").
10. Meet at least six times per year. Such meetings shall include at least semiannual joint meetings with the Utility's Safety and Nuclear Oversight Committee, this corporation's Audit Committee, the Utility's Audit Committee, and the corporation's Compliance and Public Policy Committee to discuss PG&E's compliance program and any other topics agreed upon by those committees.
11. (a) Review the adequacy and direction of PG&E's corporate safety functions, including the appointment and replacement of any chief safety officer of this corporation (or any officer who is similarly given direct responsibility for overseeing enterprise-wide safety matters at the corporation) (the "Chief Safety Officer"), (b) review with the Chief Safety Officer the responsibilities, budget, and staffing of the corporation's safety function, (c) periodically review PG&E's corporate safety and health functions, goals, and objectives represented in PG&E's five-year planning process, and (d) periodically review

reports provided to management by the Chief Safety Officer and any chief safety officer of the Utility (or any officer who has direct responsibility for overseeing safety matters at the Utility).

12. Serve as a channel of communication between the Chief Safety Officer and the Chief Risk Officer, on the one hand, and this Board of Directors, on the other hand.

13. Meet separately with the Chief Safety Officer, and also with the Chief Risk Officer, from time to time, at the discretion of the Chair of the Committee.

14. Report regularly (and at least semiannually) to this Board of Directors on deliberations and actions taken by the Committee, and issues considered and addressed as part of the Committee's oversight responsibilities, including, when appropriate, detailed recommendations based on the Committee's review of the Utility's expenditures, protocols, and procedures with respect to the Committee's oversight of the Utility's wildfire mitigation plan, PSPS program, and related investments, and the Utility's compliance with the Safety and Operational Metrics.

15. Track progress against the Utility's Wildfire Safety Improvement Plan, as approved by the CPUC, and reflecting the new terms of the Utility's probation imposed on April 3, 2019 (the "April 2019 Probation") regarding wildfire safety. The Committee is to report in writing to the Board of Directors of the Utility at least quarterly, and also present orally to the Board of Directors of the Utility at least quarterly, that company's progress in meeting the terms of the approved Wildfire Safety Improvement Plan and the terms of the April 2019 Probation and, to the extent there are shortfalls, how the Utility will address the shortfalls.

16. Report periodically to the CPUC staff on the Committee's oversight responsibilities, including, when appropriate, detailed recommendations based on the Committee's review of the Utility's protocols, and procedures with respect to the Committee's oversight of the Utility's wildfire mitigation plan, PSPS program, and related investments, and the Utility's compliance with the Safety and Operational Metrics.

17. Review the Utility's responses to recommendations of the current Independent Safety Oversight Committee, and any additional or future Independent Safety Advisor or Independent Safety Monitor following termination of the current federal probation/monitorship.

BE IT FURTHER RESOLVED that the Committee shall approve the hiring of all executive officers of the Corporation prior to executive officer candidates being presented to the full Board of Directors for approval; and

BE IT FURTHER RESOLVED that the members of the Safety and Nuclear Oversight Committee shall periodically visit PG&E's nuclear and other operating facilities; and

BE IT FURTHER RESOLVED that the Chief Safety Officer shall provide reports to the Safety and Nuclear Oversight Committee, including (1) regular reports regarding the status of PG&E's policies, practices, standards, goals, issues, risks, and compliance relating to safety,

(2) regular reports regarding activities relating to creation and instillation of safety culture at PG&E, (3) regular reports relating to establishment of and performance on safety metrics, including monthly reports regarding key performance metrics relating to workforce safety,

(4) annual reports regarding the overall workforce safety plan; the processes, procedures, and budgets for achieving desired workforce safety metrics; and a plan for monitoring performance and enabling interim actions to modify the plan to improve safety performance as appropriate, and (5) reports on such other topics as may be requested by the Committee; and

BE IT FURTHER RESOLVED that the Chief Risk Officer shall provide reports to the Safety and Nuclear Oversight Committee, including (1) regular reports regarding the status of PG&E's policies, practices, standards, goals, issues, and compliance relating to risks associated with operations and the environment related to public safety, (2) regular reports regarding activities relating to integration of risk management into business strategy, quantification of risk limits, and the development of plans to mitigate risks, (3) annual reports regarding the processes, procedures, and budgets for achieving desired risk mitigation, and (4) reports on such other topics as may be requested by the Committee; and

BE IT FURTHER RESOLVED that the Chief Risk Officer shall provide reports directly to the Committee regarding risk assessment and mitigation activities relating to Operations and Facilities; and

BE IT FURTHER RESOLVED that this corporation's Chief Ethics and Compliance Officer shall regularly provide reports to the Safety and Nuclear Oversight Committee regarding activities relating to establishment of and performance on compliance and ethics metrics related to PG&E's Operations and Facilities; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee also may request reports from any member of senior management of PG&E, that such reports shall be provided within a reasonable time of the request, and that any dispute or unreasonable delay with respect to such a request shall be documented in the Committee's minutes; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall be empowered to act independently of other committees of this Board of Directors and shall not be subject to direction or limitation by any other committee of this Board, subject to applicable legal restrictions and stock exchange standards; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall fix its own time and place of meetings and shall, by a majority vote of its members, and subject to the California Corporations Code and this corporation's Articles of Incorporation and Bylaws, prescribe its own rules of procedure; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall have the right to retain or utilize, at this corporation's expense, the services of such firms or persons, including independent counsel, third-party safety and utility operations experts, or other advisors, as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities and to provide analysis and assist the Committee with its oversight obligations; and

BE IT FURTHER RESOLVED that the Committee shall have the right to request and receive from this Board of Directors reasonable resources to assist it in exercising its duties and responsibilities, and that such requests, and any failure to provide such requested resources, shall be documented and explained in the minutes of the Committee and this Board; and

BE IT FURTHER RESOLVED that, unless otherwise designated by the Committee, the Corporate Secretary of this corporation, or an Assistant Corporate Secretary, shall serve as secretary to the Safety and Nuclear Oversight Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on April 29, 2020 is hereby superseded.

Cheryl F. Campbell

A. SNO-Specific Education and Training

- Xcel Energy (Denver, CO), 2004 – 2018
Senior Vice President (2011 – 2018); Vice President—Colorado Operations (2009 – 2011); Director, Asset Strategy (2004 – 2009)
Participated in a number of safety programs and trainings, including several focused on developing safe workplace practices and behaviors, safety leadership, safety culture, identifying hazards, and behavioral safety in general. Participated in a number of safety meetings annually—including monthly work group safety meetings, quarterly regional safety meetings (with line workers), and annual working foreperson conferences for linepersons and fitters (which discussed safety issues at the line level, understanding risk, and communicating safety concerns with co-workers who are not following safety procedures). Also interacted regularly with safety speakers at these annual conferences, including individuals who had suffered serious injuries from safety incidents in the utility industry. Routinely interacted with and spoke about safety at annual safety kick-off meetings, mid-year safety campaigns, and on regular crew visits in the field.
- Pacific Gas and Electric Company and PG&E Corporation (San Francisco, CA), 2019
Board Member
As a member on the Boards of PG&E Corporation and Pacific Gas and Electric Company (together, PG&E), including during the on-boarding process, received general information regarding safety programs and culture at the companies, and received more targeted safety training regarding, among other things, hazards and associated mitigations for field work in connection with PG&E's gas and electric operations and power generation.
- As part of the ongoing training and education provided by PG&E, conducted 7 field visits and facility tours to meet with employees, observe employees and contractors performing work in the field, and tour safety training facilities and operating facilities.

B. Direct, Supervisorial or Management Level SNO-Specific Work Experience

- Xcel Energy (Denver, CO), 2004 – 2018
Senior Vice President (2011 – 2018); Vice President—Colorado Operations (2009 – 2011); Director, Asset Strategy (2004 – 2009)
As Senior Vice President, led the gas business unit across eight states with 2 million customers. Responsible for both employee and public safety. Member of the Executive Safety Team, which met quarterly with the Corporate Safety VP to review and discuss successes as well as continuous improvement for safety overall. Performance metrics in both areas improved significantly during tenure in both the gas unit and enterprise wide.

Also served as Chair, President and CEO of WestGas InterState, Inc., a FERC-regulated interstate gas pipeline subsidiary of Xcel Energy.

As VP of Colorado Operations, responsible for gas operations within the state of

Colorado. Began the first in-line inspection (pigging) program at Xcel Energy in Colorado in 2008. Successfully led efforts to develop a distribution asset renewal program, focused on leak prone pipe (cast iron, bare steel, and early polymers)—obtaining support from both senior executives and the Colorado PUC. This program was later rolled into Xcel Energy’s Distribution Integrity Management Program (DIMP). Met regularly with field employees—at job sites and service centers—discussing safety and challenges.

As Director of Asset Strategy, led the development of integrity management programs, which are developed to reduce the risk of and improve the safety of key infrastructure. Included developing programs for performing maintenance, hydrostatic pressure testing, well testing, and processes for testing and replacing assets. Also improved record keeping and data processes across a number of areas, including asset data, maintenance records, and inspection information. Developed a data-driven risk management system in partnership with various state public utility commissions to assess risk, and set acceptable risk levels. Was a member of the Executive Safety Team from 2011 to retirement in 2018. Met quarterly to discuss safety progress, culture change, and safety culture issues. Provided direction to the Corporate Safety department on the effectiveness or specific safety programs. Regularly met with line-level employees and the technical staff, along with the safety leadership team, to discuss current safety issues and potential safety issues. Attended quarterly employee driven safety meetings, where employees would raise safety issues or concerns. Workshopped solutions to quickly implement responses to those concerns together with employees and the safety leadership team.

Worked with the Corporate Vice President for Safety to set annual safety performance targets, review program effectiveness, discuss enterprise-wide as well as gas-specific safety concerns, and identify best practices at peer firms. Also worked closely with the Xcel Energy Board of Directors, particularly the Safety and Operational Committee, to discuss gas asset risks and safety culture, safety management systems, and related topics.

In addition to the regular quarterly meetings on the Safety Executive Team, and quarterly employee-led safety meetings, met monthly with gas leaders across the enterprise from 2012 to 2018 to discuss employee and public safety issues. Focus was on close calls/near misses, incidents where employees had failed to follow safety procedures, safety management systems, and effectively implementing “change management.” Began implementation of American Petroleum Institute Recommend Practice 1173, concerning the development of an Enterprise Safety Management System. Completed the initial analysis and stages or implementation during tenure.

- Colorado Interstate Gas Company (Colorado Springs, CO), 1984-2003
Variety of positions, including Engineer to Director.
Experience includes design, operations, strategic planning, mid-stream operations, supply management and regulatory (FERC). All leadership positions included responsibility for safety of the employees and public around system infrastructure.

Member of the leadership team during the implementation of one of the first comprehensive In-line Inspection (ILI) programs in the country—now an industry standard.

- Gold Shovel Association (Tempe, AZ), January 2019 to February 2020 - Executive Director
February 2020 to present – Vice Chair of Board of Directors for Gold Shovel Association Executive Director
Lead non-profit organization aimed at reducing damage to underground infrastructure, including, gas, electric, water, and telecommunications infrastructure, during excavations. Companies that participate have seen significant reductions in the damage caused during excavations. Pacific Gas and Electric Company and the City of Sacramento are members of the Association.

C. **SNO-Specific Board of Directors Experience**

- PG&E Corporation and Pacific Gas and Electric Company, 2019 – present.
Chair of each company’s Safety, Nuclear and Operations committee.
Regularly interface with PG&E’s Chief Safety Officer, setting expectations, discussing programs, reviewing metrics.
- American Gas Association Operations Management Committee (Washington, D.C.), 2009 – 2018
Executive Committee Member, Operations Management Committee Chair (2017)
Group meets regularly to discuss overall gas operations and safety-specific issues, including public safety, worker safety, and cyber-security. Group consists of senior industry leaders representing about 45 companies across the nation, representing the majority of customers and assets in the gas industry. Participated in meetings in the aftermath of the San Bruno tragedy and other incidents to develop proactive industry positions on improving safety and operations. Also regularly attended annual Executive Safety Summits, focusing on industry hazards, safety management systems, safety culture, interacting with local emergency responders, worker safety, and damage prevention. Participated in the AGA Peer Review program—with Xcel Energy being reviewed in 2015. As part of that commitment/participation, acted as the Executive peer reviewer for ConEd. The program is a one-week intense review of a company’s programs around safety and operations, including employee interviews and site visits. At the end of the week, the Executive peer reviewer provides the company with feedback on leading practices as well as opportunities for improvement.
- Department of Transportation Gas Pipeline Advisory Committee (GPAC) (Washington, D.C.), 2014 – 2018
Member
The GPAC is an integral part of the process for making changes to the federal safety regulations for gas pipelines. It includes representatives from industry, government and the public. During tenure on the GPAC, the group discussed regulatory updates/changes to a wide variety of safety regulations including pipeline integrity management (transmission and distribution), plastic piping, construction inspection, damage prevention, management of change Operator Qualification, and record keeping. Also discussed and provided guidance on the implementation of congressional mandates passed in the wake of the San Bruno

tragedy. Participated in a task force aimed at reducing barriers to implement pipeline safety management systems (SMS). Worked with industry groups and individual companies to assess SMS adoption and implementation status, and assess impediments to rapid implementation.

- Dynamic Risk (Calgary, Canada), December 2018 – present
Consultant and Independent Panel Member
The Massachusetts Department of Utilities retained Dynamic Risk to perform an assessment of the safety and integrity of gas infrastructure within the state of Massachusetts after the Merrimack Valley event in September 2018. As an Independent Review Panel member, reviewed 11 companies—including investor-owned utilities, privately-owned providers, and municipal utilities—including plans and programs, Operations & Maintenance manuals, work procedures, and overall operations. Performed field site visits, discussing processes & procedures, employee safety and public safety with various field crews. Final report complete and available online.
The Massachusetts Department of Utilities hired Dynamic Risk in fall 2019 to perform a safety assessment of the newly installed facilities due to several identified shortfalls in abandonment and leaks on newly installed assets. Participated and directed work on assessment – final report available in 2020.

D. Other Previous and Current Board Positions

- Hoffman Southwest (Orange County, CA), 2018 – Present
Independent Director, Audit Committee Member
- JANA Technology (Toronto, Canada), January 2020 – present. Advisory Board member for privately held company focused on asset risk assessment/prediction and data management. Privately held.
- Colorado Oil & Gas Association (Denver, CO), 2010 – 2018
Director
- Engineering Advisory Council—College of Engineering, Colorado University, Boulder (Boulder, CO), 2016 – 2018
Member
- Building Opportunity Through Leadership & Diversity (BOLD) —College of Engineering, Colorado University, Boulder (Boulder, CO), 2012 – 2015
Advisory Council Member
- Public Education and Business Coalition (PEBC) (Denver, CO), 2010 – 2014
Member of the Finance Committee
- Junior Achievement of Southern Colorado (Colorado Springs, CO), 1990 – 2002
Board Member, Member of Strategic Planning Committee

E. Other Current Professional Commitments

- N/A

Jessica L. Denecour

A. SNO-Specific Education and Training

- (Masters Degree awarded) M.S., Cyber Security Operations and Leadership, University of San Diego, San Diego, CA - 2017 (attended 2015-2017)
- Yearly Corporate Employee Safety and Security training at Varian Medical Systems (2006-2017)
- Stanford University Executive Institute (2008) included some material on risk management

B. Direct, Supervisorial or Management Level SNO-Specific Work Experience

- Lead cybersecurity function as Chief Information Officer at Varian Medical Systems from 2006-2017
- Lead cybersecurity function as VP of Infrastructure at Agilent Technologies (2000-2004)
- At Varian Medical as a member of the executive team, we built a safety and security culture as our products and software were under FDA regulation and our mission was to save lives (our products treated cancer). Safety was critical as we were dealing with radiation and people lives as a result.

C. SNO-Specific Board of Directors Experience

- Chair of CyberSecurity Committee (board director) at MobileIron (2017-2020)
- Member of Audit committee (board director) at MobileIron (2017-2020)
- Chair of Technology and CyberSecurity committee (board director) at Pacific Gas and Electric (June 2020 – June 2021)

D. Other Previous and Current Board Positions

- Board Director at the Children's Discovery Museum of San Jose (2010-2017) which included oversight on risk, safety, and technology/security

E. Other Current Professional Commitments

- N/A

Admiral Mark E. Ferguson III

A. SNO-Specific Education and Training

- Qualified as damage control assistant and gas free engineer, US Navy Firefighting School, Philadelphia, PA (1992).
- Qualified as Landing Signal Officer to oversee shipboard aviation safety for operation of helicopters from vessels at sea (1992).
- Qualified as a nuclear propulsion engineer by US Navy/Department of Energy (1992). Trained in radiological controls, electrical safety and shipboard safety programs incident to the operation and maintenance of naval nuclear power plants. Qualified as engineering officer of the watch for naval nuclear power plants.

B. Direct, Supervisorial or Management Level SNO-Specific Work Experience

- Damage Control Assistant, USS South Carolina (CGN 37) (1989-1992). Responsible for management of all shipboard firefighting, flooding control, damage control, and fire safety programs for a vessel with crew of over 400 personnel. Certified as the ships' gas free engineer.
- Nuclear Propulsion Engineer, USS South Carolina (CGN-37) (1979-1983). Engineering officer of the watch, supervised the operation of shipboard nuclear power plants.
- Reactor Officer, USS Dwight D. Eisenhower (CVN-69) (1989-1992). Responsible for the safe operation, maintenance, and training and certification of 400 assigned personnel for two nuclear reactors onboard an aircraft carrier.
- Commanding Officer, USS Benfold (DDG 65) (1995-1997). Responsible for operations and the management of all safety programs for a vessel with crew of 300 personnel.
- Commander, Destroyer Squadron 18 (2000-2001). Responsible to certify safe operation and provide oversight of safety programs for six ships and 1500 personnel.
- Co-Chair, US Navy Safety Council (2011-2014). Responsible for safety policy, funding, and management of accident reporting and lost work statistics for the Navy Department and a 320,000 workforce.
- Chair, Nuclear Weapons Council (2011-2014). Responsible for management of physical security and security personnel certification for the Navy's nuclear weapons stockpile.
- Commander, US Naval Forces Europe and Africa (2014-2016). Responsible for physical security of five installations and management of personnel security, operational safety programs and vehicle safety programs for over 10,000 personnel stationed in Europe and Africa.

C. SNO-Specific Board of Directors Experience

- VSE Corporation, Alexandria VA (2017- Present). As member of audit and governance committees, oversees the VSE industrial safety programs in the refurbishment and repair of military and commercial vehicles, ships and aircraft.

D. Other Previous and Current Board Positions

- Navy Federal Credit Union, Merrifield, VA (2007-2008). Volunteer official and board member for world's largest credit union, serving members of the armed forces.
- Navy Marine Corps Relief Society, Arlington, VA (2008-2011). Society provides financial assistance, counseling, and in-home nurse care to Navy and Marine Corps service members and their families.
- Center for Naval Analyses, Arlington, VA (2017-Present). Chairman of the audit committee and member of ethics and governance committee for a not-for-profit federally-funded research and development center.
- VSE Corporation, Alexandria, VA (2017-Present). Member of the audit committee, compensation and human resources committee, and governance committee.

E. Other Current Professional Commitments

- Institute for Defense Analysis: Senior Advisor to the Defense Science Study Group (DSSG). This is a program of education and study that introduces science and engineering professors to the security challenges of the United States. The program is directed by the nonprofit Institute for Defense Analyses (IDA) and is sponsored by the Defense Advanced Research Projects Agency (DARPA).
- MK3 Global LLC: Defense consulting firm that advises on leadership, digital transformation, operational design, and planning of military operations. Evaluates the NATO exercise program with a focus on leader performance. MK3 Global LLC is a service-disabled, veteran-owned small business.

W. Craig Fugate

A. **SNO-Specific Education and Training**

- State of Florida: Certified Paramedic/Firefighter.

B. **Direct, Supervisorial or Management Level SNO-Specific Work Experience**

- Emergency Manager, Alachua County, Fl (1987-1997). Disaster Planning and Response Coordination, included hazardous materials, and the Crystal River Nuclear Power Plant (50 miles Emergency Planning Zone).
- Director, Florida Division of Emergency Management (2001-2017). Oversaw the State's Nuclear Power Plant Exercise Program, Hazardous Material Program, and response to all Governor Declared Disasters as the Governor's Authorized Representative and State Coordinating Officer.
- Administrator, FEMA (2009-2017). Coordinated on behalf of the President response and recovery to all Federally declared disasters.

C. **SNO-Specific Board of Directors Experience**

- N/A.

D. **Other Previous and Current Board Positions**

- America's Public Television Stations.
- At-Large Trustee (2017 – Present).

E. **Other Current Professional Commitments**

- Craig Fugate Consulting LLC.
- One Concern, Chief Emergency Management Office.
- North Florida Amateur Radio Club (Amateur Radio Emergency Services).

Michael R. Niggli

A. SNO-Specific Education and Training

- As an executive officer and director of several companies, participated in safety education and training for electric, natural gas, water and nuclear facilities. Involved in setting corporate safety metrics, establishing safety reporting procedures, directing the installation of substantial safety related equipment, and implementing new safety protocols designed to improve the level of safe operations for our employees, customers and the general public.
- Safety education and training includes body mechanics, safe work processes, hazardous chemical awareness and handling, the use of radiation measuring devices, cardio-pulmonary resuscitation, electrocution, fire response, hypothermia responses, ignition prevention and emergency communications.
- Merchant Mariners certification (Captain's License) which indicates proficiency in safe operation of small vessels.

B. Direct, Supervisorial or Management Level SNO-Specific Work Experience

- President & COO, San Diego Gas & Electric Co (2006-2013). Served in various roles including President & COO wherein had responsibility for all electric and gas operations for the Company. This included the safe operation of the electric and gas facilities, safety of employees, contractors, customers and the general public.
- President of Sempra Generation (2001-2006). President of Sempra Energy's international power generation company. This included the development, construction, operation and maintenance of power plants in California, Arizona, Nevada, Texas and the Republic of Mexico. Responsible for safe operation and compliance with all State and National standards for power plant operation.
- Chairman of the Board, CEO, & President of Sierra Pacific Resources & Nevada Power Company (1998-2001). Served in various roles with overall responsibility for operation of these two companies which were independent entities and later merged operations. The companies provided regulated utility service for electric, natural gas and water operations. Safe operation of these facilities and the production of safe drinking water for customers were top priorities.
- San Onofre Nuclear Power Plant; Administrative Committee Representative for SDG&E (approx. 1984-86). Served as the Owner's Representative for administration and operation of the SONGS facility, including reviews of safety protocols, safety protocols and operating performance.
- Following the devastating wildfires in San Diego County in 2007, had the lead responsibility for the company's efforts to enhance the safety and effectiveness of electric facilities, the safety practices of employees, and communication with customers and the general public. Instituted many new programs, processes, safety protocols and innovations over the next half dozen years. These included the first "Power Safety Power Shutoff" (PSPS) program in the State of California, installation of weather monitoring stations, employment of professional meteorologists, extensive collaboration with state and local firefighting agencies, development of

new communications tools and websites for informing the public of the status of service in fire prone areas and the potential for PSPS events, purchase of the world's largest water carrying helicopter for dual use with firefighting and construction activities, the use of "pan, tilt and zoom" cameras mounted on our electric transmission towers and equipped with infrared detection capabilities, advanced vegetation management practices, the prohibition of cell phone use in company vehicles, the "electronic tagging" of our impacted field employees to ensure that we knew of their field location during fire season, the establishment of an "aircraft operations center" to coordinate with local authorities as we constructed major electric facility additions, the mounting of high capacity fiber optic lines on our electric transmission towers for joint use of agencies and universities in our fire prevention efforts, among other initiatives.

C. SNO-Specific Board of Directors Experience

- Board of Directors, ESS, Inc. (2015-present).
- Board of Directors, American Transmission Co. (2016-present).
- Board of Directors, ESVAL Water Company (2015-present).
- Board of Directors, ESSBIO Water Company (2015-present).
- While serving on these Boards of Directors, acted as a primary advocate for safe operations, establishment of appropriate safety metrics, contractor safety improvement programs and employee safety improvement.

D. Other Previous and Current Board Positions

- ESS Inc. (2018 – Present).
- American Transmission Company (2017 – Present).
- ESVAL (2015 – Present).
- ESSBIO (2015 – Present).
- Sierra Pacific Resources, Chairman of the Board, CEO, President (2000-2001).
- Nevada Power Co., Chairman of the Board, CEO, President (1998-2000).

E. Other Current Professional Commitments

- Beyond the current Board assignments, also serves on the Board of Directors of the Great Basin National Park Foundation, a non-profit organization which supports the mission of environmental stewardship, public outreach and interpretation of the resources of the Great Basin National Park.

William L. Smith

A. SNO-Specific Education and Training

- Completed numerous safety and safety management classes over 37-year career with BellSouth/AT&T (1979-2016). These included general safety, safe driving, aircraft safety, office safety, trenching and shoring safety, and a variety of safety classes relating to working in aerial plant facilities.
- Completed all PG&E corporate safety classes during 2020, including helicopter safety and nuclear safety.

B. Direct, Supervisory or Management Level SNO-Specific Work Experience

- Managed AT&T's Technology Operations organization of over 100k employees and approximately 50k contractors for several years. These responsibilities included all aspects of operational safety in a large field organization.
- Worked closely with all US Government agencies on cyber security cases, involving cyber security attacks from foreign and domestic entities.
- Worked in the heavy construction industry and operated many types of large construction equipment.

C. SNO-Specific Board of Directors Experience

- Served on several public company boards over the last twenty years, most in the tech or related to the tech industry. All included general employee safety issues.
- Represented PG&E one EEI during the second half of 2020.
- Serve on the Advisory Board of Tillman Global Holding, LLC, a provider of communications infrastructure around the world.

D. Other Previous and Current Board Positions

- Previously served as a director of Oclaro, Inc. (telecommunications) (2009 to 2012, 2018).

E. Other Current Professional Commitments

- N/A

Advice 6280-E
August 2, 2021

Attachment B

Safety and Culture Governance Quarterly Report

PACIFIC GAS AND ELECTRIC COMPANY
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT
NO. 11-2021
IN COMPLIANCE WITH CPUC DECISION 18-11-050
SUBMITTED JULY 30, 2021

(PUBLIC VERSION)



PACIFIC GAS AND ELECTRIC COMPANY
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT
NO. 11-2021
IN COMPLIANCE WITH CPUC DECISION 18-11-050
SUBMITTED JULY 30, 2021

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**PACIFIC GAS AND ELECTRIC COMPANY
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT
NO. 11-2021
IN COMPLIANCE WITH CPUC DECISION 18-11-050**

I. Introduction: PG&E's Safety Focus

In May 2021, PG&E Chief Executive Officer (CEO) Patti Poppe declared at the all-coworker meetings: "Everyone and everything is always safe." This declaration – which Ms. Poppe called PG&E's safety stand – synthesizes how we think about safety and how that thinking guides and informs all our actions. It is a mindset we are asked to bring with us to every job and every task. It defines not how things will be in the future but how things must be right now.

Also in May 2021, PG&E announced the appointment of five Regional Vice Presidents accountable for delivering high-quality performance to our customers and ensuring the safety, availability, and reliability of regional operations for our hometowns. The Regional Vice Presidents will live and work in their assigned communities, close to the customers they are dedicated to serving, so they can build strong collaborative relationships and develop solutions to operational issues based on a deep understanding of local needs. The Regional Vice Presidents report to the Executive Vice President and Chief Customer Officer and are supported by a local team that includes a Regional Safety Director. The Regional Safety Directors report to the Chief Safety Officer and are charged with monitoring and improving safety performance across their assigned regions and partnering with functional leaders to ensure consistency across the company. In addition to their Regional responsibilities, each Safety Director also has enterprise safety responsibilities.

Despite the measures described in our last quarterly report to improve our safety performance, particularly in the areas of contractor safety and transportation safety, two contract coworkers tragically lost their lives and one contract coworker was seriously injured while working for PG&E during this past quarter.

The first fatality occurred on May 28. A contractor groundman was performing excavation work on a dirt-sloped hill when the mini-excavator he was operating lost traction. The operator jumped from the excavator, which rolled down the hill and landed on top of him.

The second fatality occurred on June 15. A contractor system inspector was driving a pickup truck on a right-of-way road. The passenger-side tires left the narrow dirt road causing the truck to roll down a hillside into a ravine. The individual was ejected outside the vehicle and was pronounced dead on route to the hospital.

The serious injury occurred on May 15. A breaker bar broke and hit a contractor mechanic in the head causing multiple injuries.

On June 18, in response to these serious safety incidents, PG&E issued a safety stand-down on all excavation activities, including use of mini-excavators, until an extent of condition was performed and hazard control plans were submitted and reviewed. The safety stand-down included a requirement for

employees and contractors to refrain from traveling on hazardous or unpaved roadways until all PG&E and contract teams covered the safe practices and expectations that were designed to mitigate these hazards. In addition, PG&E temporarily stopped all scheduled Wildfire Risk System Inspections and Vegetation Management climbing operations through June 21, as these activities frequently require traveling on potentially hazardous or unpaved roadways. The safety stand-down remained in effect for PG&E and contract coworkers until leaders engaged their teams to discuss standards and practices for safe driving, including:

- When in doubt, “stop the job” by stopping your vehicle whenever you feel unsure or unsafe, or if the road surface or conditions change;
- Hold an effective tailboard utilizing “Start with 6”¹ prior to performing any work that requires driving;
- Adhere to all safety requirements before driving starts, including fastening seatbelts, eliminating distraction, and securing all items inside the vehicle in accordance with our Rural Driving Safety (EQIP-0200 WBT) training;
- When encountering unsafe road conditions or obstacles, do not assume the hazard is known by others; report it immediately;
- Upon identifying a roadway with hazardous conditions that cannot be avoided, make alternative transport arrangements, such as walking or hiking, all-terrain vehicle, helicopter, etc. after first ensuring those other modes can be completed safely; and
- Obey all postings, signage, barriers, and other restrictions or instructions while driving on any type of road.

Since the previous Safety OII Quarterly Report, PG&E’s Internal Audit department began a sustainability audit of four NorthStar recommendations. The recommendations under audit are F-1 (Safety OII Implementation and Sustainability), F-2 (Supervisor in the Field), F-5 (Field Safety/Best Practices Sharing) and III-1 (Board Qualifications). This internal audit, coupled with the quarterly sustainability certifications and plan updates provided in the quarterly reports, are part of PG&E’s sustainability program for the NorthStar recommendations. Audit results are expected in Q3.

This report addresses our work and progress toward NorthStar Consulting’s recommendations from April 1, 2021 through June 30, 2021, and is detailed as follows:

- Executive Summary
- Conclusion
- Appendix: Sustainability Update, Board of Directors Reporting and Safety Program Updates

¹ “Start with 6” tailboard details discussed on page 3.

II. Executive Summary

A. Safety Performance

In addition to the two tragic fatalities and one serious injury described above, we experienced 19 SIF-potential events this past quarter. An important mitigation to these serious injury and fatality incidents is timely, quality SIF investigations and timely closure of the corrective actions to prevent reoccurrence. So far in 2021, 94% of SIF investigations have been completed on-time (within 30 days) and 95% of SIF corrective actions were closed on-time.

In late April, PG&E introduced a program to improve rigor and consistency of pre-job **tailboard delivery**. Pre-job tailboards must be discussed at the worksite prior to every job and appropriately updated when conditions change. This program outlines six essential elements, in the form of questions, that are required to ensure tailboard effectiveness. Field leaders shared a “Start with 6” video with their teams with completion verification provided back to EH&S. The Start with 6 questions are:

1. Are you physically and mentally able to work?
2. Do you have the required tools and supplies to safely do the work as prescribed in the procedures?
3. What 1-3 riskiest tasks have you identified and what mitigations have been taken?
4. Was the 60-minute Safety Assessor assigned?
5. Were the on-site COVID protocols assigned and discussed?
6. Have you identified what would prompt you and others to stop the job?

In an ongoing effort to improve **transportation safety**, a 360 walk-around app pilot was completed in May and has been deployed for use since the beginning of June. Vehicle walk-arounds are an important safety check to identify potential hazards above, below, and around our vehicles prior to putting them in motion. The app is one important tool to help PG&E reduce the number of motor vehicle incidents involving backing and striking stationary objects. Another tool PG&E is piloting is backup sensors. This pilot was launched with seventy-nine sensor units installed, including two different sensor technologies under evaluation. PG&E also continues to leverage and enhance its use of Vehicle Safety Technology (VST), which provides real-time, audible feedback to the driver when risky behaviors occur, such as speeding, hard acceleration, and hard braking. Through May, 89 percent of PG&E’s eligible fleet vehicles have been installed with new devices.

Since most of the SIF events involve contractors performing medium- and high-risk work, we are continuing to focus improvement efforts on our contractor safety programs. Some of these enhancements include:

- Distributed an enhanced, graded safety and health questionnaire to all contractors within this population. The intent of this questionnaire is to serve

as a robust safety audit and responses are due by July 30th. The questions included in the questionnaire are:

- Does your company evaluate its Health, Safety and Environmental (HSE) program to ensure it is effective and that all areas for improvement are identified?
 - Does your company perform self-inspections of its HSE programs?
 - Does your company perform safety audits?
 - What is the frequency at which these safety audits are conducted?
 - Who reviews the HSE audit/inspections? Job Title:
 - Does your company have a program or procedure in place for Safety and Environmental Audits and Inspections?
- Requiring contractors to provide documentation clarifying what work their employees are trained and qualified to perform.
 - Implementing a required contractor safety observation program for medium- and high-risk contractors.

B. Observations and Interventions

In addition to the 18,721 **safety observations** completed by Enterprise Health and Safety field safety professionals, 1,972 best practices were registered. Noteworthy **best practices** have been highlighted in monthly companywide communications starting in April. Continued evidence of PG&E's Speak Up culture is demonstrated with reporting near hits and achieving an anonymous reporting rate of only 1.02%, which exceeds the 2021 goal of <2%. Furthermore, 88.4% of all **Near Hits** submitted include lessons learned.

To prevent cumulative musculoskeletal discomfort experiences within the Work-From-Home (WFH) workforce, **ergonomic evaluations** continued to be a key focus area. Nearly 1,700 new ergonomic evaluations and 4,500 follow-up evaluations were conducted as well as approximately 16,000 virtual evaluations. To target the top five most frequently occurring **industrial ergonomic** issues, materials have been developed, including videos, that educate these coworkers on safer work postures and practices. For instance, safe lifting guidelines have been developed and will be deployed in Q3. Moreover, 116 **vehicle ergonomic** assessments were performed in Q2 and three new ergonomic assessors were trained.

C. Safety Culture

Safety improvement actions resulting from the **Safety Barometer survey** administered by the National Safety Council (NSC) continue to demonstrate progress towards implementation. Initiatives already executed include a job stress and safety toolkit, "caught being safe" recognition and enhanced new employee safety orientation.

Enhancing the safety leadership development training, that has been offered in various iterations since 2013, is key to elevate leadership skills. The one-day training will also exemplify the recently published Leadership and Engagement Standard and PG&E's virtues. Focus will be given to the

sustainment plan (e.g., develop a 5-year safety leadership model) that will help solidify what is learned in the one-day training. A vendor has been selected to partner in co-designing and developing **Safety Leadership Training** that will be piloted in 2022.

D. Safety Assurance

The Electric Operations Independent Safety Oversight Committee (ISOC) completed an assessment in May and preparation is underway for a Gas Operations ISOC assessment planned for September. The EO ISOC assessment was conducted with a focus on public safety within the Public Safety Power Shutoffs (PSPS) Program. The committee recognized the dedication and attention demonstrated by PG&E in addressing their previous recommendations. They specifically noted PG&E's success in standing-up the Wildfire Risk Organization for 2021, which demonstrated sustained focus and investment in improvement. The committee is encouraging PG&E to continually improve its policies, programs, and measures through context (internal and external) scanning for issues and utilizing data to drive informed decisions.

III. Conclusion

Consistent with PG&E's previous quarterly Reports, the Appendix has a progress update on the Workforce Safety Strategy, including second quarter 2021 safety performance. PG&E also certifies the ongoing execution of NorthStar's recommendations.

Attachment 1 to this Report includes approved Board of Directors (BOD) and Safety and Nuclear Oversight (SNO) Committee meeting minutes.

PG&E recognizes and remains committed to improving safety culture and safety performance. The focus is building an accountable, transparent organization that embraces raising issues and ideas, and acts upon resolving them. PG&E is moving quickly to sustain the progress we have made with the company's revamped safety strategy and identifying areas for continuous improvement.

APPENDIX

IV. Sustainability Update

A. Ongoing Execution and Sustainability

PG&E continues to execute on NorthStar's recommendations and has verified the sustainability of its Safety OII plans for the period of April 1, 2021, through June 30, 2021.

Compliance certifications for the second quarter of 2021 are shown in Table 1 below, and the status of the additional NorthStar recommendations is provided in Table 2.

**TABLE 1
MATRIX OF SUSTAINABILITY PLANS**

| Line No. | PG&E Implementation Plan | Certification Due Date | Certification Status(a) | Approver | Initial Implementation |
|----------|---|------------------------|-------------------------|---------------------|--|
| 1 | Safety Culture and Governance OII - F-2 _Supv in the Field_includes V-4 | 07/01/2021 | Certified | Jan Nimick | Report No. 04-2019 |
| 2 | Safety Culture and Governance OII - F-3 _SLD_includes VIII-1 | 07/01/2021 | Certified | Mary King | Report No. 03-2019 Report No. 03-2019 |
| 3 | Safety Culture and Governance OII - F-4 _Comprehensive Safety Strategy_includes III-2_III-3_V-3 | 07/01/2021 | Certified | Francisco Benavides | Report No. 01-2018 |
| 4 | Safety Culture and Governance OII - F-5 _Best Practice Coordination_includes IV-5_IV-6_IV-7_V-1_V-2_V-5 | 07/01/2021 | Certified | | Report No. 01-2018 |
| 5 | Safety Culture and Governance OII - III-1 _Board Qualifications | 07/01/2021 | Certified | Brian Wong | Report No. 01-2018 |
| 6 | Safety Culture and Governance OII - IV-2 _CSO_Org_Position | 07/01/2021 | Certified | Brian Wong | Report No. 01-2018 |
| 7 | Safety Culture and Governance OII - F-1 _OII Implementation Plan | 07/01/2021 | Certified | Francisco Benavides | Report No. 01-2018 |
| 8 | Safety Culture and Governance OII - IX-1 _Safety Communication | 07/01/2021 | Certified | Keith Stephens | Report No. 01-2018 |
| 9 | Safety Culture and Governance OII - IX-2 _Safety Culture Metrics | 07/01/2021 | Certified | David Hatton | Report No. 01-2018 |
| 10 | Safety Culture and Governance OII - IX-3 _Reach Every Employee | 07/01/2021 | Certified | | Report No. 01-2018 |
| 11 | Safety Culture and Governance OII - III-5 _IA Safety Role | 07/01/2021 | Certified | Stephen Cairns | Report No. 01-2018 |
| 12 | Safety Culture and Governance OII - IV-3 _Safety Dept Roles and Responsibilities_includes IV-4 | 07/01/2021 | Certified | Francisco Benavides | Report No. 01-2018 |

**TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)**

| Line No. | PG&E Implementation Plan | Certification Due Date | Certification Status(a) | Approver | Initial Implementation | |
|-----------------|--|-------------------------------|--------------------------------|---------------------|-------------------------------|--------------------|
| 13 | Safety Culture and Governance OII - IV-1 _CSO Experience | 07/01/2021 | Certified | Francisco Benavides | Report No. 01-2018 | |
| 14 | Safety Culture and Governance OII - VI -1 _Separate Safety Expenditures-RAMP | 07/01/2021 | Certified | Stephanie Williams | Report No. 01-2018 | |
| 15 | Safety Culture and Governance OII - VI – 2 _Safety IPP_includes III-4 | 07/01/2021 | Certified | | Report No. 02-2019 | |
| 16 | Safety Culture and Governance OII - VI -3 _Risk and Bus Case Planning | 07/01/2021 | Certified | | Report No. 02-2019 | |
| 17 | Safety Culture and Governance OII - VI -4 _PPM for Power Gen | 07/01/2021 | Certified | | Report No. 03-2019 | |
| 18 | Safety Culture and Governance OII - VI -5 _Session D Link to Sessions 1 and 2 | 07/01/2021 | Certified | | Report No. 02-2019 | |
| 19 | Safety Culture and Governance OII - VII-1 _STIP and LTIP Metrics_includes VII-4_VII-5 | 07/01/2021 | Certified | | Report No. 02-2019 | |
| 20 | Safety Culture and Governance OII - VII-2 _Former STIP metric tracking | 07/01/2021 | Certified | | Stephanie Williams | Report No. 01-2018 |
| 21 | Safety Culture and Governance OII - VII-3 _LTIP Safety Weight | 07/01/2021 | Certified | | | Report No. 02-2019 |
| 22 | Safety Culture and Governance OII - VII-6 _BPR Metrics | 07/01/2021 | Certified | Stephanie Williams | Report No. 01-2018 | |
| 23 | Safety Culture and Governance OII - VII-7 _Expanded Best Practice Sharing | 07/01/2021 | Certified | Francisco Benavides | Report No. 02-2019 | |
| 24 | Safety Culture and Governance OII - VIII-10 _PwrGen Training Completion | 07/01/2021 | Certified | | Report No. 01-2018 | |
| 25 | Safety Culture and Governance OII - VIII-11 _PwrGen Refresher Training | 07/01/2021 | Certified | | Report No. 03-2019 | |
| 26 | Safety Culture and Governance OII - VIII-2 _Field-first Training Profiles | 07/01/2021 | Certified | | Report No. 03-2019 | |
| 27 | Safety Culture and Governance OII - VIII-3 _SLD 360 | 07/01/2021 | Certified | | Francisco Benavides | Report No. 01-2018 |
| 28 | Safety Culture and Governance OII - VIII-4 _Mandatory Refresher Training | 07/01/2021 | Certified | | Report No. 03-2019 | |

**TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)**

| Line No. | PG&E Implementation Plan | Certification Due Date | Certification Status(a) | Approver | Initial Implementation |
|-----------------|--|-------------------------------|--------------------------------|------------------|-------------------------------|
| 29 | Safety Culture and Governance OII - VIII-5 _Human Performance Training | 07/01/2021 | Certified | | Report No. 03-2019 |
| 30 | Safety Culture and Governance OII - VIII-6 _OQ Status Reporting | 07/01/2021 | Certified | Christine Cowser | Report No. 01-2018 |
| 31 | Safety Culture and Governance OII - VIII-7 _2014 OQ Review | 07/01/2021 | Certified | Christine Cowser | Report No. 03-2019 |
| 32 | Safety Culture and Governance OII - VIII-9 _PwrGen Apprentice Program | 07/01/2021 | Certified | | Report No. 03-2019 |
| 33 | Safety Culture and Governance OII - X-1 _SEMS-CAP Integration | 07/01/2021 | Certified | | Report No. 01-2018 |
| 34 | Safety Culture and Governance OII - X-2 _CAP-NH Costs and Benefits | 07/01/2021 | Certified | | Report No. 01-2018 |
| 35 | Safety Culture and Governance OII - X-3 _CAP-NH Reporting Benefits | 07/01/2021 | Certified | | Report No. 01-2018 |
| 36 | Safety Culture and Governance OII - X-4 _IA Review of Serious Incident Investigations | 07/01/2021 | Certified | | Report No. 01-2018 |
| 37 | Safety Culture and Governance OII - X-5 _WGE Documentation Improvement | 07/01/2021 | Certified | | Report No. 01-2018 |
| 38 | Safety Culture and Governance OII - X-6 _Central Repository for Investigation info | 07/01/2021 | Certified | | Report No. 01-2018 |
| 39 | Safety Culture and Governance OII - X-7 _ Safety Communication Protocol | 07/01/2021 | Certified | | Report No. 01-2018 |
| 40 | Safety Culture and Governance OII - X-8 _Cause Evaluation Process_includes X-9 | 07/01/2021 | Certified | | Report No. 02-2019 |
| 41 | Safety Culture and Governance OII - XI-1 _Surprise Inspections for Cont Safety | 07/01/2021 | Certified | | Report No. 01-2018 |
| 42 | Safety Culture and Governance OII - XI-2 _Solely Responsible Cont Language | 07/01/2021 | Certified | Jamie Martin | Report No. 01-2018 |
| 43 | Safety Culture and Governance OII - XI-3 _Cont Incident Closure Criteria | 07/01/2021 | Certified | | Report No. 01-2018 |

**TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)**

| Line No. | PG&E Implementation Plan | Certification Due Date | Certification Status(a) | Approver | Initial Implementation |
|----------|--|------------------------|-------------------------|------------|------------------------|
| 44 | Safety Culture and Governance OII - XI-4 _Cont Safety best Practice Sharing | 07/01/2021 | Certified | | Report No. 02-2019 |
| 45 | Safety Culture and Governance OII - XI-5 _LOB Guidelines for Cont Safety | 07/01/2021 | Certified | | Report No. 02-2019 |
| 46 | Safety Culture and Governance OII - XI-6 _PwrGen Contractor On-boarding | 07/01/2021 | Certified | Jan Nimick | Report No. 01-2018 |
| 47 | Safety Culture and Governance OII - V-6 _Reduce Overall Mileage | 07/01/2021 | Certified | | Report No. 02-2019 |

(a) MetricStream compliance certification status.

Note: Additional recommendations from NorthStar’s Report – First Update (March 29, 2019) are certified in MetricStream under the plans in scope for the assessment (F-1, F-2, F-3, F-4, III-1, and IX-1). The table excludes “IX-4 Speak-up Effectiveness” and “VIII-8 OQ Feasibility Study”, which do not require ongoing actions.

B. Additional NorthStar Recommendations

At the request of SED, NorthStar performed a secondary assessment of six PG&E Safety OII plans, established in response to recommendations from NorthStar’s original report,² and included a set of additional recommendations in the NorthStar Report - First Update.³ PG&E agreed with the additional recommendations and embraced the opportunity to further improve its safety culture and governance. The status of PG&E’s implementation of these additional recommendations is provided in Table 2 below.

PG&E did not close any additional recommendation implementations during Q2 2021. One grouped recommendation under PG&E’s Safety OII plan F-2 Supervisors in the Field, which includes V-4, is still being implemented.

- F-2 recommendation item 14 - Move completed work review to the jobsite, allowing for immediate feedback before electronic records and paperwork are finalized.
- When F-2 recommendation item 14 is complete, updated closure narrative will be provided for the entire recommendation.

² NorthStar Report, issued on May 8, 2017.

³ NorthStar Report – First Update, issued on March 29, 2019.

**TABLE 2
MATRIX OF ADDITIONAL NORTHSTAR RECOMMENDATIONS AND
PG&E'S IMPLEMENTATION STATUS**

| Line No. | PG&E Implementation Plan | NorthStar Recommendation | Status |
|----------|---|---|---------------------------------|
| 1 | F-1_OII Implementation Plan | Institute version control over, and include dates for the implementation plans, completion narratives, sustainability plans and for the IA sign-off process. | Implemented Under Existing Plan |
| 2 | F-1_OII Implementation Plan | Increase the rigor and formality over target completion date changes, status changes and scope changes associated with the implementation of NorthStar's recommendations. Review the implementation status of all recommendations to ensure all elements of the recommendations have been addressed or PG&E's modifications have been documented and justified. | Implemented Under Existing Plan |
| 3 | F-1_OII Implementation Plan | Develop processes to ensure the sustainability of the implementation of NorthStar's recommendations. | Implemented Under Existing Plan |
| 4 | F-1_OII Implementation Plan | In addition to the status of the implementation of NorthStar's recommendations, continue to report to the Commission on any significant changes that might affect the sustainability of the recommendations. | Implemented Under Existing Plan |
| 5 | F-1_OII Implementation Plan | Report to the Commission on a quarterly basis the status of the One PG&E Operational Health & Safety (OH&S) Plan and associated metrics (in process). | Implemented Under Existing Plan |
| 6 | F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3 | Increase CSO oversight and governance over public and other aspects of safety to mitigate potential silos and ensure risks are adequately addressed. | Implemented Under Existing Plan |
| 7 | F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3 | Communicate results of Internal Audit (IA) safety-related audits and LOB management response to Safety, Health and Enterprise CAP (reporting to the CSO). | IA Review Complete |
| 8 | F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3 | Include the Generation Safety Lead in routine meetings between Electric Operations and Gas Operations and Safety & Health regarding the implementation of OH&S plan. | Implemented Under Existing Plan |

**TABLE 2
MATRIX OF ADDITIONAL NORTHSTAR RECOMMENDATIONS AND
PG&E'S IMPLEMENTATION STATUS
(CONTINUED)**

| Line No. | PG&E Implementation Plan | NorthStar Recommendation | Status |
|----------|--|---|---------------------------------|
| 9 | F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3 | Conduct an annual (or biennial) blue sky strategic safety planning exercise to concentrate on the changing environment, potential risks and threats. The exercise should force a comprehensive analysis of all safety-related opportunities and threats and a formal, proactive action plan. The planning exercise should: <ul style="list-style-type: none"> • Consider the environmental, financial, political, technological, infrastructure, public, workforce and other risks and safety advancements. • Include executives, management and potentially the BODs. • Be facilitated by an outside expert. • Cover ALL potential contributors to safety. | Implemented Under Existing Plan |
| 10 | F-2_Supv in the Field_includes V-4 | Increase the number of Supervisors in Electric Operations, Gas Operations and Power Generation field operations to comply with Corporate Procedure HR-2010-P01 thereby limiting the span of direct reports to a maximum of 1:20. | Implemented Under Existing Plan |
| 11 | F-2_Supv in the Field_includes V-4 | Commit to a target level of dedicated time in supervisors calendars each week for time in the field; guidance will remain flexible for each LOB to take into consideration the different job functions and geographic work considerations. | Implemented Under Existing Plan |
| 12 | F-2_Supv in the Field_includes V-4 | Transfer administrative tasks such as scheduling of work, training and paperwork review, from the Supervisor to the office-based staff. | Implemented Under Existing Plan |
| 13 | F-2_Supv in the Field_includes V-4 | Formalize Gas, Electric, and Power Generation management expectations for supervisors spending time in the field and communicate techniques for how to reduce impediments in each LOB thereby increasing time in the field. | Implemented Under Existing Plan |
| 14 | F-2_Supv in the Field_includes V-4 | Move completed work review to the jobsite, allowing for immediate feedback before electronic records and paperwork are finalized. | Plan in Progress |
| 15 | F-2_Supv in the Field_includes V-4 | Reduce travel requirements for field personnel and supervisors who are frequently assigned to work or attend meetings outside their normal work locations. | Implemented Under Existing Plan |
| 16 | F-3_SLD_includes VIII-1 | Continue to provide Crew Lead Safety Leadership training courses for employees that move into Crew Lead positions. Automatically include Crew Lead Safety Leadership training in the training profiles for new crew leads. | Implemented Under Existing Plan |

**TABLE 2
MATRIX OF ADDITIONAL NORTHSTAR RECOMMENDATIONS AND
PG&E'S IMPLEMENTATION STATUS
(CONTINUED)**

| Line No. | PG&E Implementation Plan | NorthStar Recommendation | Status |
|----------|----------------------------|---|---------------------------------|
| 17 | F-3_SLD_includes VIII-1 | On an annual basis, revise Safety Leadership Development (SLD) training to address any areas of concern identified in the review of SafetyNet observation data. | IA Review Complete |
| 18 | III-1_Board Qualifications | Report any changes in the Board of Director (BOD) skills matrix, and any changes to the composition of the BOD to the CPUC. | Implemented Under Existing Plan |
| 19 | III-1_Board Qualifications | Continue to update the BOD on safety and other significant industry issues. | Implemented Under Existing Plan |
| 20 | III-1_Board Qualifications | Encourage BOD members to inquire and challenge PG&E executives to ensure a robust governance process. Revise PG&E Corp.'s Governance Guidelines to include expectations for Directors. As an example, see the Sempra Energy Corporate Governance Guidelines. Among other items, the Sempra Energy Guidelines include the following: <ul style="list-style-type: none"> • Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management. • Develop and maintain a broad understanding of the corporation's business and risk profile, its strategic, financial and operating opportunities and plans, and its internal control systems and disclosure controls and procedures, including environmental, and health and safety systems and procedures • Balance prompt action with thorough deliberations, prioritize matter requiring attention, gather sufficient information, engage in open discussion, invite differing views, evaluate the benefits and risks of various courses of action and support the acceptance of prudent business risks to permit informed and timely decision making. | IA Review Complete |
| 21 | IX-1_Safety Communication | Implement the recommendations identified in the outside vendor's communications audit. | IA Review Complete |
| 22 | IX-1_Safety Communication | Revise the communications plan as necessary to address any safety and health issues that are identified in recent and on-going Premier surveys and associated analyses | Implemented Under Existing Plan |

C. Changes to PG&E Execution of Plans

As recommended by NorthStar, PG&E will continue to report to the Commission on any significant changes that might affect the sustainability of the recommendations.

- PG&E certifies on-going compliance with recommendation III-5 noting that in addition to the Internal Audit organization continuing to meet this obligation,

the EH&S organization has also successfully stood up a safety audit function.

- PG&E certifies on-going compliance with recommendation X-4 noting that the Internal Audit organization began an evaluation of the SIF Intake Process during Q1 and results are expected soon.
- PG&E certifies on-going compliance with recommendation F-1 noting that the Internal Audit organization began an evaluation of 4 plans in Q2. Results of the reviews are expected in Q3.
- PG&E certifies on-going compliance with recommendations VIII-3 and VI-5 noting that Field Safety Specialists continue to complete observations in the field and coaching leaders to complete safety leadership development observations.
- PG&E certifies on-going compliance with recommendation XI-3 noting that an effectiveness review of this process will be completed in Q1 of 2022.
- PG&E certifies on-going compliance with recommendation F-5 noting updates relevant to sub-recommendations IV-7, V-5, and IV-5. Need based EH&S Safety Specialist training is identified and provided, however, an improvement effort is underway to identify a single owner who will be responsible for developing a formal process which includes ensuring we are consistently achieving the one-year certification goal for all safety specialists.

V. Board of Directors Reporting

In D.19-06-008, the Commission directed PG&E to provide the following information in the quarterly reports submitted to SED pursuant to D.18-11-050:

- 1) Non-confidential versions of the minutes of all BOD and safety committee meetings.
- 2) All training, education, or other support on safety that PG&E and PG&E Corporation are providing to Board members so that they can adequately perform their duties on safety issues.⁴

In May 2021, the Board of Directors of PG&E Corporation and Pacific Gas and Electric Company reduced the number of Board Committees to be more in line with benchmarked public companies and renamed and reorganized substantive responsibilities of the Committees. To promote streamlined operations and reduce overlap between the committees, the Boards eliminated the Compliance and Public Policy Committee and the Technology and Cybersecurity Committee, and renamed the Compensation Committee to People and Compensation Committee; renamed Finance Committee to Finance and Innovation Committee, and renamed the Nominating and Governance Committee to the Sustainability and Governance Committee. Compliance-related topics were re-allocated to the Audit Committees; public policy-related topics were reallocated to the Sustainability and Governance Committee; technology investment-related topics were reallocated to the Finance

⁴ D.19-06-008, *mimeo*, p. 4

and Innovation Committee; and cybersecurity-related topics were reallocated to the SNO Committees.

A. BOD and SNO Committee Meeting Minutes

In the second quarter of 2021, the Boards had formal meetings on April 21, May 20, and June 16. The SNO Committees held meetings on April 20 and June 15, as well as a joint meeting with the Audit Committees, Compliance and Public Policy (CPP) Committee, and Technology and Cyber Security Committee on April 21 and a joint meeting with the People and Compensation Committee on June 2.

Attachment 3 to this Report includes non-confidential versions of approved minutes for the following BOD and SNO Committee meetings that were held on or after June 13, 2019,⁵ and for which approved minutes have not been provided in connection with a prior quarterly report.

- Meetings of the BODs of PG&E and PG&E Corporation that were held concurrently on the following dates:

| |
|-------------------|
| November 12, 2020 |
| February 10, 2021 |
| April 21, 2021 |

- Meetings of the SNO Committees of the BODs of PG&E and PG&E Corporation that were held concurrently on the following dates:

| |
|--|
| February 10, 2021 |
| February 10, 2021 - concurrent with the Audit Committees |
| April 20, 2021 |
| April 21, 2021 – concurrent with Audit Committees, CPP, and Technology and Cyber Security Committees |
| June 2, 2021 – concurrent with People and Compensation Committee |

Meeting minutes for the BODs and the SNO Committees must be formally reviewed and approved by the relevant governance body prior to finalization. The timing for this process varies, and in many cases the minutes will be finalized in a different quarter than the quarter in which the meeting was held.

B. BOD Safety-Related Training

PG&E is submitting information regarding “all training, education or other support on safety that PG&E and PG&E Corp.” provided “to board members to ensure that they can adequately perform their duties on safety issues.”

- During the second quarter of 2021, the Boards conducted a virtual field visit to the Livermore Training Center and Gas Control Center.
- In April 2021, the Boards received a safety tailboard on mental health and support for employees, as well as an update from the SNO committees on

⁵ Effective date of D.19-06-008.

the fourth quarter 2020 Wildfire Report and a Corrective Action Program briefing.

- In April 2021, the SNO Committees received a safety tailboard on heat illness and a safety performance update, including discussion of Serious Injuries or Fatalities (“SIF”) actual and potential events as well as Days Away, Restricted, or Transferred (“DART”) rates. The Committees also reviewed the Contractor Safety program and Industrial and Office Ergonomics programs. Additionally, the Committees received an update on the Wildfire Mitigation Plan and Corrective Action Plan. The Committees reviewed performance results, including public and workforce safety, from Nuclear Operations, Electric Operations, and Gas Operations. Lastly, the Committees received an update on risks related to transmission system-wide blackout.

In April 2021, the SNO Committees and the Audit Committees jointly reviewed the enterprise cyber security risk and received an update on compliance maturity. Additionally, the Committees reviewed the Internal Audit report for the first quarter of 2021 and progress of the 2021 Audit Plan. The SNO Committees primary focus is reports related to operational audits.

- In May 2021, the Boards received a safety tailboard on the risks of multitasking while driving and a Code of Conduct training.
- In June 2021, the Boards received a safety tailboard on good sleep and reduction of safety risks, as well as updates on performance and wildfire risk mitigation and preparedness.
- In June 2021, the SNO Committees received a safety tailboard on lightning safety and reviewed safety performance and corrective actions for SIF actual and potential events and DART rate. Additionally, the Committees reviewed the Worksite Tailboard enhancements and nuclear safety performance. Lastly, the Committees discussed the Corrective Action Plan for the Enhanced Vegetation Program, filed with the CPUC on May 6, 2021, and received an enterprise risk overview related to emergency preparedness and response.
- In June 2021, the SNO Committees and People and Compensation Committee discussed the Short-Term Incentive Plan fire reduction target proposal.

VI. Safety Strategy and Performance Update

A. Safety Strategy Update

PG&E continues to execute against and make improvements in its 2025 Workforce Safety Strategy. The safety updates included in this report align with the major components of the 2025 Workforce Safety Strategy. The strategy has been reviewed by senior leadership and the Board of Directors and has driven our execution since mid-2020.

**TABLE 3
CRITICAL RISK UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|--------------------|---|---|
| Critical Risk | <ul style="list-style-type: none"> Hazard identification and risk assessment workshops | <ul style="list-style-type: none"> Conducted workshop to identify potential causes of the most common fatal incidents within the Vegetation Management industry. Developed action plan for findings of Vegetation Management workshop. |
| | <ul style="list-style-type: none"> Technical standards | <ul style="list-style-type: none"> Completed the development of five Enterprise Health and Safety Standards that included: Confined Space, Hazardous Energy Control, Electrical Safety, Fall Protection, and Lifting Operations. Initiated work to develop seven new Enterprise Safety Standards that include: Delivery Management, Ergonomics, Excavation, Job Hazard Analysis, Lone Worker, Motor Vehicle Safety, and Permit to Work. |

**TABLE 4
TRANSPORTATION SAFETY UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|-----------------------|--|---|
| Transportation Safety | <ul style="list-style-type: none"> Motor Vehicle Safety | <ul style="list-style-type: none"> 360 Walk Around App pilot was completed in May. App was available for use beginning in June. Smith Driver Training was relaunched for employees that experienced a PMVI during the COVID restriction standdown. Electronic Driver Vehicle Inspection Report (eDVIR) executive and detailed reports were developed and launched systemwide in May. Materials were distributed to supervisors of employees required to complete eDVIR. Backup sensor pilot: 79 units installed, testing functionality of 2 different technologies. |
| | <ul style="list-style-type: none"> Safety Technology | <ul style="list-style-type: none"> Vehicle Safety Technology (VST) Installation – Through May, ~89+% of the eligible PG&E fleet vehicles have been installed with the new device. |
| | <ul style="list-style-type: none"> Contractor Transportation Risk | <ul style="list-style-type: none"> A vendor is under contract to support the review of over 2,000 ISN vendors systemwide. Initial reviews of the CA Motor Carrier Permit number and US DOT number began in mid-June. |

**TABLE 5
CONTRACTOR SAFETY UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|------------------------------|---|---|
| Contractor Safety Management | <ul style="list-style-type: none"> • Contractor training | <ul style="list-style-type: none"> • New training uploaded to ISNetworld (ISN) in Q2 for contractor completion: <ul style="list-style-type: none"> ○ ENVR-0202 Polychlorinated Biphenyls (PCBs) Management ○ Vegm-0301 PG&E Vegetation Management Best Management Practices ○ ENVR-0402 Avian Protection Plan for Vegetation Management ○ TECH-0002 Safety for Aircraft and Helicopter ○ PROC-0320 NLET Virtual Tailboard ○ ENVR-0100 Hazardous Materials & Waste Awareness Training ○ ELEC-9080 Starting, Ending, and Cancelling Planned Outage |

**TABLE 5
CONTRACTOR SAFETY UPDATE
(CONTINUED)**

| | | |
|--|---|---|
| | <ul style="list-style-type: none"> • Contractor management | <ul style="list-style-type: none"> • Implemented requirement that contractor executive leadership must attest to the accuracy of the data they provide to ISNetwork (ISN). Attesting that it is true, accurate, and complete. • Enhanced graded safety and health cultural questionnaire within ISN to include robust safety audits. • Enhanced the Management and Organizational Assessment process (MOA) to include implications should a contractor fail to provide visibility to PG&E on its organizational structure and Enterprise Health & Safety processes. • Enhanced grading criteria within ISN to ensure that when a contractor has experienced a fatality within the last 3 years, they do not qualify for a passing grade. • Implemented a rigorous variance process for contractors that perform a unique service, but do not meet PG&E's minimum required safety statistic performance. The process requires a well socialized, detailed, mitigation plan with utility CEO final approval. |
|--|---|---|

**TABLE 5
CONTRACTOR SAFETY UPDATE
(CONTINUED)**

| | | |
|--|---|--|
| | <ul style="list-style-type: none"> • Contractor requirements | <ul style="list-style-type: none"> • Implemented an all-encompassing safety observation program that is required for medium- and high-risk contractors. • Implemented a process to record Gold Shovel data for dig-Ins that is aligned with regulatory obligations. • Implemented a safety plan management process, which includes templates. |
| | <ul style="list-style-type: none"> • On-boarding | <ul style="list-style-type: none"> • All PG&E medium- and high-risk contractors are active on the Review and Verification (RAVs) Plus ISN process which is used to verify implementation and effectiveness of a Contractor's Safety Programs. • As of May 17, 2021, 424 PG&E contractors have completed the process. |

**TABLE 6
SERIOUS INJURY AND FATALITY MANAGEMENT UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|--|--|---|
| <p align="center">Serious Injury and Fatality Management</p> | <ul style="list-style-type: none"> Analyze SIF investigations and share key learnings | <ul style="list-style-type: none"> YTD, opened a total of 25 SIF investigations, including 15 contractor SIF potential and 6 employee SIF potential cases. The 4 SIF actual cases each occurred with contractors and include two incidents involving contractor fatalities. YTD, the incident counts include 12 in Electric Operations, 10 in Wildfire Risk, 2 in Gas Operations, and 1 in Shared Services. YTD, of the 10 incidents in Wildfire Risk, 7 involve Vegetation Management with 5 incidents of workers falling from trees. YTD, across the lines of business, 7 incidents involve motor vehicles. |
| | <ul style="list-style-type: none"> Improve timeliness and clarity of SIF-related communications | <ul style="list-style-type: none"> YTD, 17 of the 25 investigations opened in 2021 have been closed, with 94% completed within 30 days. Following each SIF incident, the team convenes discussions with executive leadership, publishes initial communications for the involved line of business and full enterprise, meets weekly with each investigation sponsor, then convenes a discussion on findings and corrective actions with leadership, and issues final communications to the involved line of business and enterprise. |

**TABLE 7
ENTERPRISE CORRECTIVE ACTION PROGRAM UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|--------------------------------------|--|---|
| Enterprise Corrective Action Program | <ul style="list-style-type: none"> Near Hit Program | <ul style="list-style-type: none"> 173 Near Hits were submitted in Q2 2021. Published a Near Hits dashboard guide with program definitions and how to interpret, sort, and analyze data based on line of business, department, geographic location, type of work location, type and sub-type of Near Hit, anonymous rate, risk type, and percentage that are serious injuries or fatalities. Continued to promote value of submitting Near Hits, including lessons learned and sharing of the submitter's name, through stakeholder engagement and companywide promotion in the Daily Digest. Identified human behavior as the top category of Near Hits submitted, including interactions with third parties and our workers identifying shortcuts taken or procedures not followed; other top categories include slip, trip, and fall hazards and working around energized equipment. Achieved 1.02% anonymous rate, compared with 2021 goal of <2%. 88.4% of all Near Hits submitted include lessons learned. |

**TABLE 8
ASSURANCE UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|--------------------|---|---|
| Assurance | <ul style="list-style-type: none"> Auditing | <ul style="list-style-type: none"> The Corporate Safety Audit Implementation Standard was published. Audit protocols, training program and tools were established. Auditable units, sponsors and audit frequencies were established, and the 2021-2025 Audit Plan was finalized. Audit planning is on-going for safety audits scheduled for Q3 2021. |
| | <ul style="list-style-type: none"> Independent Safety Oversight Committee (ISOC) | <ul style="list-style-type: none"> Completed EO ISOC Assessment in May. Preparation is underway for the GO ISOC Assessment in September. On-track on majority of the ISOC key insights and commitments. |

**TABLE 9
OCCUPATIONAL HEALTH UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|---------------------|---|---|
| Occupational Health | <ul style="list-style-type: none"> Health and Wellness | <ul style="list-style-type: none"> 2021 Health Screening participation of 66% as of June 30, 2021. Approx. 2,160 screenings completed using the Self-collection Kit. 150 completed health coaching appointments Apr 1 – June 30, 2021. Completed Relax, Renew, Refresh team step challenge with 138 participants and 17,077 total miles tracked. H&W portal: 5,439 (21.6%) employees enrolled as of June 30, 2021. Webinars: Cooking demo, Maximum Energy, Estate Planning, Sleep, Parenting, Stress/Anxiety. Promoted healthy habit challenges: Goodbye Litter (Apr), Positive Self-Talk (May), and Exercise Break (Jun). Completed New Dimensions weight loss challenge pilot. Onboarded four new Peer Volunteers. Launched Live Health Online telehealth for psychology/psychiatry as of April 1. Live Health Online telemedicine: 361 registrations and 591 visits YTD June. |

**TABLE 9
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)**

| Strategy Component | Workstream | Q2 2021 Progress |
|---------------------|--|---|
| Occupational Health | <ul style="list-style-type: none"> • Ergonomics | <ul style="list-style-type: none"> • Developed action plan to focus on DART reduction and began Daily Operating calls with core LOB members. • <u>Office Ergonomics</u>: Conducted 1,687 new ergonomic evaluations and 4,468 follow-ups in Q2; 16,000+ virtual evaluations since March 2020. • Completed Gas Operations pilot testing ergonomic coaching effectiveness in risk reduction with high-risk employees identified by predictive model. • Developed and implemented predictive model initiative enterprise-wide, targeting 933 employees identified as high-risk for early-intervention coaching, and requiring their supervisors to take training and engage their employees 1:1. • <u>Industrial Athlete</u>: 188 Focus in the Field biomechanical observations completed in Q2 1:1 new employee follow-up for Gas Service Reps expanded to field visits and rolled out to three new yards; 16 yards in total. • Completed 10-week Apprentice lineman pilot using movement screening and conditioning to increase physical resiliency. Positive results for all 24 participants. • <u>Industrial Ergonomics (IE)</u>: 8 new high-risk tasks identified and analyzed (2 Electric, 2 Generation, 4 Materials). 16 new IE tasks/projects identified YTD. • 6 IE projects began piloting solutions; another 6 projects completed pilots and began implementing solutions. |

**TABLE 9
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)**

| Strategy Component | Workstream | Q2 2021 Progress |
|---------------------|---|--|
| | | <ul style="list-style-type: none"> • Developed materials, including videos, for the top 5 most common ergonomics issues found in an industrial work environment. Safe Lifting guidelines developed and will be deployed in Q3. • <u>Vehicle Ergonomics</u>: 116 Vehicle Ergonomic Assessments were performed in Q2. 3 new ergonomic assessors were trained. |
| Occupational Health | <ul style="list-style-type: none"> • Injury Management | <ul style="list-style-type: none"> • Return-to-Work Task program: prevented 696 lost workdays and placed 10 employees into temporary task assignments. • Telephonic Nurse Case Management (TCM) program: provided early nurse intervention on 316 new Workers' Compensation claims; resulting in 244 lost workdays prevented. • Condition management (targeting high-risk employees): total enrollment 805 (525 employees and 280 dependents with high health risks) in KnovaSolutions as of June 21. • Fit4U Interim virtual program: continued bi-monthly program enrollment with virtual service offerings. Q2 participation rate was approximately 10% of eligible participants. Began exploring in-person services with gym vendor partner to determine location availability and personal training capabilities. • Re-approval received from leadership to change to a full-service Premise Health near-site clinic model. Current clinic staff transitioning from SFGO (complex sale) to Concord Gateway location temporarily. Project planning launched for buildout at site near Oakland headquarters with opening expected in 2022. |

**TABLE 10
CULTURE UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|--------------------|---|---|
| Culture | <ul style="list-style-type: none"> Safety Culture assessment | <ul style="list-style-type: none"> Safety Barometer action plans in progress; tracking progress. Administered CPUC Wildfire Safety Division (WSD) culture survey. Self-assessment completed and submitted to WSD. |
| | <ul style="list-style-type: none"> Safety in Talent Management/Performance Management | <ul style="list-style-type: none"> Updated example goals in performance management system. |
| | <ul style="list-style-type: none"> Safety Leadership Development (SLD) | <ul style="list-style-type: none"> SLD Course Request for Proposal issued, and top respondents interviewed. Vendor selection and contract expected in July. Leadership Engagement Standard published. |
| | <ul style="list-style-type: none"> Safety Connections (Directors and Officers in the field having informal conversations with employees) | <ul style="list-style-type: none"> Implemented, tracking progress. Based on feedback, improving ease of use to document completions. |
| | <ul style="list-style-type: none"> Communications | <ul style="list-style-type: none"> Held Enterprise Safety Communications Network kickoff meeting (monthly cadence). Finalizing Workforce Safety Strategy engagement and communications plan. |

**TABLE 11
FIELD SAFETY OPERATIONS UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|-------------------------|---|---|
| Field Safety Operations | <ul style="list-style-type: none"> Field observations | <ul style="list-style-type: none"> 18,721 safety observations were completed by EH&S safety personnel during the period 4/1/2021 through 6/28/2021. |
| | <ul style="list-style-type: none"> Tailboard redesign | <ul style="list-style-type: none"> Start with Six program is included in the LiveSafe app. EH&S Communications team began a program to review and revitalize all current tailboards. Progress will be monitored through our compliance tracking application. |
| | <ul style="list-style-type: none"> Supervisor training | <ul style="list-style-type: none"> The Supervisor Leadership Training provided by EH&S was completed with over 720 LOB supervisors trained. Additional training is currently being offered by the Labor Relations Department. |

**TABLE 12
HEALTH AND SAFETY MANAGEMENT SYSTEM UPDATE**

| Strategy Component | Workstream | Q2 2021 Progress |
|-----------------------------------|---|---|
| Health & Safety Management System | <ul style="list-style-type: none"> Implementation | <ul style="list-style-type: none"> HSMS framework and standards (5 Elements and Policy) are published. LOB self-assessments and gap action planning scheduled to begin in July. HSMS Leadership Team and HSMS LOB Champions were established to provide governance and oversight on HSMS implementation. OSHA Compliance Gap Assessment action planning to address identified gaps is in progress. |
| | <ul style="list-style-type: none"> Management of Change (MOC) software | <ul style="list-style-type: none"> Request for Proposal and selection processes for enabling MOC and HSMS was completed. Selected vendor for the delivery of MOC (and HSMS) functional enabling technology was endorsed. Cost and contract negotiations initiated (target completion date of July 31st). |

B. Safety Metrics

PG&E established Days Away, Restricted or Transferred (DART)⁶ targets for 2021 based on the goal of reaching 1st quartile by 2025. The 2021 goal would place PG&E in 3rd quartile.

Table 13 below summarizes key metrics performance and established targets for 2018 - 2021. Figure 1 below provides current performance with respect to employee safety metrics as of June 30, 2021.

Additional Analysis:

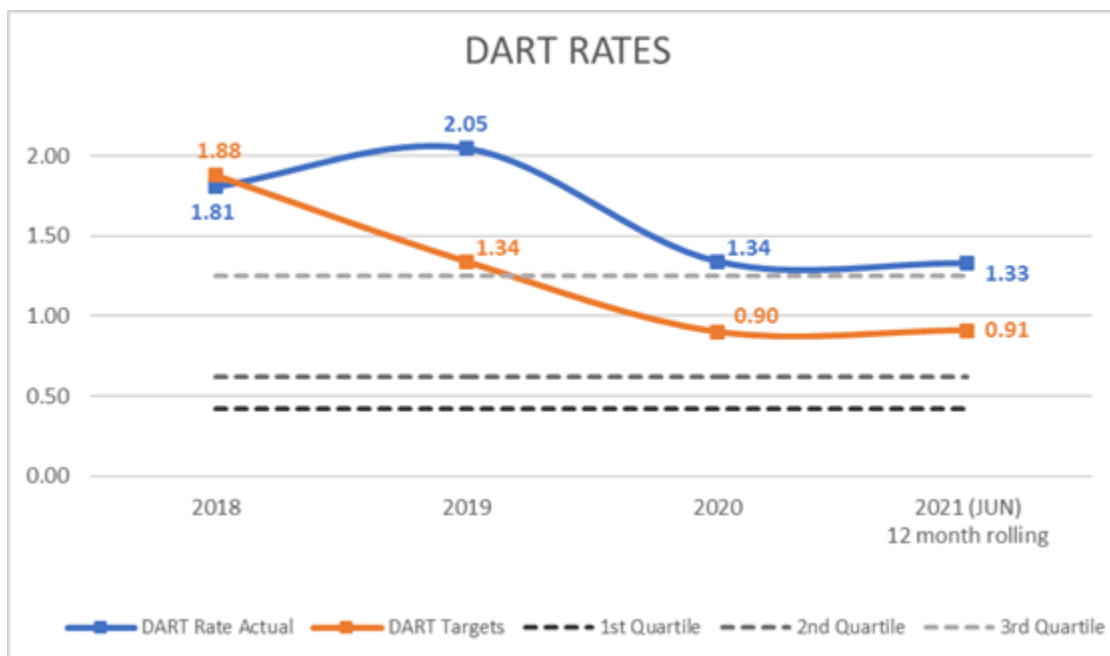
**TABLE 13
2018-2021 PERFORMANCE AND ESTABLISHED TARGETS**

| Metric | 2018 | | 2019 | | 2020* | | 2021* | | |
|------------------------------|--------|--------|--------|--------|--------|--------|--------|------------|------------|
| | Actual | Target | Actual | Target | Actual | Target | Actual | YTD Target | EOY Target |
| Employee SIF Actual Count | 1 | | 0 | | 4 | | 0 | | |
| Employee SIF Potential Count | 21 | | 33 | | 25 | | 8 | | |
| DART Rate | 1.81 | 1.88 | 2.05 | 1.34 | 1.34 | 0.90 | 1.33 | 1.13 | 0.91 |

**Number includes count of all injured parties*

2020 forward, rates and targets are based on 12 month rolling rates

**FIGURE 1
CURRENT PERFORMANCE AS OF JUNE 30, 2021**

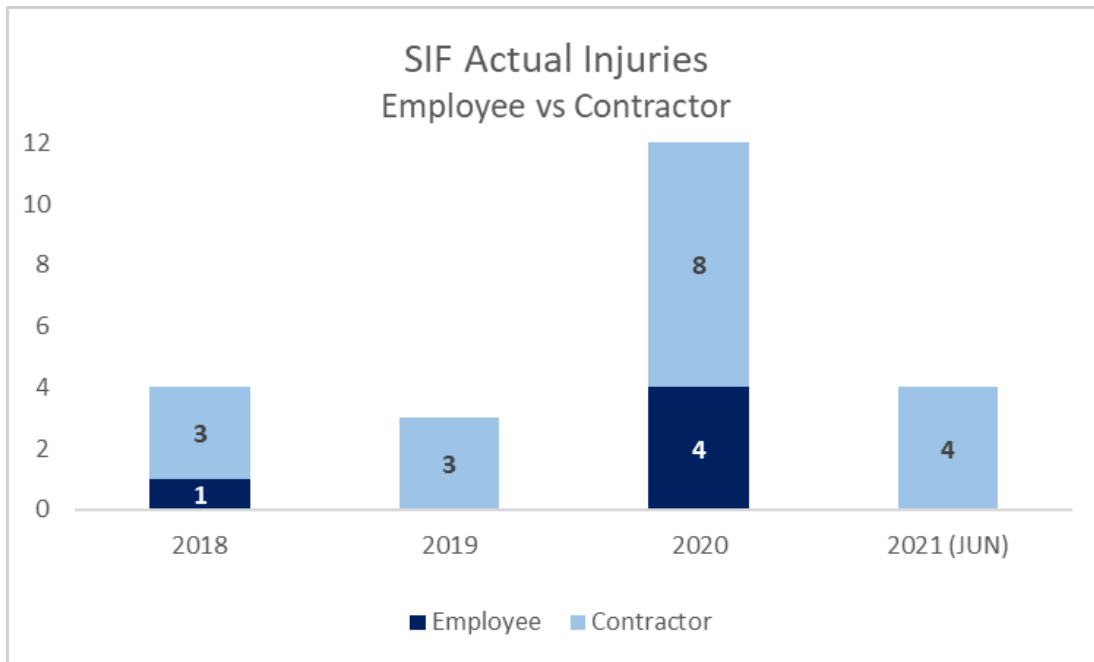


⁶ DART: Injury that results in days away, restricted or transferred duty, rate based on 200,000 hours worked.

SIF Graphs

Additional Analysis: Started tracking Contractor SIF potentials (SIFp) in June 2020 which has contributed 18 SIFp events to the 2021 year-to-date count.

**FIGURE 2
SIF ACTUAL
EMPLOYEE VS CONTRACTOR (2018-2021)**



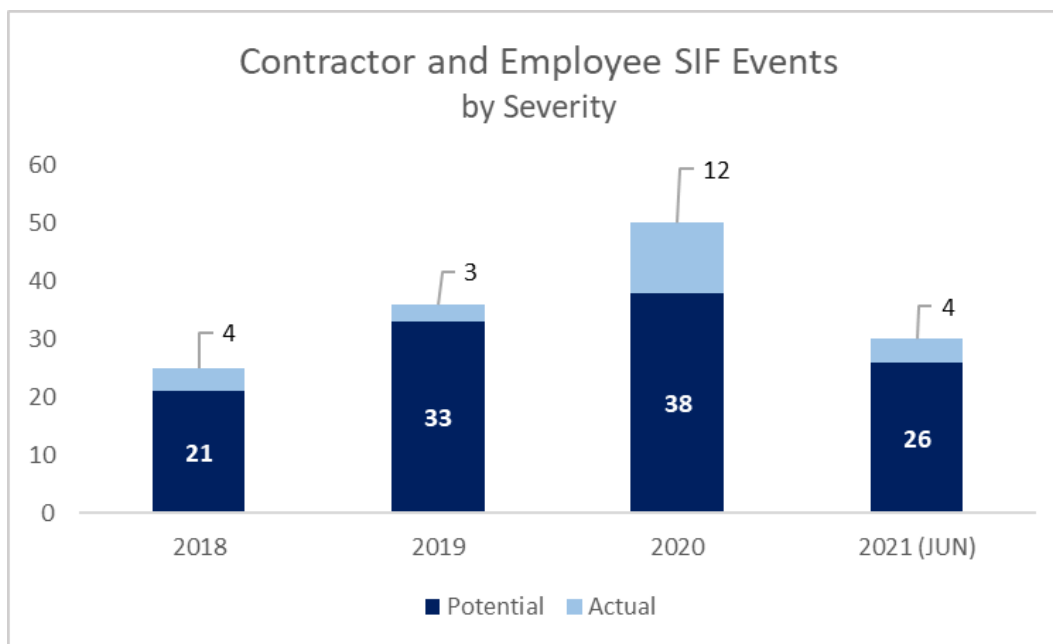
Note: Graph below is based on number of injuries

**FIGURE 3
SIF POTENTIAL
EMPLOYEE VS CONTRACTOR (2018-2021)**



Note: Graph below is based on number of incidents

**FIGURE 4
CONTRACTOR AND EMPLOYEE SIF EVENTS**



Contractor SIFp events were not tracked in 2018 2019

Contractor SIFp tracking started in June 2020

**TABLE 14
2018-2021 PERFORMANCE**

| Metric*** | 2018 | 2019 | 2020* | 2021* | | |
|---|--------|--------|--------|------------|------------|------------|
| | Actual | Actual | Actual | YTD Actual | YTD Target | EOY Target |
| Contractor SIF Actual Count | 3 | 3 | 8 | 4 | | |
| Contractor SIF Potential Count** | N/A | N/A | 14 | 18 | | |
| % of Contractor Assessments with Non-Conformance Findings | 10.3% | 12.5% | 11.9% | 16.70% | | |

**Number includes count of all injured parties*

***Contractor SIF Potentials were only tracked starting June 2020*

****Targets are not set for Contractor metrics*

Data through 6/30/2021

Additional Analysis: Specific PMVI⁷ Rate Targets were set for each line of business (LOB). If the LOB was already performing in the best decile, their goal is no deterioration in performance. For all other LOBs, the goal is set to achieve a 5% performance improvement. The top two incident types are striking stationary objects and striking third parties. These two categories account for almost 55% of total incidents.

**TABLE 15
2018–2021 PERFORMANCE AND ESTABLISHED TARGETS**

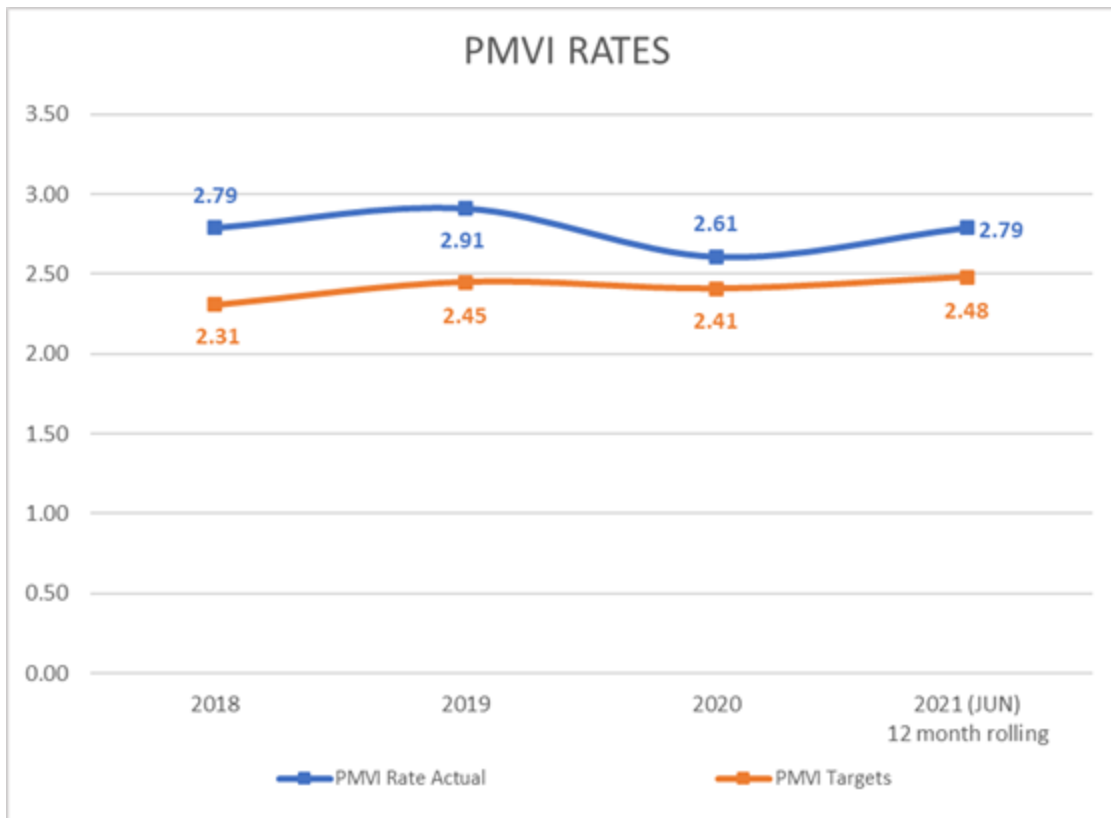
| Metric | 2018 | | 2019 | | 2020 | | 2021* | | |
|-----------|--------|--------|--------|--------|--------|--------|------------|------------|------------|
| | Actual | Target | Actual | Target | Actual | Target | YTD Actual | YTD Target | EOY Target |
| PMVI Rate | 2.79 | 2.31 | 2.91 | 2.45 | 2.61 | 2.41 | 2.79 | 2.55 | 2.48 |

2020 forward, rates and targets are based on 12 month rolling rates

Data through 6/30/2021

⁷ Data includes incidents on public roads only.

**FIGURE 5
CURRENT PERFORMANCE AS OF JUNE 30, 2021**



C. Conclusion

PG&E is committed to improving its safety culture and performance and regaining the public’s trust. The areas of opportunity identified by NorthStar in its Final Report and in its First Update are at the core of a strong and proactive safety culture. PG&E looks forward to continuing this important work and providing the Commission with quarterly updates on its progress.

PACIFIC GAS AND ELECTRIC COMPANY

ATTACHMENT 1

BOD & SNO Meeting Minutes – Q2 2021

PRIVILEGED AND CONFIDENTIAL

JOINT MINUTES OF
THE BOARD OF DIRECTORS OF
PG&E CORPORATION (CORPORATION) AND
THE SAFETY AND NUCLEAR OVERSIGHT COMMITTEE AND
NOMINATING AND GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF THE CORPORATION

November 12, 2020

A telephonic joint meeting of the Board of Directors of PG&E Corporation (Corporation) and the Safety and Nuclear Oversight Committee and Nominating and Governance Committee of the Corporation Board was held on Thursday, November 12, 2020, at 4:00 p.m. PST. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Dean L. Seavers, William L. Smith, Benjamin F. Wilson and John M. Woolard attended by telephone as permitted by the Corporation's Bylaws, with Director Oluwadara J. Treseder not in attendance at the meeting.

Also participating by telephone at the beginning of the meeting were Gregory T. Grogan and Jacob M. Phillips of Simpson Thacher & Bartlett LLP (STB) and Richard Meischeid and Lane Ringlee of Pay Governance (PG).

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided over the meeting. Mr. Phillips served as secretary of the meeting.

The Board was informed that the Compensation Committee of the Corporation Board had met and recommended to the Corporation Board (and approved, subject to the Board's approval) that an offer of employment for the position of Chief Executive Officer of the Corporation be made to Patricia K. Poppe, with such employment to include compensation terms set forth in the draft Offer Letter circulated to the Board prior to the meeting and attached hereto as Exhibit A, with such compensation package developed in consultation with the Compensation Committee's outside compensation consultant, PG, and outside legal advisors, STB.

Mr. Flexon further elaborated on the status of negotiations with Ms. Poppe and the compensation terms set forth in the Offer Letter. The Corporation Board engaged in a discussion of the compensation terms. In addition to discussing the merits and experience of Ms. Poppe, the Corporation Board further discussed the possible downside scenarios and treatment of certain elements of the recommended compensation package in the event of a termination of Ms. Poppe's employment.

The Corporation Board discussed the timing of the potential presentation of the offer of employment. The Board considered the impact of the timing of the offer on other material business matters of the Corporation and Utility and how best to inform key stakeholders. The Corporation Board discussed mechanics of announcement and both internal and public messaging, should the offer be accepted.

The Board concluded its discussion and suspended the meeting. The meeting moved into a session of the Safety and Nuclear Oversight Committee of the Corporation Board.

The Safety and Nuclear Oversight Committee of the Corporation Board noted that it previously interviewed the candidate. Based on the substance of the prior interview and the discussion of the Corporation Board regarding the terms of Ms. Poppe's offer of employment, on motion made and seconded, the Safety and Nuclear Oversight Committee of the Corporation Board approved and recommended to the Corporation Board that Ms. Poppe be presented with an offer of employment for the position of Chief Executive Officer of the Corporation and to be hired for such position on the compensation terms as presented.

There being no further business presented for action, the meeting of the Safety and Nuclear Oversight Committee of the Corporation Board was adjourned.

The meeting moved into a session of the Nominating and Governance Committee of the Corporation Board.

In light of the foregoing discussion, on motion made and seconded, the Nominating and Governance Committee of the Corporation Board approved and recommended that the Board increase the number of seats on the Board of each of the Utility and the Corporation by one seat, with each such seat being a "Class B" director, and approved and recommended that the Board nominate Ms. Poppe to the Board of each of the Utility and the Corporation, in each case, subject to Ms. Poppe's acceptance of the offer of employment and commencement of employment on January 4, 2021.

There being no further business presented for action, the meeting of the Nominating and Governance Committee of the Corporation Board was adjourned.

The Board reconvened.

On motion made and seconded, the Corporation Board resolved that (1) Ms. Poppe be presented with an offer of employment for the position of Chief Executive Officer of the Corporation and to be hired for such position on the compensation terms as presented, including with respect to the equity-based awards pursuant to the terms forth in the Offer Letter;

BOARD COMMITTEE MEETING
PG&E CORPORATION - November 12, 2020

(2) contingent on Ms. Poppe's commencement of employment on January 4, 2021, Mr. Smith be removed from his position as Interim Chief Executive Officer on January 4, 2021; and (3) the size of the Corporation Board be increased by one seat, with such seat being a "Class B" director, and Ms. Poppe be elected to such seat, contingent on Ms. Poppe's commencement of employment on January 4, 2021.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:45 p.m. PST.

Jacob M. Phillips
Secretary

EXHIBIT A

November 11, 2020

Dear Ms. Poppe,

On behalf of PG&E Corporation (the “Company”), I am pleased to offer you the position of Chief Executive Officer of the Company, reporting to the Company’s board of directors (“Board”). Beginning on your start date and at all times during your employment, you will also serve as a member of the Board and the board of directors of Pacific Gas and Electric Company, subject to periodic shareholder approval for future terms.

Your employment with the Company will commence on January 4, 2021, and will continue under this offer letter for an initial term of five years, subject to automatic renewal for successive one-year terms thereafter, unless a written notice of non-renewal is provided by either party at least 90 days prior to the end of the then-current term.

Your total annual compensation package initially will consist of the following:

1. An annual base salary of \$1,350,000, subject to ordinary withholdings, prorated to reflect the portion of the year during which you are an employee of the Company.
2. For 2021, you will be eligible to participate in the Company’s Short-Term Incentive Plan, as in effect from time to time, with a target participation rate of 130% of your base salary.
3. A one-time “make-whole” cash bonus of \$6,600,000, subject to supplemental withholdings, payable on your second regular monthly paycheck. This bonus is designed to replace your 2020 annual bonus and one of your long-term stock awards of your previous employer which you forfeited, and to assist with expenses incurred in connection with your relocation to San Francisco and other increased cost-of living expenses. To the extent you receive that bonus or that award from your previous employer, you hereby agree to reduce this bonus by a corresponding amount. Should you resign from the Company, other than for “Good Reason,” or be terminated by the Company for “Cause” (each as defined in Section 3 of the Company’s Officer Severance Policy as in effect on the date hereof (“Policy”)) within 12 months following your start date, you must repay the Company the amount of this “make-whole” cash bonus, net of taxes (after giving effect to any deductions or claims arising from such repayment). For purposes of this paragraph and paragraph 4, a determination by the Company of Cause must be made by a vote of at least 75% of the Board (excluding yourself). No portion of the make-whole cash bonus shall be subject to any Company clawback policy, as may be in effect from time to time, and may only be forfeited as provided herein.
4. You will receive a one-time “make-whole” award of []¹ restricted stock units under the Company’s Long-Term Incentive Plan (“LTIP”) that vest 50% on January 4, 2022 and 50% on

¹ Note to Draft: Current estimate of \$30.5mm. This will equal the sum of the estimated value of candidate’s existing (i) 2018 grant of 146,904 PSUs, (ii) 2019 grant of 25,970 RSUs, (iii) 2019 grant of 143,777 PSUs, (iv) 2020 grant of 23,184 RSUs and (v) 2020 grant of 125,294 PSUs. We will

BOARD COMMITTEE MEETING
PG&E CORPORATION - November 12, 2020

calculate these values using the closing price on the day before the offer letter is to be signed, divided by closing price of the Company's stock. To

January 4, 2023 subject to your continued employment with the Company through the applicable vesting date. This award is designed to replace certain long-term stock awards of your previous employer which you forfeited; to the extent you receive those awards from your previous employer, you hereby agree to reduce this grant by a corresponding amount. In the event of an "Involuntary Termination" or your death or "Disability", each as defined in Section 3 of the Policy, that occurs prior to the applicable vesting dates, the make-whole award shall vest in full, subject to the execution and non-revocation of a general release of claims by you or your estate under the Policy. This make-whole award shall be subject to forfeiture as provided herein and shall be subject to any Company clawback policy, as may be in effect from time to time, in each case, only to the extent the events giving rise to such forfeiture or clawback occurred after your start date.

5. You will be eligible for additional LTIP awards, which are typically granted in March of each year. For 2021, your target LTIP award will have a grant date value of \$9,250,000. Your LTIP awards will be subject to the other terms and conditions, including vesting, as set forth in the applicable award agreement.
6. Prior to the relocation of you and your family to San Francisco, you will be provided with private air transportation to the Company's headquarters for six round trips for you and your immediate family.
7. You will be eligible for an annual perquisite allowance of \$35,000, subject to ordinary withholdings.
8. You will be eligible to participate in the Company's health benefits program, which permits you to select coverage tailored to your personal needs and circumstances, including an executive physical, wellness offerings and life insurance options.
9. You will be eligible to participate in the two Company retirement savings plans. The Retirement Savings Plan (RSP) (a 401(k) savings plan) and the Supplemental Retirement Savings Plan (SRSP). Under current plan terms, you will be eligible to contribute as much as 50% of your salary on either a pre-tax or after-tax basis (plus catch-up contributions, if applicable), and the Company will match contributions up to 8% of your salary at 75 cents on each dollar contributed (excluding catch-up contributions), in each case, subject to applicable plan and legal limits.
10. Conditioned upon meeting plan requirements, you will be eligible to participate in the Company's Retirement Plan (cash balance pension) and the Defined Contribution Executive Supplemental Plan (DC-ESRP), post-retirement life insurance and retiree medical plans.
11. You will be provided with an annual Paid Time Off allotment of four weeks, subject to future increases based on length of service, plus ten company holidays and three floating holidays.
12. You will be eligible for additional benefits provided to senior executives of the Company, as may be offered from time to time in accordance with its plans and policies, including:

extent previous employer agrees to vest any of executive's current awards, these amounts will be reduced correspondingly.

- a. A forty percent subsidy for advisory services provided by AYCO;
- b. Contribution toward health club initiation fees and 35% reimbursement of monthly dues;
- c. \$250,000 accidental death and dismemberment coverage; and
- d. Business travel insurance.

13. The Company will provide for the payment of legal fees incurred by you in the negotiation of your employment up to \$25,000, to be paid directly to the law firm and reported on a Form 1099.

Nothing in this letter shall limit the Company's ability to amend its employee compensation and benefit programs, plans, policies and arrangements from time to time.

Should you accept this offer, and notwithstanding anything herein to the contrary, you will be an employee at will, meaning the Company can terminate your employment at will (i.e., the Company may terminate your employment at any time, with or without cause and with or without notice). You will be eligible for benefits under the Policy, as may be amended from time to time, in the event of an "Involuntary Termination," as defined in the Policy, subject to the terms thereof; provided, that "Cause" and "Good Reason," shall each have the meanings set forth in Section 3 of the Policy as in effect on the date hereof.

This offer is contingent on your passing a standard drug analysis test. We will also verify your eligibility to work in the United States based on applicable immigration laws.

We look forward to you joining our executive *team*.

Sincerely,

PRIVILEGED AND CONFIDENTIAL

JOINT MINUTES OF
THE BOARD OF DIRECTORS OF
PACIFIC GAS AND ELECTRIC COMPANY (UTILITY) AND
THE NOMINATING AND GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF PG&E CORPORATION (CORPORATION)

November 12, 2020

A telephonic joint meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) and the Nominating and Governance Committee of the Corporation Board was held on Thursday, November 12, 2020, at 4:00 p.m. PST. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Corporation, the Companies) Board of Directors, and the Safety and Nuclear Oversight Committee of the Corporation Board.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael A. Lewis, Michael R. Niggli, Dean L. Seavers, William L. Smith, Benjamin F. Wilson and John M. Woolard attended by telephone as permitted by the Utility's Bylaws, with Director Oluwadara J. Treseder not in attendance at the meeting.

Also participating by telephone at the beginning of the meeting were Gregory T. Grogan and Jacob M. Phillips of Simpson Thacher & Bartlett LLP (STB) and Richard Meischeid and Lane Ringlee of Pay Governance (PG).

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided over the joint meeting. Mr. Phillips served as secretary of the meeting.

The Corporation Board was informed that the Compensation Committee of the Corporation Board had met and recommended to the Corporation Board (and approved, subject to the Board's approval) that an offer of employment for the position of Chief Executive Officer of the Corporation be made to Patricia K. Poppe, with such employment to include compensation terms set forth in the draft Offer Letter circulated to the Corporation Board prior to the meeting and attached hereto as Exhibit A, with such compensation package developed in consultation with the Compensation Committee's outside compensation consultant, PG, and outside legal advisors, STB.

Mr. Flexon further elaborated on the status of negotiations with Ms. Poppe and the compensation terms set forth in the Offer Letter.

The meeting moved into a session of the Safety and Nuclear Oversight Committee of the Corporation Board.

The Safety and Nuclear Oversight Committee of the Corporation Board noted that it previously interviewed the candidate. Based on the substance of the prior interview and the discussion of the Corporation Board regarding the terms of Ms. Poppe's offer of employment, on motion made and seconded, the Safety and Nuclear Oversight Committee of the Corporation Board

BOARD COMMITTEE MEETING
PACIFIC GAS AND ELECTRIC COMPANY – November 12, 2020

approved and recommended to the Corporation Board that Ms. Poppe be presented with an offer of employment for the position of Chief Executive Officer of the Corporation and to be hired for such position on the compensation terms as presented.

There being no further business presented for action, the meeting of the Safety and Nuclear Oversight Committee of the Corporation Board was adjourned.

The meeting moved into a session of the Nominating and Governance Committee of the Corporation Board.

In light of the foregoing discussion, on motion made and seconded, the Nominating and Governance Committee of the Corporation Board approved and recommended that the Board increase the number of seats on the Board of each of the Utility and the Corporation by one seat, with each such seat being a “Class B” director, and approved and recommended that the Board nominate Ms. Poppe to the Board of each of the Utility and the Corporation, in each case, subject to Ms. Poppe’s acceptance of the offer of employment and commencement of employment on January 4, 2021.

There being no further business presented for action, the meeting of the Nominating and Governance Committee of the Corporation Board was adjourned.

The Board reconvened.

On motion made and seconded, the Utility Board resolved that the size of the Utility Board be increased by one seat, with such seat being a “Class B” director, and Ms. Poppe be elected to such seat, in each case, contingent on Ms. Poppe’s commencement of employment with the Corporation on January 4, 2021.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:45 p.m. PST.

Jacob M. Phillips
Secretary

Exhibit A

November 11, 2020

Dear Ms. Poppe,

On behalf of PG&E Corporation (the “Company”), I am pleased to offer you the position of Chief Executive Officer of the Company, reporting to the Company’s board of directors (“Board”). Beginning on your start date and at all times during your employment, you will also serve as a member of the Board and the board of directors of Pacific Gas and Electric Company, subject to periodic shareholder approval for future terms.

Your employment with the Company will commence on January 4, 2021, and will continue under this offer letter for an initial term of five years, subject to automatic renewal for successive one-year terms thereafter, unless a written notice of non-renewal is provided by either party at least 90 days prior to the end of the then-current term.

Your total annual compensation package initially will consist of the following:

1. An annual base salary of \$1,350,000, subject to ordinary withholdings, prorated to reflect the portion of the year during which you are an employee of the Company.
2. For 2021, you will be eligible to participate in the Company’s Short-Term Incentive Plan, as in effect from time to time, with a target participation rate of 130% of your base salary.
3. A one-time “make-whole” cash bonus of \$6,600,000, subject to supplemental withholdings, payable on your second regular monthly paycheck. This bonus is designed to replace your 2020 annual bonus and one of your long-term stock awards of your previous employer which you forfeited, and to assist with expenses incurred in connection with your relocation to San Francisco and other increased cost-of living expenses. To the extent you receive that bonus or that award from your previous employer, you hereby agree to reduce this bonus by a corresponding amount. Should you resign from the Company, other than for “Good Reason,” or be terminated by the Company for “Cause” (each as defined in Section 3 of the Company’s Officer Severance Policy as in effect on the date hereof (“Policy”)) within 12 months following your start date, you must repay the Company the amount of this “make-whole” cash bonus, net of taxes (after giving effect to any deductions or claims arising from such repayment). For purposes of this paragraph and paragraph 4, a determination by the Company of Cause must be made by a vote of at least 75% of the Board (excluding yourself). No portion of the make-whole cash bonus shall be subject to any Company clawback policy, as may be in effect from time to time, and may only be forfeited as provided herein.
- 4 You will receive a one-time “make-whole” award of []¹ restricted stock units under the

¹ Note to Draft: Current estimate of \$30.5mm. This will equal the sum of the estimated value of candidate’s existing (i) 2018 grant of 146,904 PSUs, (ii) 2019 grant of 25,970 RSUs, (iii) 2019 grant of 143,777 PSUs, (iv) 2020 grant of 23,184 RSUs and (v) 2020 grant of 125,294 PSUs. We will calculate these values using the closing price on the day before the offer letter is to be signed, divided by closing price of the Company’s stock. To extent

BOARD COMMITTEE MEETING
PACIFIC GAS AND ELECTRIC COMPANY – November 12, 2020

Company's Long-Term Incentive Plan ("LTIP") that vest 50% on January 4, 2022 and 50% on January 4, 2023 subject to your continued employment with the Company through the applicable vesting date. This award is designed to replace certain long-term stock awards of your previous employer which you forfeited; to the extent you receive those awards from your previous employer, you hereby agree to reduce this grant by a corresponding amount. In the event of an "Involuntary Termination" or your death or "Disability", each as defined in Section 3 of the Policy, that occurs prior to the applicable vesting dates, the make-whole award shall vest in full, subject to the execution and non-revocation of a general release of claims by you or your estate under the Policy. This make-whole award shall be subject to forfeiture as provided herein and shall be subject to any Company clawback policy, as may be in effect from time to time, in each case, only to the extent the events giving rise to such forfeiture or clawback occurred after your start date.

- 5 You will be eligible for additional LTIP awards, which are typically granted in March of each year. For 2021, your target LTIP award will have a grant date value of \$9,250,000. Your LTIP awards will be subject to the other terms and conditions, including vesting, as set forth in the applicable award agreement.
- 6 Prior to the relocation of you and your family to San Francisco, you will be provided with private air transportation to the Company's headquarters for six round trips for you and your immediate family.
- 7 You will be eligible for an annual perquisite allowance of \$35,000, subject to ordinary withholdings.
- 8 You will be eligible to participate in the Company's health benefits program, which permits you to select coverage tailored to your personal needs and circumstances, including an executive physical, wellness offerings and life insurance options.
- 9 You will be eligible to participate in the two Company retirement savings plans. The Retirement Savings Plan (RSP) (a 401(k) savings plan) and the Supplemental Retirement Savings Plan (SRSP). Under current plan terms, you will be eligible to contribute as much as 50% of your salary on either a pre-tax or after-tax basis (plus catch-up contributions, if applicable), and the Company will match contributions up to 8% of your salary at 75 cents on each dollar contributed (excluding catch-up contributions), in each case, subject to applicable plan and legal limits.
- 10 Conditioned upon meeting plan requirements, you will be eligible to participate in the Company's Retirement Plan (cash balance pension) and the Defined Contribution Executive Supplemental Plan (DC-ESRP), post-retirement life insurance and retiree medical plans.
- 11 You will be provided with an annual Paid Time Off allotment of four weeks, subject to future increases based on length of service, plus ten company holidays and three floating holidays.
- 12 You will be eligible for additional benefits provided to senior executives of the Company, as may be offered from time to time in accordance with its plans and policies, including:

previous employer agrees to vest any of executive's current awards, these amounts will be reduced correspondingly.

BOARD COMMITTEE MEETING
PACIFIC GAS AND ELECTRIC COMPANY – November 12, 2020

- a. A forty percent subsidy for advisory services provided by AYCO;
 - b. Contribution toward health club initiation fees and 35% reimbursement of monthly dues;
 - c. \$250,000 accidental death and dismemberment coverage; and
 - d. Business travel insurance.
- 13 The Company will provide for the payment of legal fees incurred by you in the negotiation of your employment up to \$25,000, to be paid directly to the law firm and reported on a Form 1099.

Nothing in this letter shall limit the Company's ability to amend its employee compensation and benefit programs, plans, policies and arrangements from time to time.

Should you accept this offer, and notwithstanding anything herein to the contrary, you will be an employee at will, meaning the Company can terminate your employment at will (i.e., the Company may terminate your employment at any time, with or without cause and with or without notice). You will be eligible for benefits under the Policy, as may be amended from time to time, in the event of an "Involuntary Termination," as defined in the Policy, subject to the terms thereof; provided, that "Cause" and "Good Reason," shall each have the meanings set forth in Section 3 of the Policy as in effect on the date hereof.

This offer is contingent on your passing a standard drug analysis test. We will also verify your eligibility to work in the United States based on applicable immigration laws.

We look forward to you joining our executive team.

Sincerely,

PRIVILEGED AND CONFIDENTIAL¹

BOARD MEETING – February 10, 2021
PG&E CORPORATION

A video conference of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, February 10, 2021, at 12:30 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara J. Treseder, Benjamin F. Wilson, and John M. Woolard attended by video conference, as permitted by the Corporation's Bylaws.

Also participating by video conference at the beginning of the meeting were Brian M. Wong and Jenny Kan.

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Mr. Wong served as secretary of the meeting.

Mr. Wong and Ms. Kan were excused, and the meeting was convened in executive session.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Adam L. Wright, Julius Cox, John R. Simon, Francisco Benavides, Sumeet Singh, Ajay Waghray, Fong Wan, Christopher A. Foster, Robert S. Kenney, Alejandro Vallejo, and Sujata Pagedar entered the meeting.

Mr. Wong opened the meeting with brief remarks about meeting safety.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[REDACTED]

¹ [REDACTED]

BOARD MEETING – February 10, 2021
PG&E CORPORATION

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Mark Filip, Charles Kalil, and Christopher A. Keegan of Kirkland and Ellis LLP, and Todd W. Filsinger of Filsinger Energy Partners entered the meeting.

Mr. Wong introduced the Federal Monitor team and Mr. Filip, with the participation of Mr. Kalil and Mr. Keegan, provided an update on their monitorship since their prior meeting with the Board in October 2020. They discussed their oversight of and engagement with the Utility’s Gas Operations, Compliance and Ethics, and Electric Operations departments on safety, speak up culture, and risk governance. Mr. Filip also shared his perspective on the February 3 hearing before U.S. District Court Judge William Alsup. The directors asked questions, and a discussion ensued.

Following the discussion, Messrs. Filip, Kalil, Keegan, and Vallejo left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Todd W. Filsinger of Filsinger Energy Partners were excused.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

After a brief recess, the meeting recommenced with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Todd W. Filsinger of Filsinger Energy Partners again in the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on 2020 safety performance, root cause analysis on an electric transmission induction incident that occurred on December 2, 2020, and updates to the 2025 workforce safety improvement plan. The directors asked questions about electric training and standards, and a discussion ensued.

Mr. Singh presented a report on the Utility’s operations, including a discussion on three events that took place during January: the gas explosion in Carmichael, the atmospheric river storm event, and the windstorm and Public Safety Power Shutoff event, all of which are described in the Board materials. The directors asked questions, and a discussion ensued.

BOARD MEETING – February 10, 2021
PG&E CORPORATION

Referring to board materials, Mr. Foster provided a summary of 2020 financial results and discussed the changes over the last quarter, investor sentiment, outreach to ratings agencies, and credit markets. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Jessica Hogle and Christopher Patterson entered the meeting.

Mr. Kenney led a discussion on the legislative outlook in Washington, D.C. and Sacramento, and the Companies' policy priorities, which are reflected in the Board materials. Ms. Hogle and Mr. Patterson described the risks and opportunities for the Companies resulting from the 2020 national elections, California's political atmosphere, and the Companies' strategic approach to the 2021 State legislative session. The directors asked questions and discussed among other things, the natural gas transition, status of Community Choice Aggregation implementation in California, the status of the recall effort regarding the Governor, and the proposed Federal GREEN Act to promote the electric vehicle industry.

Mr. Wong presented items for the Board's approval regarding (i) the minutes of the Boards' November 12, 2020 meeting, (ii) the minutes of the Boards' December 10, 2020 meeting, and (iii) the resolutions relating to the 2021 annual meeting of shareholders and proxy statement (see Resolution 1 in Attachment A), all of which are reflected in the Board materials.

On motion made and seconded, the Board approved the matters presented.

Mr. Wilson, Chair of the Corporation's Audit Committee, led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting. He reported that, among other matters, the Committee reviewed and agreed to recommend that the each Board approve (i) including the 2020 Consolidated Financial Statements in the companies' consolidated annual report on Form 10-K for 2020, and delegating final approval authority to the applicable Audit Committee, and (ii) requesting shareholder ratification of Deloitte & Touche, LLP as the applicable company's independent registered public accounting firm for 2021. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board approved the matters presented.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, reported on and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committees, reported on and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting.

BOARD MEETING – February 10, 2021
PG&E CORPORATION

Mr. Ferguson, Chair of the Corporation’s Compensation Committee, led a discussion on the Committee’s recommendation that (a) the PG&E Corporation Board (i) approve evaluating 2020 performance and adjusting the 2020 performance share payout for the PG&E Corporation Interim CEO, and delegating to the Compensation Committee authority to apply any adjustment to the final payout, (ii) approve clarifications to the PG&E Corporation CEO relocation benefit, and (iii) approve the PG&E Corporation CEO’s 2021 performance objectives, and (b) the Boards of PG&E Corporation and the Utility each approve the Say on Pay recommendation to shareholders. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board, with the exception of Mr. Smith and Ms. Poppe, who were excused, approved adjusting the 2020 performance share payout for the interim CEO and delegating to the Compensation Committee authority to adjust the final payout (see Resolution 2 in Appendix A). Mr. Smith rejoined the meeting, and on motion made and seconded, the Board, with the exception of Ms. Poppe who was excused, approved the CEO relocation (see Resolution 3 in Appendix A). Ms. Poppe rejoined the meeting. On motion made and seconded, the Board reaffirmed its recommendation that shareholders vote to approve Say on Pay (see Resolution 4 in Appendix A).

Mr. Woolard, Chair of the Corporation’s Compliance and Public Policy Committee led a discussion on the Committee’s recommendations that the Boards approve the 2021 charitable contributions and 2021 political contributions budgets. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board approved the matters presented.

Mr. Seavers, Chair of the Corporation’s Finance Committee, led a discussion on the Committee’s recommendations that the Boards (i) approve expenditures and execution of the Hunters Point substation rebuild, (ii) concur with the proposed updated 2021 Financial Performance Plan, and (iii) approve 2021 financing authorizations. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures for the Utility capital project, (ii) concurred with the proposed updated 2021 Financial Performance Plan, and (iii) approved the 2021 financing authorizations (see Resolution 5 in Appendix A).

Mr. Flexon, Chair of the Corporation’s Nominating and Governance Committee led a discussion on the Committee’s recommendations that the Boards, as applicable, (i) approve management’s responses to a shareholder proposal submitted to the Utility for inclusion in the 2021 proxy statement, (ii) affirm determinations regarding independence and qualifications of director candidates for both companies, (iii) approve nominees for shareholder vote at each company’s annual meeting, and (iv) appoint Bill Smith to the PG&E Corporation Technology

BOARD MEETING – February 10, 2021
PG&E CORPORATION

and Cybersecurity Committee and PG&E Corporation Finance Committee. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board (i) affirmed determinations regarding independence and qualifications of director candidates (see Resolution 6 in Appendix A), (ii) reaffirmed approval of nominees for shareholder vote, and (iii) appointed Bill Smith to the Technology and Cybersecurity Committee and Finance Committee.

At this point, Mr. Wright, Mr. Cox, Mr. Simon, Mr. Benavides, Mr. Singh, Mr. Waghray, Mr. Wan, Mr. Foster, Mr. Kenney, Ms. Pagedar, and Ms. Kan left the meeting, and the Board continued in executive session with Mr. Wong present.

The Board conducted its annual performance evaluation. Mr. Flexon stated that he and Mr. Seavers met with the Board members to solicit the directors' input regarding both committee and Board performance, and that they compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Board's performance.

Following discussion, the Board concluded that, based on the results of its 2020 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

The Technology and Cybersecurity Committee conducted its annual performance evaluation. Following discussion, the Committee concluded that, based on the results of its 2020 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

Ms. Poppe and Mr. Wong were excused and the independent directors met in executive session to discuss various matters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:00 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, the 2021 regular annual meeting of the shareholders of this corporation (the “2021 Annual Meeting”) will be held on May 20, 2021, and this Board of Directors has fixed March 22, 2021 as the record date (the “Record Date”) for the determination of shareholders entitled to receive notice of and to vote at the 2021 Annual Meeting and at any adjournment thereof;

WHEREAS, the Nominating and Governance Committee has recommended that Cheryl F. Campbell, Kerry W. Cooper, Arno L. Harris, Michael R. Niggli, Oluwadara J. Treseder, Benjamin F. Wilson, and John M. Woolard each be nominated for election as a Class A director of this corporation at the 2021 Annual Meeting, to serve for a term expiring upon the annual meeting of shareholders in 2023 or until his or her successor is elected and qualified, and each has consented to such nomination;

WHEREAS, the Audit Committee has recommended that shareholders ratify the corporation’s appointment of Deloitte & Touche LLP as the corporation’s independent registered public accounting firm for the fiscal year ending December 31, 2021;

WHEREAS, consistent with Securities and Exchange Commission (“SEC”) Rule 14a-21 and prior shareholder advisory votes, the 2021 Annual Meeting must include a shareholder advisory resolution to approve the compensation paid to the corporation’s named executive officers during 2020, as disclosed pursuant to Item 402 of SEC Regulation S-K (“2020 Executive Officer Compensation”) as set forth in the proxy statement for the 2021 Annual Meeting (the 2021 Proxy Statement), including in the Compensation Discussion and Analysis (CD&A), compensation tables, and narrative disclosure; and

WHEREAS, the Compensation Committee will meet to review and discuss the CD&A for the purpose of recommending to the Board that the CD&A be included in the 2021 Proxy Statement; and

BOARD MEETING – February 10, 2021
PG&E CORPORATION

WHEREAS, the Compensation Committee recommends that the Board recommend that shareholders approve 2020 Executive Officer Compensation; and

WHEREAS, the Compensation Committee intends to at a later date recommended that this Board either (1) amend the 2014 PG&E Corporation Long-Term Incentive Plan (the “Plan”) to increase the maximum number of shares available for issuance relating to awards granted under the Plan by an amount to be recommended by the Committee and to make other amendments, or (2) adopt a new long-term incentive plan; and further intends to recommend that the Board submit such Plan amendments or new long-term incentive plan to shareholders for approval at the 2021 Annual Meeting, to the extent required by applicable stock exchange requirements and the terms of the Plan;

WHEREAS, a form of Joint Notice of Annual Meeting will be presented to this Board of Directors announcing that matters to be acted upon at the 2021 Annual Meeting (the “Scheduled Matters”), that will reflect the foregoing recommendations and requirements and will include (1) election of Class A directors to serve on this corporation’s Board of Directors to serve for a term expiring upon the annual meeting of shareholders in 2023 or until their successors are elected and qualified, (2) ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for this corporation for the year 2021, (3) an advisory vote to approve 2020 Executive Officer Compensation, and (4) either amending the Plan to increase the maximum number of shares available for issuance under the Plan or adopting a new long-term incentive plan, as will be determined in the future by the Board;

NOW, THEREFORE, BE IT RESOLVED that the Vice President, Deputy General Counsel and Corporate Secretary is hereby directed (1) to prepare (a) a definitive Joint Notice of Annual Meeting, a definitive Joint Proxy Statement, and a form or forms of proxy complying with the applicable requirements of California law and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), submitting the Scheduled Matters for consideration at the 2021 Annual Meeting, and (b) such other materials as may be required by the Exchange Act (together with the materials listed in (1)(a), the “Proxy Materials”), (2) to file such Proxy Materials with the SEC, and (3) to cause to be delivered, in accordance with the requirements of the Exchange

BOARD MEETING – February 10, 2021
PG&E CORPORATION

Act and the rules and regulations thereunder and Chapter 1 of the California General Corporation Law, to each shareholder on the Record Date, the Proxy Materials; and

BE IT FURTHER RESOLVED that the Proxy Materials shall contain the Board's recommendations that the shareholders vote (1) for the election of Cheryl F. Campbell, Kerry W. Cooper, Arno L. Harris, Michael R. Niggli, Oluwadara J. Treseder, Benjamin F. Wilson, and John M. Woolard as Class A directors to serve for a term expiring upon the annual meeting of shareholders in 2023 or until their successors are elected and qualified, (2) for ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for this corporation for the year 2021, (3) on an advisory basis, for the approval of 2020 Executive Officer Compensation, and (4) for the approval of proposed Plan amendments to increase the maximum number of shares available for issuance under the Plan and make other related amendments, or adoption of a new long-term incentive plan, as will be determined in the future by the Board; and

BE IT FURTHER RESOLVED that PATRICIA K. POPPE and BRIAN M. WONG, or either of them severally, or their successors, are hereby designated to act as proxies for shareholders of the corporation, with full power of substitution, in connection with the solicitation of proxies by the Board of Directors for the 2021 Annual Meeting, to vote such shareholders' stock at the 2021 Annual Meeting and any adjournment or postponement thereof, upon the Scheduled Matters and upon such other matters as may properly come before the meeting and any adjournment or postponement thereof, in accordance with the instructions given by such shareholders on their proxies or, in the absence of contrary instructions, in accordance with the recommendations of this Board of Directors as indicated above or in the foregoing proxyholders' discretion with respect to matters other than the Scheduled Matters in accordance with SEC Rule 14a-4(c), with the further provision that, if additional persons are nominated for election as directors, the foregoing proxyholders shall vote unrestricted proxies for the election of the nominees named above; and

BE IT FURTHER RESOLVED that the officers of this corporation are hereby authorized and directed, jointly and severally, to take any and all other action and to execute and file any

BOARD MEETING – February 10, 2021
PG&E CORPORATION

and all instruments necessary or desirable to carry out the intent and purposes of the foregoing resolution.

Resolution 2

WHEREAS, the Compensation Committee recommends that the Board of Directors of PG&E Corporation elect to adjust the payout of Mr. Smith’s August 3, 2020 performance shares to reflect individual performance

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors approves adjusting the payout of Mr. Smith’s August 3, 2020 Interim CEO Award; and

BE IT FURTHER RESOLVED that the Board hereby authorizes and delegates to the Compensation Committee the discretion to apply such adjustment to the final Interim CEO Award payout.

Resolution 3

WHEREAS, the Compensation Committee of the PG&E Corporation Board of Directors has recommended that the independent members of the Board of Directors of PG&E Corporation amend the terms of the Chief Executive Officer’s relocation benefits, as presented to the Board,

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of PG&E Corporation hereby amends the terms of the Chief Executive Officer’s relocation benefits as presented to the Board, and that such approval also constitutes approval from the independent Board members.

Resolution 4

BE IT RESOLVED, that the Board recommends that the company’s shareholders approve compensation paid to the company’s named executive officers for 2020 as disclosed in the company’s 2021 Joint Proxy Statement.

Resolution 5

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WHEREAS, PG&E Corporation, a California corporation (the “Corporation”), and its subsidiary Pacific Gas and Electric Company (the “Utility”) previously filed voluntary petitions for relief (the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”) on January 29, 2019;

WHEREAS, as a result of the Chapter 11 Cases, the Corporation is currently an “ineligible issuer,” as defined under Rule 405 of the Securities Act of 1933, as amended (the “Securities Act”) and thus does not qualify as a “well-known seasoned issuer” (“WKSI”), as defined under Rule 405 of the Securities Act;

WHEREAS, on June 20, 2020, the Bankruptcy Court approved the Corporation and the Utility’s Joint Chapter 11 Plan of Reorganization (the “Plan”) and the Corporation and the Utility emerged from Chapter 11 on July 1, 2020 pursuant to the Plan;

WHEREAS, on February 25, 2021 the Corporation expects to file its Annual Report on Form 10-K for the fiscal year ended on December 31, 2020, at which point the Corporation will no longer be considered an “ineligible issuer” and expects to be qualified as a WKSI and to be eligible to file automatically effective registration statements on Form S-3 with the Securities and Exchange Commission (the “SEC”);

WHEREAS, the Board of Directors of the Corporation finds it advisable for the Corporation to prepare and file with the SEC one or more automatically effective registration statements on Form S-3 (collectively, a “Registration Statement”) for the registration under the Securities Act, of an unspecified amount of Securities (as defined below) of the Corporation or the Utility;

WHEREAS, the Board of Directors finds it advisable that the Registration Statement include the registration of any or all of the following securities of the Corporation (any of which may be added to the registration statement by pre-effective amendment, by post-effective amendment or by other means): (i) debt securities, debentures, notes and/or other debt obligations of any seniority and whether senior or subordinated or secured or unsecured (the “Debt Securities”); (ii) shares of common stock, no par value (the “Common Stock”); (iii) shares of preferred stock, which may or may not be convertible into Common Stock (the “Preferred Stock”); (iv) depositary shares representing fractional interests in Preferred Stock (the “Depositary Shares”); (v) warrants for the purchase of Common Stock, Preferred Stock or Debt Securities (the “Warrants”); (vi) contracts to purchase or sell any of the foregoing (the “Purchase Contracts”), which may be issued separately or as part of units consisting of a Purchase Contract and other securities or obligations issued by the Corporation or any of its subsidiaries or other affiliates or third parties (including, without limitation, other Securities and United States treasury securities); and (vii) subscription rights (the “Subscription Rights”) to purchase shares of Common Stock, including in a rights offering for the Corporation’s existing shareholders (the “Rights Offering”). The Debt Securities, the Common Stock, the Preferred Stock, the

Depository Shares, the Warrants, the Purchase Contracts and the Subscription Rights are collectively referred to herein as the “Securities”, which Securities may be offered from time to time together or separately, or in any combination thereof, and in amounts, at prices and on terms to be determined at the time of offering, and any of which Securities may be convertible into or exchangeable or exercisable for any other Securities;

WHEREAS, the Board of Directors finds it advisable and in the best interests of the Corporation to approve financings which may be (i) in the form of equity or equity-linked financings, including one or more public or private offerings (each such offering, an “Equity Offering”) of (a) Common Stock, (b) Preferred Stock, (c) other securities convertible into Common Stock, including mandatory convertible securities, which may or may not require the Corporation to make periodic payments to the holders of such securities (the “Non-Preferred Convertible Securities”), (d) Subscription Rights to purchase shares of Common Stock, including in a Rights Offering and/or (e) other equity-linked securities, including, but not limited to, stock purchase contracts, which may be issued separately or as a part of units consisting of a stock purchase contract and debt securities of the Corporation or debt obligations of third parties, including U.S. Treasury securities, and which may or may not require the Corporation to make periodic payments to the holders of such securities (the “Equity Units” and, together with the Non-Preferred Convertible Securities and convertible Preferred Stock, the “Convertible Securities”; and, the Convertible Securities, together with the Common Stock, non-convertible Preferred Stock and the Subscription Rights, the “Equity Securities”), having an aggregate offering price of up to \$400,000,000 and such Equity Securities to be issued and sold pursuant to any method of selling securities, including one or more “at the market” offerings (the “ATM Program”), underwritten offerings or any other method permitted by law and/or (ii) in the form of debt financings, including (a) one or more public or private offerings (each such offering, a “Debt Offering” and, together with an Equity Offering, the “Offerings”) of one or more series of Debt Securities, having an aggregate offering price of up to \$1,250,000,000 and/or (b) one or more term loan facilities, letter of credit facilities and/or revolving credit facilities (collectively, the “Bank Facilities”); and

WHEREAS, the aggregate amount of such Debt Securities issued plus the aggregate amount of indebtedness outstanding under such Bank Facilities shall not exceed \$1,250,000,000 at any time;

WHEREAS, on December 11, 2018, the Board of Directors authorized certain periodic infusions of equity to the Utility, from time to time, as determined by certain designated officers of the Corporation, or any of them, from December 10, 2018 through December 31, 2021, to maintain the capital structure of the Utility.

Registration Statement

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Corporation to prepare and file with the SEC one or more Registration Statements

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for registration under the Securities Act of an unspecified amount of securities of the Corporation or the Utility (including the Securities) (any of which may be added to such Registration Statement by pre-effective amendment, by post-effective amendment or by other means) in one or more primary offerings by the Corporation, and the Board of Directors hereby authorizes and approves such preparation and filing;

BE IT FURTHER RESOLVED, that any such Registration Statement may also register under the Securities Act the resale of any Common Stock held by the PG&E Fire Victim Trust (the “Trust”) pursuant to the terms of the Plan (the “Plan Shares”) or any Common Stock issued by the Corporation to the Trust in exchange for the Plan Shares;

BE IT FURTHER RESOLVED, that any officer of the Corporation (each, an “Officer” and, collectively, the “Officers”) be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, or cause to be prepared, a Registration Statement with exhibits, including one or more prospectuses and, if applicable, prospectus supplements to be used in connection with such Registration Statement, for the registration of the offering of the Securities under the Securities Act, with full power and authority to prepare, or cause to be prepared, any amendments to such Registration Statement (including pre-effective amendments or post-effective amendments) and any supplements to the prospectus or prospectuses contained therein, any term sheets or free writing prospectuses, and any exhibits and amendments to any exhibits thereto and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and any supplemental indentures thereto, and to prepare, execute and file, or cause to be filed, all certificates, letters, opinions, applications and any other documents in connection therewith, which may be required to be filed with the SEC with respect to the registration and offering, issuance and sale from time to time of Securities and with respect to any withdrawal of such Registration Statement, and to take any and all action that counsel for the Corporation shall advise or that the Officer taking such action shall determine to be necessary, advisable or appropriate, such determination to be evidenced conclusively by the taking of such action;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed in his or her discretion, in the name and on behalf of the Corporation, to terminate, or cause to be terminated, any existing registration statements (which may be terminated by a post-effective amendment) for the registration of the offering of securities under the Securities Act that are to be registered pursuant to a Registration Statement;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to furnish such undertakings or representations on behalf of the Corporation as the SEC may request;

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BE IT FURTHER RESOLVED, that for the purposes of facilitating the signing and filing of each Registration Statement and any amendments (including pre-effective amendments or post-effective amendments) or supplements thereto, each of FRANCES S. CHANG, CHRISTINE M. DESANZE, ROBIN J. REILLY, HENRY WEINTRAUB, BRIAN M. WONG and JOSEPH C. YU (the “Authorized Officers”) be, and each of them with full power and authority to act without the others hereby is, designated as attorney-in-fact and agent for the Corporation with full power of substitution and resubstitution; and the officers and directors of the Corporation be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed to grant their several powers of attorney and the power of attorney of the Corporation to the Authorized Officers, and to each of them with full power and authority to act without the others;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to designate the agent for service of process to be named in each Registration Statement and to be authorized to receive notices and communications from the SEC in connection with each Registration Statement;

Equity Offerings

BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation and its shareholders to authorize the raising of capital through the issuance and sale from time to time by the Corporation of Equity Securities through one or more Equity Offerings, including, without limitation, the ATM Program;

BE IT FURTHER RESOLVED, that, subject to a determination of either (i) the Pricing Committee (as defined below) or (ii) in the case of an offering conducted pursuant to the ATM Program, a Delegated Officer (as defined below), of the sufficiency of the consideration to be received by the Corporation for the issuance thereof, the Corporation be, and hereby is, authorized to issue, register, sell and deliver in one or more Equity Offerings, any combination of Equity Securities; provided that the aggregate purchase price of all Equity Securities issued and sold in the Equity Offerings, shall not, in the aggregate, exceed \$400,000,000;

BE IT FURTHER RESOLVED that a Pricing Committee of three directors is hereby created with the authority to exercise all of the powers of the Board of Directors with respect to the issuance and/or sale of any Equity Securities in one or more Equity Offerings;

BE IT FURTHER RESOLVED that the Chairman of the Board, the Chief Executive Officer, and the Chair of the Finance Committee are designated as the members of the Pricing Committee, each to serve at the pleasure of the Board of Directors;

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BE IT FURTHER RESOLVED that the Board of Directors has determined that, in the case of an ATM Program, each of the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Corporation (each, a “Delegated Officer” and, collectively, the “Delegated Officers”) and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute and deliver one or more purchase agreements, placement agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, at market issuance sales agreements, terms agreements or distribution agreements, or similar agreements between the Corporation and such agents as may be selected by any of the Delegated Officers (each an “Agent”) to provide for the offer and sale by the Corporation of Equity Securities pursuant to the ATM Program to the Agents or the distribution of Equity Securities inside or outside the United States and its territories or possessions by the Agents, and the Board of Directors has determined that such offer and sale shall be at such prices and upon on such terms and conditions as the Delegated Officers, or any of them, may from time to time determine to be fair and reasonable; provided, however, the Board of Directors has determined that at no time (1) shall the price to be paid to the Corporation by the purchasers of any such Equity Securities be less than 90 percent of the last reported sale price (regular way) of shares of Equity Securities on the New York Stock Exchange immediately prior to the time such price was determined and (2) the underwriting or agent fees or commissions applicable to the sale of such shares of Equity Securities shall not exceed 2.0% of the gross proceeds of such offering;

BE IT FURTHER RESOLVED, that the Board of Directors, pursuant to the authority vested in the Board of Directors by the Restated Articles of Incorporation of the Corporation, as heretofore amended and in effect (the “Articles”), and the By-laws of the Corporation (the “By-laws”), and within the express limitations set forth herein, hereby authorizes and empowers the Pricing Committee with respect to any Equity Offerings to (i) determine the number and type of each series of Equity Securities to be issued, registered, sold and delivered (including pursuant to any over-allotment option, if applicable) in the Equity Offerings and determine the terms of such series of Equity Securities (including any coupon or other payment amounts payable in respect thereof, whether such amounts shall be cumulative or noncumulative, the dates on which such amounts shall be payable and whether such amounts shall be payable in cash, in additional securities of the Corporation or in a combination thereof, any mandatory or optional conversion provisions, including the conversion rate and any applicable anti-dilution provisions, any redemption or sinking fund provisions, the amount of any fundamental change make-whole premium in respect of such series (and the discount rate to be used to determine such amount) and all other terms, conditions and other provisions applicable to such series), (ii) determine the offering price to the public of such Equity Securities and the sufficiency of such offering price as consideration for the issuance thereof, (iii) determine the applicable underwriting discounts and commissions in connection with the Equity Offerings and (iv) make such other determinations and take or authorize all such other actions as provided by

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these resolutions or that the Pricing Committee shall otherwise determine to be necessary, advisable or appropriate in connection with or otherwise relating to the Equity Offerings;

BE IT FURTHER RESOLVED, that the Board of Directors, pursuant to the authority vested in the Board of Directors by the Articles and the By-laws, hereby authorizes and empowers the Pricing Committee, if deemed necessary, advisable or appropriate in connection with the Equity Offerings, to create, designate, authorize and provide for the issuance of shares of a new series of the Corporation's undesignated Preferred Stock and to establish the number of shares to be included in such series, and to fix the powers, preferences and rights of the shares of such series and the qualifications, limitations and restrictions thereof, including the dividends payable in respect thereof, whether such dividends shall be cumulative or noncumulative, the dates on which such dividends shall be payable and whether such dividends shall be payable in cash, in additional securities of the Corporation or in a combination thereof, the redemption, sinking fund and liquidation preference provisions applicable to such series, any mandatory and optional conversion provisions applicable to such series, including the conversion rate and any applicable anti-dilution provisions, the voting rights inuring to such series, including the right of holders of such series to designate, nominate and appoint directors to the Board of Directors, any transfer or ownership restrictions to be applicable to the holders of such series, the amount of any fundamental change dividend make-whole premium in respect of such series (and the discount rate to be used to determine such amount) and all other terms, conditions and other provisions applicable to such series;

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee of the terms, conditions and provisions of any Equity Securities issued in connection with any Equity Offerings that are not conducted pursuant to the ATM Program, each Delegated Officer be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute and deliver the rights certificates, purchase contracts, indentures, notes or other instruments evidencing all or a portion of such Equity Securities in the form that any Delegated Officer deems necessary or advisable, together with such amendments and other modifications thereto as the Pricing Committee may approve in accordance with these resolutions, such approval to be conclusively evidenced by the execution and delivery thereof by such Delegated Officer;

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee of the terms, conditions and provisions of any Equity Securities issued in connection with the Equity Offerings, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver such documents, certificates and orders as may be required under any indentures or supplemental indentures to establish one or more series of the Equity Securities or to amend any provision under any indenture or supplemental indenture as permitted thereunder;

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BE IT FURTHER RESOLVED, that any Delegated Officer be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to appoint one or more banking or financial institutions to act as trustee under the indentures (if any) for Non-Preferred Convertible Securities;

BE IT FURTHER RESOLVED, that there are and shall from time to time be reserved from the authorized but unissued shares of Common Stock, such number of shares of Common Stock as are issuable upon the conversion (whether mandatory or optional) of all Convertible Securities that may be issued and outstanding from time to time, as the same may be adjusted in accordance with the terms of such Convertible Securities (including any antidilution provisions applicable thereto), and such number of shares of Common Stock as may be issued from time to time in accordance with the terms of such Convertible Securities, including as payment of any make-whole premium, dividends, coupons or other amounts (any such shares of Common Stock, the “Conversion Shares”), and the Pricing Committee be, and hereby is, authorized and empowered to determine, from time to time, the number of such Conversion Shares;

BE IT FURTHER RESOLVED, that any Delegated Officer be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, from time to time to reserve from the authorized but unissued shares of Common Stock and from the authorized but unissued shares of Preferred Stock, such number of shares of Common Stock and such number of shares of Preferred Stock as any such Delegated Officer shall deem necessary, advisable or appropriate in connection with the Equity Offerings;

BE IT FURTHER RESOLVED, that, subject to the requisite approvals and other actions by the Pricing Committee or Delegated Officers, as applicable, contemplated by these resolutions, the shares of Common Stock and Preferred Stock, when issued, registered, sold and delivered by the Corporation and when the consideration determined by the Pricing Committee or Delegated Officers, as applicable, to be sufficient for the issuance thereof has been duly received by the Corporation, shall be duly and validly issued, fully paid and nonassessable, and (i) the Conversion Shares, when issued upon conversion of the Convertible Securities and (ii) the shares of Common Stock, when issued upon exercise of the Subscription Rights, in each case otherwise in accordance with the terms thereof, shall be duly and validly issued, fully paid and nonassessable;

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee or Delegated Officers, as applicable, of the terms, conditions and other provisions of any Preferred Stock issued in connection with the Equity Offerings, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute, deliver, perform and file with the Secretary of State of California the Certificate of Designations in respect of

such Preferred Stock (the “Certificate of Designations”), in the form that any Delegated Officer deems necessary or advisable, together with such amendments and other modifications thereto as the Pricing Committee may approve in accordance with these resolutions, such approval to be conclusively evidenced by the execution, delivery and filing of the Certificate of Designations by such Delegated Officer;

Debt Securities

BE IT FURTHER RESOLVED, that the Debt Securities may be debt securities, debentures, notes and/or other debt obligations of any seniority, whether senior or subordinated or secured or unsecured and may be issued pursuant to one or more indentures, including any supplemental indentures thereto;

BE IT FURTHER RESOLVED, that the Debt Securities may include one or more series of senior notes issued pursuant to that certain Indenture, dated as of June 23, 2020 between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee, including or more supplemental indentures (as amended and supplemented, the “Secured Indenture”);

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute, and deliver one or more indentures (each, an “Indenture” and, together with the Secured Indenture, the “Indentures”), including any supplemental indentures thereto (a “Supplemental Indenture”), each providing for the issuance of one or more series of Debt Securities on such terms as the Delegated Officer(s) executing the same shall approve and with such trustees, paying agents, calculation agents, authentication agents, registrars, or any other agents, intermediaries, or third-party service providers as may be selected by any of such Delegated Officers in their discretion, the execution of the Indentures on behalf of the Corporation by any such Delegated Officer to be conclusive evidence of such approval by the Board, and to take any and all actions on behalf of the Corporation to effect performance of the Corporation’s obligations under the Indentures;

BE IT FURTHER RESOLVED, that the Debt Securities shall (1) be in such form as shall be established by any of the Delegated Officers, in accordance with the terms and conditions of the Indentures, and (2) have such series designation, price or prices, interest rate or rates, terms of redemption or sinking funds, if any, maturity dates, and such other terms and conditions as any of the Delegated Officers may determine, and may be denominated either in U.S. dollars, in any other currency, in composite currencies, or in amounts determined by reference to an index;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, deeds of trust, and other collateral agreements in

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connection with the issuance of Debt Securities, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any or all real or personal property belonging to or under the control of the Corporation (which pledge or grant may be contained in any Indenture under which the Debt Securities are issued), or otherwise provides collateral as security for the Corporation's obligations under the Debt Securities and any Indenture under which the Debt Securities are issued, on such terms and conditions as such Delegated Officer may deem necessary or advisable, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver any supplemental indenture and such documents, certificates, and orders as may be required under the Indentures to establish, issue, and deliver one or more series of Debt Securities as any Delegated Officer deems advisable or to amend any provision of the Indentures as permitted thereunder;

BE IT FURTHER RESOLVED, that the Board adopts the facsimile and electronic signatures of President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Corporation, and authorizes any two of such signatures to be affixed to the Debt Securities in the name and on behalf of the Corporation;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation to (1) determine whether it would be advantageous to the Corporation to redeem or defease all or any portion of any series of Debt Securities with proceeds of Debt Securities or other sources of funds, and (2) if such redemption or defeasance is determined to be advantageous to the Corporation, to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate the redemption or defeasance of all or any portion of any series of Debt Securities;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to effect one or more exchange offers (each, an

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“Exchange Offer”) of outstanding Debt Securities for newly issued Debt Securities in transactions that are registered under the Securities Act or exempt from the registration requirements of the Securities Act, including pursuant to Section 3(a)(9) thereof, and (1) to cause to be prepared one or more registration statements, offering circulars, prospectuses, or other disclosure documents in connection with an Exchange Offer and all instruments, documents, and agreements necessary to effect such Exchange Offer, (2) to disseminate to holders of Debt Securities to be exchanged appropriate Exchange Offer documents, and (3) to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate any Exchange Offer;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) determine the final terms of any tender offer (each, an “Offer”), including, without limitation, the final terms of the consideration payable for Debt Securities in connection with an Offer, (2) approve the final forms of any offer to purchase (each, an “Offer to Purchase”) and related letter of transmittal (“Letter of Transmittal”) and all other documentation related to an Offer, and (3) approve the engagement of one or more dealer managers, an information agent, and a depository or tender agent for an Offer, the terms of such engagements, and the engagement agreements to be entered into with such parties;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) prepare, or cause to be prepared, and distribute, or cause to be distributed, to the holders of Debt Securities in connection with an Offer, an Offer to Purchase, a Letter of Transmittal, and any other related documents as they shall deem necessary and appropriate and take all other actions and do all other things as such Delegated Officer may deem necessary and appropriate to commence and successfully consummate, for and on behalf of the Corporation, an Offer, (2) accept or reject Debt Securities tendered by holders in accordance with the terms of the related Offer to Purchase and the Letter of Transmittal, and (3) disburse, or cause to be disbursed, consideration for the payment of Debt Securities tendered by holders pursuant to an Offer and accepted by the Corporation, which the Corporation becomes obligated to pay as a result of consummation of an Offer and otherwise cause the Corporation to perform any and all obligations it is required to perform as a result of an Offer;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) determine whether it would be advantageous to the Corporation to purchase Debt Securities through open market purchases or in privately negotiated transactions, and (2) if such purchase is determined to be advantageous to the

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Corporation, to cause to be purchased Debt Securities through open market purchases or in privately negotiated transactions upon such terms and at such prices as they may determine;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute, and deliver one or more purchase agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, or similar agreements between the Corporation and such underwriters or agents as may be selected by any of the Delegated Officers (each an “Agent”) providing for the sale by the Corporation of the Debt Securities to the Agents or the distribution of the Debt Securities inside or outside the United States and its territories or possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

BE IT FURTHER RESOLVED, that, in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer’s judgment be deemed necessary, proper and advisable;

Revolving Credit Facilities

BE IT FURTHER RESOLVED, that the Bank Facilities may include one or more Revolving Credit Facilities with such lenders, and such terms and conditions, including, without limitation, those providing for a so-called “accordion” feature or an incremental uncommitted borrowing feature, as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Revolving Credit Facilities, including (1) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for lenders to provide such Revolving Credit Facility, (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Revolving Credit Facility on such terms and conditions as such Delegated Officer may deem necessary or advisable, (3) requesting loans, letters of credit and other extensions of credit under such Revolving Credit Facility in such amounts and at such times as such Delegated Officer may deem necessary or advisable, (4) exercising at any time and from time to time any so-called “accordion” feature or incremental uncommitted borrowing feature under such Revolving Credit Facility and increasing the maximum amount of indebtedness available under such Revolving Credit Facility, and negotiating, executing and delivering all such amendments, documents, agreements, notes, certificates and other items on

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behalf of the Corporation as may be required in connection therewith, (5) negotiating, executing, and delivering one or more swap, collar, or other interest rate management agreements in connection with any loans or other extensions of credit made or expected to be made under such Revolving Credit Facility, whether with existing lenders or other counterparties, and (6) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any existing or new Revolving Credit Facilities (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Corporation in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that, in connection with the Revolving Credit Facilities, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with the Revolving Credit Facilities, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any and all real or personal property of the Corporation, whether now owned or hereafter acquired, including such property as may be described in the Indentures or any collateral documents relating to the Revolving Credit Facilities, or otherwise provides collateral as security for the Corporation's obligations under Revolving Credit Facilities on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide indemnification to each lender participating in any Revolving Credit Facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that, in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or

regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer’s judgment be deemed necessary, proper and advisable;

Term Loan Facilities

BE IT FURTHER RESOLVED, that the Bank Facilities may include one or more term loan facilities (each, a “Term Loan Facility” and together, the “Term Loan Facilities”) with such terms and conditions as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED, that each Delegated Officer is authorized to take all actions necessary or advisable to enter into arrangements in respect of any Term Loan Facility in the name and on behalf of the Corporation, including: (1) engaging one or more arrangers or agents on such terms and conditions as such Delegated Officer may approve to arrange for lenders to provide such Term Loan Facility, (2) negotiating, executing, and delivering one or more letter agreements providing for the payment of fees to the arrangers, agents and/or lenders in connection with such Term Loan Facility, (3) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan Facility on such terms and conditions as such Delegated Officer may approve, and (4) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any existing or new Term Loan Facilities (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Corporation in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that, in connection with the Term Loan Facilities, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Term Loan Facility, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any and all real or personal property of the Corporation, whether now owned or hereafter acquired, including such property as may be described in the Indentures or any collateral documents relating to any such Term Loan Facility, or otherwise provides collateral as security for the Corporation’s obligations under any such Term Loan Facility on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide

indemnification to each lender participating in any Term Loan Facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that, in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

Derivatives

BE IT FURTHER RESOLVED, that, in connection with the Debt Securities and/or the Bank Facilities and for general corporate purposes, the Corporation may desire to enter into certain interest rate swaps or other derivatives (the "Derivatives") in order to hedge or otherwise reduce its exposure to potential changes in interest rates related to the Corporation's floating rate debt instruments and, for general corporate purposes, the values of the Corporation's assets, liabilities or other positions arising from movements in prices or other measures;

BE IT FURTHER RESOLVED, that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to solicit bids for Derivatives and to negotiate and approve the terms of the Derivatives transactions and the related Derivatives documentation in order to hedge or otherwise reduce the exposures of the Corporation to potential changes in interest rates related to the Corporation's floating rate debt instruments and, for general corporate purposes, the values of the Corporation's assets, liabilities or other positions arising from movements in prices or other measures (including, without limitation, any futures account and other cleared derivatives agreements, any master agreements and schedules in the forms published by the International Swaps and Derivatives Association, Inc. ("ISDA"), any credit support annexes in the forms published by ISDA, any confirmations and the ISDA definitions incorporated therein, any ISDA protocols and related adherence letters, protocol agreements, questionnaire responses and other protocol documents, any guaranty, any contract or instrument containing embedded Derivatives and any other transaction document (collectively, the "Derivatives Documents"));

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in

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the name and on behalf of the Corporation, to negotiate, execute and deliver the Derivatives Documents in order to hedge or otherwise reduce the exposures of the Corporation to potential changes in interest rates related to the Corporation's floating rate debt instruments and, for general corporate purposes, the values of the Corporation's assets, liabilities or other positions arising from movements in prices or other measures, such execution to be conclusive evidence of the approval thereof, and to do and perform, or cause to be done and performed, all such acts, deeds and things and to negotiate, execute, deliver and perform, or cause to be negotiated, made, executed, delivered and performed, all agreements, documents, certificates or other instruments, and to obtain any and all approvals and consents that may be required or, in all cases, as such Officer, in his or her discretion, deems necessary or advisable in connection with the related Derivatives transactions (with such necessity or advisability being conclusively evidenced by the taking of such actions), including any amendments or supplements to any of the foregoing, as any of the Officers deems necessary or desirable from time to time;

BE IT FURTHER RESOLVED, that in connection with the Derivatives, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with the Derivatives, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any and all real or personal property of the Corporation, whether now owned or hereafter acquired, including such property as may be described in the Indenture or any collateral documents relating to the Derivatives, or otherwise provides collateral (including letters of credit) as security for the Corporation's obligations under the Derivatives on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

General Transaction Authorization

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, if necessary, to engage one or more investment banks to form an underwriting syndicate with respect to the Offerings, the roles and titles to be awarded to such investment banks, including with respect to “left” placement, to be determined by such Delegated Officer in his discretion;

BE IT FURTHER RESOLVED, that, in connection with the Offerings, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, enter into, execute, deliver and perform one or more underwriting, dealer manager, rights, subscription, purchase, purchase contract and/or transfer agreements relating to the Offerings;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, in the name and on behalf of the Corporation, authorized and empowered to (i) obtain, prepare, execute, deliver and file with the SEC or any other applicable governmental authorities, instrumentalities or agencies one or more registration statements, including on Form 8-A or any other appropriate form, prospectuses, prospectus supplements, amendments to any of the foregoing, and all other agreements, instruments and other documents as shall be necessary, desirable or appropriate, in the good faith determination of such Delegated Officer, to effect the registration of the Equity Securities and any Conversion Shares under the Securities Exchange Act of 1934, as amended, and any other federal, state or foreign securities laws; and/or (ii) to make the Equity Securities eligible for book-entry and otherwise with The Depository Trust Company, Euroclear Bank S.A./N.V., and Clearstream Banking, S.A., or any of their successors, as any such Delegated Officer deems necessary or advisable;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to prepare, execute, deliver and file with the New York Stock Exchange or any other exchange (domestic or foreign) such supplemental or other listing applications and such additional agreements, instruments and other documents, and from time to time to make such amendments or modifications thereto, as shall be necessary, desirable or appropriate, in the good faith determination of such Delegated Officer, to effect and maintain the listing of the Equity Securities issued in the Offerings, and the Conversion Shares, on such exchanges, and to comply with the listing requirements of such exchanges, and to appear before any official or any body of such exchanges in connection with any such listing on such exchanges;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in

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the name and on behalf of the Corporation, to take any and all action which they, or any of them, may deem necessary, advisable or appropriate in order to effect the registration or qualification (or exemption therefrom) of the Equity Securities for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America or any other jurisdictions, domestic or foreign, and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and any other papers and instruments or notices which may be required under such laws, and to take any and all further action which any such Delegated Officer may deem necessary, advisable or appropriate in order to maintain any such registration or qualification for as long as such Delegated Officer deems necessary or as required by law or reasonably requested by a selling agent or any underwriter; and that the Board of Directors hereby adopts the form of any resolution required to be filed in connection with any applications, consents to service of process, powers of attorney, issuer's covenants or other documents or instruments if (i) in the opinion of the Delegated Officer so acting the adoption of such resolution is necessary, advisable or appropriate, and (ii) the secretary of the Corporation evidences such adoption by filing with the minutes of this meeting copies of such resolution, which shall thereupon be deemed to be adopted by the Board of Directors and incorporated in such minutes as a part of this resolution with the same force and effect as if presented to this meeting;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered to cause the Corporation to appoint a transfer agent, paying agent, depositary, registrar and/or dividend disbursing and redemption agent for the Equity Securities issued in the Offerings and any Conversion Shares, as the Delegated Officers may deem necessary, advisable or appropriate, such determination to be evidenced conclusively by such appointment;

Equity Infusions to the Utility

BE IT FURTHER RESOLVED, that the Corporation is hereby authorized and empowered to use the proceeds from the Equity Offerings and the Corporation's revolving credit facility, among other sources, to make periodic infusions of equity up to \$900,000,000 to the Utility, from time to time, as determined by the Delegated Officers, or any of them, during a period beginning on February 9, 2021 and ending on February 28, 2022;

General Authorization

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered and directed, in the name and on behalf of the Corporation, to approve the form and terms of, enter into, execute, deliver and perform, and file with the SEC or other governmental and regulatory authorities, any and all agreements, amendments, consents, certificates, instruments, documents, notices, requests, directions, approvals, instructions and other communications as any such

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Officer or such other authorized persons may determine to be required by, or otherwise necessary, advisable or appropriate in connection with the matters authorized in this and the preceding resolutions, and to take any and all such other actions as any such Officer or such other authorized persons may determine to be necessary, advisable or appropriate in connection with any of the foregoing or for the purpose of otherwise carrying into effect the purposes of this and the preceding resolutions, such determination to be evidenced conclusively by such entry, execution, delivery or performance or the taking of such action, by any such Officer or such other authorized persons;

BE IT FURTHER RESOLVED, that, consistent with the foregoing resolutions, the Corporation be, and hereby is, authorized to, and the Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (i) enter into, execute, deliver and perform, as applicable, or cause to be entered into, executed, delivered and performed, as applicable, and where necessary, advisable or appropriate, file or cause to be filed with the appropriate governmental authorities, instrumentalities or agencies, associations or stock exchanges, domestic or foreign, all other agreements, instruments and other documents, (ii) take or cause to be taken all other actions and do or cause to be done all other things to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, (iii) incur and pay or cause to be paid all fees, expenses and taxes arising in connection with matters encompassed by the foregoing resolutions (including all registration, filing, listing or other fees with the SEC, the New York Stock Exchange or any other exchange (domestic or foreign), the Financial Industry Regulatory Authority, Inc. or the Secretary of State of California and all fees and disbursements of counsel) and (iv) engage or otherwise retain the services of all investment banks, arrangers, advisors, agents or other persons, in each case as may be necessary, advisable or appropriate, in the good faith determination of any Delegated Officer, to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is necessary, advisable or appropriate);

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such action to notify, or to obtain any authorizations, consents, waivers or approvals of, any third party that such Delegated Officer may deem necessary, advisable or appropriate in order to carry out the intent and purposes of these resolutions; and

BE IT FURTHER RESOLVED, that any actions taken by any of the Officers prior to the adoption of these resolutions which are within the authority hereinabove conferred are hereby ratified, confirmed, approved and adopted as actions by and on behalf of the Corporation.

Resolution 6

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WHEREAS, the following individuals currently are directors of PG&E Corporation (the “Corporation”): Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, and Benjamin F. Wilson, and each either is (a) a current Class A director who is being considered as a nominee for election at the Corporation’s 2021 annual meeting of shareholders currently scheduled to be held on May 21, 2020, and at any adjournments or postponements thereof (the “2021 Annual Meeting”), and has consented to serve in this capacity if elected, or (b) a current Class B director whose term will expire upon the annual meeting of shareholders in 2022 and will continue to serve as director after the 2021 annual meeting;

WHEREAS, since January 1, 2020, the following additional individuals served as non employee directors of the Corporation but are not currently serving on the Board: Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, William D. Johnson, , Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and Alejandro D. Wolff;

WHEREAS, the Board previously appointed Rajat Bahri, Kerry W. Cooper, Robert C. Flexon, and Benjamin F. Wilson to serve as the members of the Audit Committee during 2020 and intend that they continue serving in this capacity, to the extent they remain on the Board;

WHEREAS, the Board previously appointed Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, and Dara J. Treseder to serve as the members of the Compensation Committee during 2020 and intend that they continue serving in this capacity, to the extent they remain on the Board;

WHEREAS, the Board previously appointed Cheryl F. Campbell, Mark E. Ferguson, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers to serve as the members of the Safety and Nuclear Oversight Committee during 2020 and intend that they continue serving in this capacity, to the extent they remain on the Board;

WHEREAS, each individual who previously served as a non-employee member of the Corporation’s Board since January 1, 2020 submitted a completed 2020 Questionnaire for Directors and Selected Officers (a “2020 D&O Questionnaire”) and each individual who is currently serving as a non-employee member of the Corporation’s Board has submitted a completed 2021 Questionnaire for Directors and Selected Officers (the “2021 Director Questionnaire” and, together with the 2020 D&O Questionnaire, the “Proxy Questionnaires”); and

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WHEREAS, the Boards have considered the responses to the Proxy Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members:

WHEREAS this Board of Directors has previously determined that each current non-employee directors, other than Mr. Fugate, is financially literate, as that qualification is interpreted by the Board in its business judgment; and

WHEREAS this Board of Directors has previously determined that each of Rajat Bahri, Cheryl F. Campbell, Robert C. Flexon, Michael J Niggli, Dean L. Seavers, Dara J. Treseder, and Benjamin F. Wilson is an “audit committee financial expert” as defined in Securities and Exchange Commission regulations;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that since January 1, 2020, each of Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, Benjamin F. Wilson, John D. Woolard, Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, and Alejandro D. Wolff, while serving as a non-employee director of this corporation, was independent and, if applicable, continues to be (a) independent, as independence is defined in Section 303A.02 of the NYSE Listed Company Manual (taking into account the Compensation Committee factors set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual) and as provided in the categorical independence standards adopted by the Board, including the requirement that an independent director not have material relationships with this corporation, and (b) independent for purposes of service on the Audit Committee, as “independence” is defined in Rule 10A 3(b)(1) under the Securities and Exchange Act of 1934; and

BE IT FURTHER RESOLVED that the Board reaffirms its belief that each of the following individuals is “financially literate”: Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, Arno L. Harris, Michael R. Niggli, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, Benjamin F. Wilson, and John D. Woolard; and

BE IT FURTHER RESOLVED that the Board hereby reaffirms that each of Rajat Bahri, Cheryl F. Campbell, Robert C. Flexon, Michael J Niggli, Dean L. Seavers, Dara J. Treseder, and Benjamin F. Wilson meets the qualifications of an “audit committee financial expert” as defined in Item 407 of Regulation S-K, and thus has accounting or related financial management expertise as set forth in the NYSE Listed Company Manual;

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BE IT FURTHER RESOLVED that the Board affirms its belief that each of Cheryl F. Campbell, Mark E. Ferguson, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers meets qualifications established in connection with the Corporation's emergence from Chapter 11 required to serve as the members of the Safety and Nuclear Oversight Committee; and

BE IT FURTHER RESOLVED that the officers and counsel of this corporation are hereby jointly and severally authorized and directed to provide any required written affirmation or certification on behalf of this corporation to the NYSE that the Board has made such determinations regarding the independence and required qualifications of each non-employee director, as described above.

PRIVILEGED AND CONFIDENTIAL¹

BOARD MEETING – February 10, 2021
PACIFIC GAS AND ELECTRIC COMPANY

A video conference of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, February 10, 2021, at 12:30 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara J. Treseder, Benjamin F. Wilson, John M. Woolard, and Adam L. Wright attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Brian M. Wong and Jenny Kan.

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Mr. Wong served as secretary of the meeting.

Mr. Wong and Ms. Kan were excused, and the meeting was convened in executive session.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Adam L. Wright, Julius Cox, John R. Simon, Francisco Benavides, Sumeet Singh, Ajay Waghray, Fong Wan, Christopher A. Foster, Robert S. Kenney, Alejandro Vallejo, and Sujata Pagedar entered the meeting.

Mr. Wong opened the meeting with brief remarks about meeting safety.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[REDACTED]

¹ [REDACTED]

BOARD MEETING – February 10, 2021
PACIFIC GAS AND ELECTRIC COMPANY

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Mark Filip, Charles Kalil, and Christopher A. Keegan of Kirkland and Ellis LLP, and Todd W. Filsinger of Filsinger Energy Partners entered the meeting.

Mr. Wong introduced the Federal Monitor team and Mr. Filip, with the participation of Mr. Kalil and Mr. Keegan, provided an update on their monitorship since their prior meeting with the Board in October 2020. They discussed their oversight of and engagement with the Utility's Gas Operations, Compliance and Ethics, and Electric Operations departments on safety, speak up culture, and risk governance. Mr. Filip also shared his perspective on the February 3 hearing before U.S. District Court Judge William Alsup. The directors asked questions, and a discussion ensued.

Following the discussion, Messrs. Filip, Kalil, Keegan, and Vallejo left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Todd W. Filsinger of Filsinger Energy Partners were excused.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

After a brief recess, the meeting recommenced with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Todd W. Filsinger of Filsinger Energy Partners again in the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on 2020 safety performance, root cause analysis on an electric transmission induction incident that occurred on December 2, 2020, and updates to the 2025 workforce safety improvement plan. The directors asked questions about electric training and standards, and a discussion ensued.

Mr. Singh presented a report on the Utility's operations, including a discussion on three events that took place during January: the gas explosion in Carmichael, the atmospheric river storm event, and the windstorm and Public Safety Power Shutoff event, all of which are described in the Board materials. The directors asked questions, and a discussion ensued.

BOARD MEETING – February 10, 2021
PACIFIC GAS AND ELECTRIC COMPANY

Referring to board materials, Mr. Foster provided a summary of 2020 financial results and discussed the changes over the last quarter, investor sentiment, outreach to ratings agencies, and credit markets. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Jessica Hogle and Christopher Patterson entered the meeting.

Mr. Kenney led a discussion on the legislative outlook in Washington, D.C. and Sacramento, and the Companies' policy priorities, which are reflected in the Board materials. Ms. Hogle and Mr. Patterson described the risks and opportunities for the Companies resulting from the 2020 national elections, California's political atmosphere, and the Companies' strategic approach to the 2021 State legislative session. The directors asked questions and discussed among other things, the natural gas transition, status of Community Choice Aggregation implementation in California, the status of the recall effort regarding the Governor, and the proposed Federal GREEN Act to promote the electric vehicle industry.

Mr. Wong presented items for the Board's approval regarding (i) the minutes of the Boards' November 12, 2020 meeting, (ii) the minutes of the Boards' December 10, 2020 meeting, and (iii) the resolutions relating to the 2021 annual meeting of shareholders and proxy statement (see Resolution 1 in Attachment A), all of which are reflected in the Board materials.

On motion made and seconded, the Board approved the matters presented.

Mr. Wilson, Chair of the Utility's Audit Committee, led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting. He reported that, among other matters, the Committee reviewed and agreed to recommend that the each Board approve (i) including the 2020 Consolidated Financial Statements in the companies' consolidated annual report on Form 10-K for 2020, and delegating final approval authority to the applicable Audit Committee, and (ii) requesting shareholder ratification of Deloitte & Touche, LLP as the applicable company's independent registered public accounting firm for 2021. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board approved the matters presented.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, reported on and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committees, reported on and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting.

BOARD MEETING – February 10, 2021
PACIFIC GAS AND ELECTRIC COMPANY

Mr. Ferguson, Chair of the Corporation's Compensation Committee, led a discussion on the Committee's recommendation that (a) the PG&E Corporation Board (i) approve evaluating 2020 performance and adjusting the 2020 performance share payout for the PG&E Corporation Interim CEO, and delegating to the Compensation Committee authority to apply any adjustment to the final payout, (ii) approve clarifications to the PG&E Corporation CEO relocation benefit, and (iii) approve the PG&E Corporation CEO's 2021 performance objectives, and (b) the Boards of PG&E Corporation and the Utility each approve the Say on Pay recommendation to shareholders. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board reaffirmed its recommendation that shareholders vote to approve Say on Pay (see Resolution 2 in Appendix A).

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy Committee led a discussion on the Committee's recommendations that the Boards approve the 2021 charitable contributions and 2021 political contributions budgets. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board approved the matters presented.

Mr. Seavers, Chair of the Corporation's Finance Committee, led a discussion on the Committee's recommendations that the Boards (i) approve expenditures and execution of the Hunters Point substation rebuild, (ii) concur with the proposed updated 2021 Financial Performance Plan, and (iii) approve 2021 financing authorizations. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures and execution of the related agreements for the capital project, (ii) concurred with the proposed updated 2021 Financial Performance Plan, and (iii) approved the 2021 financing authorizations (see Resolution 3 in Appendix A).

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee led a discussion on the Committee's recommendations that the Boards, as applicable, (i) approve management's responses to a shareholder proposal submitted to the Utility for inclusion in the 2021 proxy statement, (ii) affirm determinations regarding independence and qualifications of director candidates for both companies, (iii) approve nominees for shareholder vote at each company's annual meeting, and (iv) appoint Bill Smith to the PG&E Corporation Technology and Cybersecurity Committee and PG&E Corporation Finance Committee. He invited questions and discussion on these recommendations.

On motion made and seconded, the Board (i) approved management's response to a shareholder proposal submitted for inclusion in the 2021 proxy statement, (ii) affirmed determinations regarding independence and qualifications of director candidates (see Resolution 4 in Appendix A), and (iii) reaffirmed approval of nominees for shareholder vote.

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At this point, Mr. Wright, Mr. Cox, Mr. Simon, Mr. Benavides, Mr. Singh, Mr. Waghray, Mr. Wan, Mr. Foster, Mr. Kenney, Ms. Pagedar, and Ms. Kan left the meeting, and the Board continued in executive session with Mr. Wong present.

The Board conducted its annual performance evaluation. Mr. Flexon stated that he and Mr. Seavers met with the Board members to solicit the directors' input regarding both committee and Board performance, and that they compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Board's performance.

Following discussion, the Board concluded that, based on the results of its 2020 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

The Technology and Cybersecurity Committee conducted its annual performance evaluation. Following discussion, the Committee concluded that, based on the results of its 2020 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

Ms. Poppe and Mr. Wong were excused and the independent directors met in executive session to discuss various matters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:00 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, the 2021 regular annual meeting of the shareholders of this corporation (the “2021 Annual Meeting”) will be held on May 20, 2021, and this Board of Directors has fixed March 22, 2021 as the record date (the “Record Date”) for the determination of shareholders entitled to receive notice of and to vote at the 2021 Annual Meeting and at any adjournment thereof;

WHEREAS, the Nominating and Governance Committee of the PG&E Corporation Board of Directors has recommended that Cheryl F. Campbell, Kerry W. Cooper, Arno L. Harris, Michael R. Niggli, Oluwadara J. Treseder, Benjamin F. Wilson, John M. Woolard, and Adam L. Wright each be nominated for election as a Class A director of this corporation at the 2021 Annual Meeting, to serve for a term expiring upon the annual meeting of shareholders in 2023 or until his or her successor is elected and qualified, and each has consented to such nomination;

WHEREAS, the Audit Committee has recommended that shareholders ratify the corporation’s appointment of Deloitte & Touche LLP as the corporation’s independent registered public accounting firm for the fiscal year ending December 31, 2021;

WHEREAS, consistent with Securities and Exchange Commission (“SEC”) Rule 14a-21 and prior shareholder advisory votes, the 2021 Annual Meeting must include a shareholder advisory resolution to approve the compensation paid to the corporation’s named executive officers for 2020, as disclosed pursuant to Item 402 of SEC Regulation S-K (“2020 Executive Officer Compensation”) as set forth in the proxy statement for the 2021 Annual Meeting (the 2021 Proxy Statement), including in the Compensation Discussion and Analysis (CD&A), compensation tables, and narrative disclosure; and

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WHEREAS, the Compensation Committee will meet to review and discuss the CD&A for the purpose of recommending to the Board that the CD&A be included in the 2021 Proxy Statement; and

WHEREAS, the Compensation Committee recommends that the Board recommend that shareholders approve 2020 Executive Officer Compensation; and

WHEREAS, a form of Joint Notice of Annual Meeting will be presented to this Board of Directors announcing that matters to be acted upon at the 2021 Annual Meeting (the “Scheduled Matters”), that will reflect the foregoing recommendations and requirements and will include (1) election of Class A directors to serve on this corporation’s Board of Directors to serve for a term expiring upon the annual meeting of shareholders in 2023 or until their successors are elected and qualified, (2) ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for this corporation for the year 2021, (3) an advisory vote to approve 2020 Executive Officer Compensation, and (4) to the extent that the SEC requires that the corporation include these items in the Joint Proxy Statement, a shareholder proposal submitted in accordance with SEC Rule 14a-8 (the Shareholder Proposal) regarding auditing the company’s participation in a Medicare program for retirees;

NOW, THEREFORE, BE IT RESOLVED that the Vice President, General Counsel and Corporate Secretary is hereby directed (1) to prepare (a) a definitive Joint Notice of Annual Meeting, a definitive Joint Proxy Statement, and a form or forms of proxy complying with the applicable requirements of California law and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), submitting the Scheduled Matters for consideration at the 2021 Annual Meeting, and (b) such other materials as may be required by the Exchange Act (together with the materials listed in (1)(a), the “Proxy Materials”), (2) to file such Proxy Materials with the SEC, and (3) to cause to be delivered, in accordance with the requirements of the Exchange Act and the rules and regulations thereunder and Chapter 1 of the California General Corporation Law, to each shareholder on the Record Date, the Proxy Materials; and

BE IT FURTHER RESOLVED that the Proxy Materials shall contain the Board’s recommendations that the shareholders vote (1) for the election of Cheryl F. Campbell, Kerry W. Cooper, Arno L. Harris, Michael R. Niggli, Oluwadara J. Treseder, Benjamin F. Wilson, John M.

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Woolard, and Adam L. Wright as Class A directors, to serve for a term expiring upon the annual meeting of shareholders in 2023, or until their successors are elected and qualified, (2) for ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for this corporation for the year 2021, (3) on an advisory basis, for the approval of 2020 Executive Officer Compensation, and (4) against any Shareholder Proposal or other shareholder proposal submitted in accordance with the corporation's advance notice bylaws; and

BE IT FURTHER RESOLVED that ADAM L. WRIGHT and BRIAN M. WONG, or either of them severally, or their successors, are hereby designated to act as proxies for shareholders of this corporation, with full power of substitution, in connection with the solicitation of proxies by the Board of Directors for the 2021 Annual Meeting, to vote such shareholders' stock at the 2021 Annual Meeting and any adjournment or postponement thereof, upon the Scheduled Matters and upon such other matters as may properly come before the meeting and any adjournment or postponement thereof, in accordance with the instructions given by such shareholders on their proxies or, in the absence of contrary instructions, in accordance with the recommendations of this Board of Directors as indicated above or in the foregoing proxyholders' discretion with respect to matters other than the Scheduled Matters in accordance with SEC Rule 14a-4(c), with the further provision that, if additional persons are nominated for election as directors, the foregoing proxyholders shall vote unrestricted proxies for the election of the nominees named above; and

BE IT FURTHER RESOLVED that the officers of this corporation are hereby authorized and directed, jointly and severally, to take any and all other action and to execute and file any and all instruments necessary or desirable to carry out the intent and purposes of the foregoing resolution.

Resolution 2

BE IT RESOLVED, that the Board recommends that the company's shareholders approve compensation paid to the company's named executive officers for 2020 as disclosed in the company's 2021 Joint Proxy Statement.

Resolution 3

Part I: Registration Statement

WHEREAS, PG&E Corporation (“PG&E”) and Pacific Gas and Electric Company, a California corporation (the “Company”) previously filed voluntary petitions for relief (the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”) on January 29, 2019;

WHEREAS, as a result of the Chapter 11 Cases, the Company is currently an “ineligible issuer,” as defined under Rule 405 of the Securities Act of 1933, as amended (the “Securities Act”) and thus does not qualify as a “well-known seasoned issuer” (“WKSI”), as defined under Rule 405 of the Securities Act;

WHEREAS, on June 20, 2020, the Bankruptcy Court approved PG&E’s and the Company’s Joint Chapter 11 Plan of Reorganization (the “Plan”) and PG&E and the Company emerged from Chapter 11 on July 1, 2020 pursuant to the Plan;

WHEREAS, on February 25, 2021 the Company expects to file its Annual Report on Form 10-K for the fiscal year ended on December 31, 2020, at which point the Company will no longer be considered an “ineligible issuer” and expects to be qualified as a WKSI and to be eligible to file automatically effective registration statements on Form S-3 with the Securities and Exchange Commission (the “SEC”);

WHEREAS, the Board of Directors (the “Board”) of the Company finds it advisable for the Company to prepare and file with the SEC one or more automatically effective registration statements on Form S-3 (collectively, a “Registration Statement”) for the registration under the Securities Act, of an unspecified amount of debt securities, debentures, notes and/or other debt obligations of any seniority and whether senior or subordinated or secured or unsecured of the Company (collectively, “Securities”);

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company to prepare and file with the SEC one or more Registration Statements for registration under the Securities Act of an unspecified amount of securities of the Company or PG&E (including the Securities) (any of which may be added to such Registration Statement by pre-effective amendment, by post-effective amendment or by other means) in one or more primary offerings by the Company, and the Board hereby authorizes and approves such preparation and filing;

BE IT FURTHER RESOLVED, that any officer of the Company (each, an “Officer” and, collectively, the “Officers”) be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to prepare, or cause to be prepared, a Registration Statement with exhibits, including one or more prospectuses and, if applicable, prospectus supplements to be used in connection with such Registration Statement, for the registration of the offering of the Securities

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under the Securities Act, with full power and authority to prepare, or cause to be prepared, any amendments to such Registration Statement (including pre-effective amendments or post-effective amendments) and any supplements to the prospectus or prospectuses contained therein, any term sheets or free writing prospectuses, and any exhibits and amendments to any exhibits thereto and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and any supplemental indentures thereto, and to prepare, execute and file, or cause to be filed, all certificates, letters, opinions, applications and any other documents in connection therewith, which may be required to be filed with the SEC with respect to the registration and offering, issuance and sale from time to time of Securities and with respect to any withdrawal of such Registration Statement, and to take any and all action that counsel for the Company shall advise or that the Officer taking such action shall determine to be necessary, advisable or appropriate, such determination to be evidenced conclusively by the taking of such action;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed in his or her discretion, in the name and on behalf of the Company, to terminate, or cause to be terminated, any existing registration statements (which may be terminated by a post-effective amendment) for the registration of the offering of securities under the Securities Act that are to be registered pursuant to a Registration Statement;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to furnish such undertakings or representations on behalf of the Company as the SEC may request;

BE IT FURTHER RESOLVED, that for the purposes of facilitating the signing and filing of each Registration Statement and any amendments (including pre-effective amendments or post-effective amendments) or supplements thereto, each of FRANCES S. CHANG, CHRISTINE M. DESANZE, ROBIN J. REILLY, HENRY WEINTRAUB, BRIAN M. WONG and JOSEPH C. YU (the “Authorized Officers”) be, and each of them with full power and authority to act without the others hereby is, designated as attorney-in-fact and agent for the Company with full power of substitution and resubstitution; and the officers and directors of the Company be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed to grant their several powers of attorney and the power of attorney of the Company to the Authorized Officers, and to each of them with full power and authority to act without the others;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to designate the agent for service of process to be named in each Registration Statement and to be authorized to receive notices and communications from the SEC in connection with each Registration Statement;

Part II: Refinancing of Certain Existing Indebtedness

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WHEREAS, in connection with the Chapter 11 Cases, the California Public Utilities Commission (the “CPUC”) authorized the Company to incur certain amounts of indebtedness (such authorization, the “POR OII Decision”);

WHEREAS, on April 20, 2020, the Board authorized the Company to issue or incur up to \$6 billion of debt securities or term loans or any combination thereof in furtherance of the POR OII Decision (the “Temporary Utility Debt Authority”);

WHEREAS, pursuant to the Temporary Utility Debt Authority, on July 1, 2020, the Company entered into a term loan credit agreement with JPMorgan Chase Bank, N.A., as administrative agent and the other lenders from time to time party thereto consisting of a \$1.5 billion 364-day term loan facility (the “364-Day Existing Term Loan”) and a \$1.5 billion 18-month term loan facility (the “18-Month Existing Term Loan”) and, together with the 364-Day Existing Term Loan, the “Existing Term Loans”);

WHEREAS, on June 19, 2020, the Company issued \$8.925 billion of first mortgage bonds with varying interest rates and tenors, \$3 billion of which were issued pursuant to the Temporary Utility Debt Authority (such \$3 billion of first mortgage bonds, the “Existing Mortgage Bonds” and, together with the Existing Term Loans, the “Existing Flexible Debt”);

WHEREAS, it may be in the best interests of the Company and its shareholders for the Company to enter into, issue, amend, discharge, refinance, or refund all or any portion of the Existing Flexible Debt by the incurrence of Authorized Short-Term Debt (as hereinafter defined) or Authorized Long-Term Debt (as hereinafter defined) in the discretion of the Delegated Officers (as hereinafter defined), so long as such entering into, issuance, amendment, extension, discharge, refinancing, or refunding is within the limitations authorized by the CPUC, including, but not limited to, the POR OII Decision;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby delegates to the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company (each, a “Delegated Officer” and, collectively, the “Delegated Officers”) the power to enter into, issue, amend, discharge, refinance, or refund, from time to time, the Existing Flexible Debt;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company to (1) determine whether it would be advantageous to the Company to redeem or defease all or any portion of any series of the Existing Mortgage Bonds, and (2) if such redemption or defeasance is determined to be advantageous to the Company, to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate the redemption or defeasance of all or any portion of any series of Existing Mortgage Bonds;

BE IT FURTHER RESOLVED that each Delegated Officer is authorized to take all actions necessary or advisable to enter into arrangements in respect of the Existing Term Loans, including any refinancing, amendment, extension or other modification or replacement to such Existing Term Loans, in the name and on behalf of the Company, including: (1) engaging one or more new arrangers or agents on such terms and conditions as such Delegated Officer may approve, (2) negotiating, executing, and delivering one or more letter agreements providing for the payment of fees to the arrangers, agents and/or lenders in connection with such Existing Term Loans, (3) negotiating, executing, and delivering one or more new credit or loan agreements with lenders on such terms and conditions as such Delegated Officer may approve, and (4) negotiating, executing, and delivering, or authorizing and delegating authority to any employee of the Company to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to the Existing Term Loans (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Company in each case on such terms and conditions as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

Part III: Authorization for New Short-Term Debt

WHEREAS, pursuant to the authorizations and decisions of the CPUC, the Company is authorized from time to time to incur short-term debt, which is debt that requires repayment not more than 12 months after the date of issuance or execution, or debt that is issued under working capital facilities (“Authorized Short-Term Debt”);

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to be able to enter into, issue, amend, discharge, refinance, or refund such Authorized Short-Term Debt to provide for its capital requirements or for other appropriate corporate purposes consistent with the authorizations and decisions of the CPUC;

WHEREAS, it may be in the best interests of the Company and its shareholders for the company to enter into, issue, amend, discharge, refinance, or refund new and existing Authorized Short-Term Debt in the discretion of the Delegated Officers, as hereinafter defined, so long as such entering into, issuance, amendment, discharge, refinancing, or refunding is within the limitations on short-term financing authorized by the CPUC;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby delegates to the Delegated Officers the discretion to request from the CPUC from time to time the authorization to issue or incur such amounts of short-term debt as may be necessary or appropriate for the business or operations of the Company including to refinance, redeem, retire or exchange previously issued or incurred Authorized Short-Term Debt;

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BE IT FURTHER RESOLVED that the Company is hereby authorized to enter into, issue, amend, discharge, refinance, or refund Authorized Short-Term Debt as may be necessary or appropriate in connection with the business and operations of the Company consistent with the authorizations and decisions of the CPUC, including, without limitation, Authorized Short-Term Debt existing on the date of this resolution and any of the Authorized Short-Term Debt described in the following paragraphs of this resolution;

A. Short-Term Securities

BE IT FURTHER RESOLVED that the Authorized Short-Term Debt may include one or more new debt securities (the “Short-Term Securities”), which debt securities may be either secured (and may include first mortgage bonds or notes secured by first mortgage bonds) or unsecured and may be issued pursuant to one or more indentures or indentures of mortgage, including any supplemental indentures thereto;

BE IT FURTHER RESOLVED that the Short-Term Securities may include one or more series of first mortgage bonds issued pursuant to that certain Indenture of Mortgage, dated as of June 19, 2020 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, including or more supplemental indentures (as amended and supplemented, the “Mortgage Indenture”);

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more indentures or indentures of mortgage (each, an “Indenture” and, together with the Mortgage Indenture, the “Indentures”), including any supplemental indentures thereto (a “Supplemental Indenture”), each providing for the issuance of one or more series of Short-Term Securities on such terms as the Delegated Officer(s) executing the same shall approve and with such trustees, paying agents, calculation agents, authentication agents, registrars, or any other agents, intermediaries, or third-party service providers as may be selected by any of such Delegated Officers in their discretion, the execution of the Indentures on behalf of the Company by any such Delegated Officer to be conclusive evidence of such approval by the Board, and to take any and all actions on behalf of the Company to effect performance of the Company’s obligations under the Indentures;

BE IT FURTHER RESOLVED that the Short-Term Securities shall (1) be in such form as shall be established by any of the Delegated Officers, in accordance with the terms and conditions of the Indentures, and (2) have such series designation, price or prices, interest rate or rates, terms of redemption or sinking funds, if any, maturity dates, and such other terms and conditions as any of the Delegated Officers may determine, and may be denominated either in U.S. dollars, in any other currency, in composite currencies, or in amounts determined by reference to an index;

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BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, mortgages, deeds of trust, and other collateral agreements in connection with the issuance of Short-Term Securities, pursuant to which the Company pledges or grants a security interest in, or a lien on, any or all real or personal property belonging to or under the control of the Company (which pledge or grant may be contained in any Indenture under which the Short-Term Securities are issued), or otherwise provides collateral as security for the Company's obligations under the Short-Term Securities and any Indenture under which the Short-Term Securities are issued, on such terms and conditions as such Delegated Officer may deem necessary or advisable, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver any supplemental indenture and such documents, certificates, and orders as may be required under the Indentures to establish, issue, and deliver one or more series of Short-Term Securities as any Delegated Officer deems advisable or to amend any provision of the Indentures as permitted thereunder;

BE IT FURTHER RESOLVED that the Board adopts the facsimile and electronic signatures of President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company, and authorizes any two of such signatures to be affixed to the Short-Term Securities in the name and on behalf of the Company;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company to (1) determine whether it would be advantageous to the Company to redeem or defease all or any portion of any series of Short-Term Securities with proceeds of Short-Term Securities or other sources of funds, and (2) if such redemption or defeasance is determined to be advantageous to the Company, to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to

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effectuate and consummate the redemption or defeasance of all or any portion of any series of Short-Term Securities;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more purchase agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, or similar agreements between the Company and such underwriters or agents as may be selected by any of the Delegated Officers (each an “Agent”) providing for the sale by the Company of the Short-Term Securities to the Agents or the distribution of the Short-Term Securities inside or outside the United States and its territories or possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

BE IT FURTHER RESOLVED that in connection with the Short-Term Securities, the Indentures, and any Supplemental Indenture, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute, and file all documents required to comply with the securities or blue sky laws of the various states and jurisdictions of the United States and in any foreign jurisdictions for the offer and sale of the Short-Term Securities, and the Board adopts the form of any resolutions required by any such authority within a relevant jurisdiction in connection with any applications, consents to service, issuer’s covenants, or other documents if (1) in the opinion of the Delegated Officers executing the same, adoption of such resolutions is necessary or appropriate, and (2) the Corporate Secretary or an Assistant Corporate Secretary evidences such adoption by inserting with the minutes of this meeting copies of such resolutions, which will thereupon be deemed to be adopted by the Board with the same force and effect as if presented at this meeting;

BE IT FURTHER RESOLVED that if deemed advisable, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, (1) to list or otherwise make the Short-Term Securities eligible for trading in such securities markets as any Delegated Officer deems advisable, (2) to comply with the Securities Exchange Act of 1934, as amended, in connection with any offering of the Short-Term Securities, including the filing of a registration statement on Form 8-A with the SEC with respect to the Short-Term Securities, and/or (3) to make the Short-Term Securities eligible for book entry and otherwise with The Depository Trust Company, Euroclear Bank S.A/N.V., and Clearstream Banking, S.A., or any of their successors, as any such Delegated Officer deems advisable;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or

regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer’s judgment be deemed necessary, proper and advisable;

B. Revolving Credit Facilities

BE IT FURTHER RESOLVED that the Authorized Short-Term Debt may include one or more Revolving Credit Facilities with such lenders, and such terms and conditions, including, without limitation, those providing for a so-called “accordion” feature or an incremental uncommitted borrowing feature, as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Revolving Credit Facilities, including (1) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for lenders to provide such Revolving Credit Facility, (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Revolving Credit Facility on such terms and conditions as such Delegated Officer may deem necessary or advisable, (3) requesting loans, letters of credit and other extensions of credit under such Revolving Credit Facility in such amounts and at such times as such Delegated Officer may deem necessary or advisable, (4) exercising at any time and from time to time any so-called “accordion” feature or incremental uncommitted borrowing feature under such Revolving Credit Facility and increasing the maximum amount of indebtedness available under such Revolving Credit Facility, and negotiating, executing and delivering all such amendments, documents, agreements, notes, certificates and other items on behalf of the Company as may be required in connection therewith, (5) negotiating, executing, and delivering one or more swap, collar, or other interest rate management agreements in connection with any loans or other extensions of credit made or expected to be made under such Revolving Credit Facility, whether with existing lenders or other counterparties, and (6) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any existing or new Revolving Credit Facilities (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Company in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in connection with the Revolving Credit Facilities, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge

agreements, collateral agreements and other similar agreements in connection with the Revolving Credit Facilities, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indentures or any collateral documents relating to the Revolving Credit Facilities, or otherwise provides collateral (including first mortgage bonds) as security for the Company’s obligations under Revolving Credit Facilities on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide indemnification to each lender participating in any Revolving Credit Facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer’s judgment be deemed necessary, proper and advisable;

C. Term Loan Facilities

BE IT FURTHER RESOLVED that the Authorized Short-Term Debt may include one or more term loan facilities (each, a “Term Loan Facility” and together, the “Term Loan Facilities”) with such terms and conditions as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED that each Delegated Officer is authorized to take all actions necessary or advisable to enter into arrangements in respect of any Term Loan Facility in the name and on behalf of the Company, including: (1) engaging one or more arrangers or agents on such terms and conditions as such Delegated Officer may approve to arrange for lenders to provide such Term Loan Facility, (2) negotiating, executing, and delivering one or more letter agreements providing for the payment of fees to the arrangers, agents and/or lenders in connection with such Term Loan Facility, (3) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan Facility on such terms and conditions as such Delegated Officer may approve, and (4) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, letter of credit

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reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any existing or new Term Loan Facilities (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Company in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in connection with the Term Loan Facilities, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Term Loan Facility, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indentures or any collateral documents relating to any such Term Loan Facility, or otherwise provides collateral (including first mortgage bonds) as security for the Company's obligations under any such Term Loan Facility on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide indemnification to each lender participating in any Term Loan Facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

D. Derivatives

BE IT FURTHER RESOLVED that in connection with the Authorized Short-Term Debt and for general corporate purposes, the Company may desire to enter into certain interest rate swaps or other derivatives (the "Derivatives") in order to hedge or otherwise reduce its exposure to potential changes in interest rates related to the Company's floating rate debt

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instruments and, for general corporate purposes, the values of the Company’s assets, liabilities or other positions arising from movements in prices or other measures;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to solicit bids for Derivatives and to negotiate and approve the terms of the Derivatives transactions and the related Derivatives documentation in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company’s floating rate debt instruments and, for general corporate purposes, the values of the Company’s assets, liabilities or other positions arising from movements in prices or other measures (including, without limitation, any futures account and other cleared derivatives agreements, any master agreements and schedules in the forms published by the International Swaps and Derivatives Association, Inc. (“ISDA”), any credit support annexes in the forms published by ISDA, any confirmations and the ISDA definitions incorporated therein, any ISDA protocols and related adherence letters, protocol agreements, questionnaire responses and other protocol documents, any guaranty, any contract or instrument containing embedded Derivatives and any other transaction document (collectively, the “Derivatives Documents”));

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute and deliver the Derivatives Documents in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company’s floating rate debt instruments and, for general corporate purposes, the values of the Company’s assets, liabilities or other positions arising from movements in prices or other measures, such execution to be conclusive evidence of the approval thereof, and to do and perform, or cause to be done and performed, all such acts, deeds and things and to negotiate, execute, deliver and perform, or cause to be negotiated, made, executed, delivered and performed, all agreements, documents, certificates or other instruments, and to obtain any and all approvals and consents that may be required or, in all cases, as such Officer, in his or her discretion, deems necessary or advisable in connection with the related Derivatives transactions (with such necessity or advisability being conclusively evidenced by the taking of such actions), including any amendments or supplements to any of the foregoing, as any of the Officers deems necessary or desirable from time to time;

BE IT FURTHER RESOLVED that in connection with the Derivatives, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with the Derivatives, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indenture or any collateral documents relating to the Derivatives, or

otherwise provides collateral (including first mortgage bonds or letters of credit) as security for the Company's obligations under the Derivatives on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

E. Commercial Paper and Extendible Commercial Notes

BE IT FURTHER RESOLVED that the Authorized Short-Term Debt may include a commercial paper or extendible commercial note facility with such terms and conditions as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions necessary or advisable to enter into an arrangement in respect of a commercial paper or extendible commercial note facility, including (1) engaging a dealer, issuing agent, and paying agent, on such terms and conditions as such Delegated Officer may approve, (2) borrowing for the use and benefit of the Company from time to time through the issuance of commercial paper notes or extendible commercial notes, (3) executing such commercial paper notes and extendible commercial notes in the name and on behalf of the Company, (4) negotiating, executing, and delivering (i) a commercial paper dealer agreement or extendible commercial notes agreement between the Company and the dealer selected by such Delegated Officer providing, among other things, for the sale of commercial paper notes or extendible commercial notes, respectively, on behalf of the Company and the indemnification of the dealer in connection therewith, and (ii) an issuing and paying agency agreement between the Company and the issuing and paying agent selected by such Delegated Officer, in each case on such terms and conditions as such Delegated Officer, in his or her sole discretion, may approve, (5) delegating to any officer or employee of the Company authority to give instructions to the dealer pursuant to the commercial paper dealer agreement or the

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extendible commercial note dealer agreement, and (6) appointing additional dealers and successors to any of the parties named;

BE IT FURTHER RESOLVED that in connection with a commercial paper or extendible commercial note facility, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with a commercial paper or extendible commercial note facility, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indenture or any collateral documents relating to the commercial paper or extendible commercial note facility, or otherwise provides collateral (including first mortgage bonds or letters of credit) as security for the Company's obligations under a commercial paper or extendible commercial note facility on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide indemnification to each lender participating in any commercial paper or extendible commercial note facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

F. Inter-Company Borrowing

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to lend to subsidiaries of the Company funds borrowed pursuant to the authority hereinabove conferred, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an officer of the borrowing entity;

Part IV: Authorization for New Long-Term Debt

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WHEREAS, pursuant to the authorizations and decisions of CPUC, the Company is authorized from time to time to incur long-term debt, which is debt that requires repayment more than 12 months after the date of issuance or execution (“Authorized Long-Term Debt”);

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to be able to enter into, issue, amend, discharge, refinance, or refund such Authorized Long-Term Debt to provide for its capital requirements or for other appropriate corporate purposes consistent with the authorizations and decisions of the CPUC;

WHEREAS, it may be in the best interests of the Company and its shareholders for the company to enter into, issue, amend, discharge, refinance, or refund new and existing Authorized Long-Term Debt in the discretion of the Delegated Officers, as hereinafter defined, so long as such entering into, issuance, amendment, discharge, refinancing, or refunding is within the limitations on long-term financing authorized by the CPUC;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby delegates to the Delegated Officers of the Company the discretion to request from the CPUC from time to time the authorization to issue or incur such amounts of long-term debt as may be necessary or appropriate for the business or operations of the Company including to refinance, redeem, retire or exchange previously issued or incurred Authorized Long-Term Debt;

BE IT FURTHER RESOLVED that the Company is hereby authorized to enter into, issue, amend, discharge, refinance, or refund Authorized Long-Term Debt as may be necessary or appropriate in connection with the business and operations of the Company consistent with the authorizations and decisions of the CPUC, including, without limitation, Authorized Long-Term Debt existing on the date of this resolution and any of the Authorized Long-Term Debt described in the following paragraphs of this resolution;

A. Long-Term Securities

BE IT FURTHER RESOLVED that the Authorized Long-Term Debt may include one or more new debt securities (the “Long-Term Securities”), which debt securities may be either secured (and may include first mortgage bonds or notes secured by first mortgage bonds) or unsecured and may be issued pursuant to one or more indentures or indentures of mortgage, including any supplemental indentures thereto;

BE IT FURTHER RESOLVED that the Long-Term Securities may include one or more series of first mortgage bonds issued pursuant to the Mortgage Indenture;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more indentures or indentures of mortgage (each, an “Indenture” and, together with the Mortgage Indenture, the “Indentures”), including any supplemental indentures thereto (a “Supplemental

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Indenture”), each providing for the issuance of one or more series of Long-Term Securities on such terms as the Delegated Officer(s) executing the same shall approve and with such trustees, paying agents, calculation agents, authentication agents, registrars, or any other agents, intermediaries, or third-party service providers as may be selected by any of such Delegated Officers in their discretion, the execution of the Indentures on behalf of the Company by any such Delegated Officer to be conclusive evidence of such approval by the Board, and to take any and all actions on behalf of the Company to effect performance of the Company’s obligations under the Indentures;

BE IT FURTHER RESOLVED that the Long-Term Securities shall (1) be in such form as shall be established by any of the Delegated Officers, in accordance with the terms and conditions of the Indentures, and (2) have such series designation, price or prices, interest rate or rates, terms of redemption or sinking funds, if any, maturity dates, and such other terms and conditions as any of the Delegated Officers may determine, and may be denominated either in U.S. dollars, in any other currency, in composite currencies, or in amounts determined by reference to an index;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, mortgages, deeds of trust, and other collateral agreements in connection with the issuance of Long-Term Securities, pursuant to which the Company pledges or grants a security interest in, or a lien on, any or all real or personal property belonging to or under the control of the Company (which pledge or grant may be contained in any Indenture under which the Long-Term Securities are issued), or otherwise provides collateral as security for the Company’s obligations under the Long-Term Securities and any Indenture under which the Long-Term Securities are issued, on such terms and conditions as such Delegated Officer may deem necessary or advisable, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver any supplemental indenture and such documents, certificates, and orders as may be required under the Indentures to establish,

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issue, and deliver one or more series of Long-Term Securities as any Delegated Officer deems advisable or to amend any provision of the Indentures as permitted thereunder;

BE IT FURTHER RESOLVED that the Board adopts the facsimile and electronic signatures of President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company, and authorizes any two of such signatures to be affixed to the Long-Term Securities in the name and on behalf of the Company;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company to (1) determine whether it would be advantageous to the Company to redeem or defease all or any portion of any series of Long-Term Securities with proceeds of Long-Term Securities or other sources of funds, and (2) if such redemption or defeasance is determined to be advantageous to the Company, to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate the redemption or defeasance of all or any portion of any series of Long-Term Securities;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to effect one or more exchange offers (each, an “Exchange Offer”) of outstanding Long-Term Securities for newly issued Long-Term Securities in transactions that are registered under the Securities Act or exempt from the registration requirements of the Securities Act, including pursuant to Section 3(a)(9) thereof, and (1) to cause to be prepared one or more registration statements, offering circulars, prospectuses, or other disclosure documents in connection with an Exchange Offer and all instruments, documents, and agreements necessary to effect such Exchange Offer, (2) to disseminate to holders of Long-Term Securities to be exchanged appropriate Exchange Offer documents, and (3) to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate any Exchange Offer;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) determine the final terms of any tender offer (each, an “Offer”), including, without limitation, the final terms of the consideration payable for Long-Term Securities in connection with an Offer, (2) approve the final forms of any offer to purchase (each, an “Offer to Purchase”) and related letter of transmittal (“Letter of Transmittal”) and all other documentation related to an Offer, and (3) approve the engagement of one or more dealer managers, an information agent, and a depository or tender agent for an Offer, the terms of such engagements, and the engagement agreements to be entered into with such parties;

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BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) prepare, or cause to be prepared, and distribute, or cause to be distributed, to the holders of Long-Term Securities in connection with an Offer, an Offer to Purchase, a Letter of Transmittal, and any other related documents as they shall deem necessary and appropriate and take all other actions and do all other things as such Delegated Officer may deem necessary and appropriate to commence and successfully consummate, for and on behalf of the Company, an Offer, (2) accept or reject Long-Term Securities tendered by holders in accordance with the terms of the related Offer to Purchase and the Letter of Transmittal, and (3) disburse, or cause to be disbursed, consideration for the payment of Long-Term Securities tendered by holders pursuant to an Offer and accepted by the Company, which the Company becomes obligated to pay as a result of consummation of an Offer and otherwise cause the Company to perform any and all obligations it is required to perform as a result of an Offer;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) determine whether it would be advantageous to the Company to purchase Long-Term Securities through open market purchases or in privately negotiated transactions, and (2) if such purchase is determined to be advantageous to the Company, to cause to be purchased Long-Term Securities through open market purchases or in privately negotiated transactions upon such terms and at such prices as they may determine;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more purchase agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, or similar agreements between the Company and such underwriters or agents as may be selected by any of the Delegated Officers (each an “Agent”) providing for the sale by the Company of the Long-Term Securities to the Agents or the distribution of the Long-Term Securities inside or outside the United States and its territories or possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

BE IT FURTHER RESOLVED that in connection with the Long-Term Securities, the Indentures, and any Supplemental Indenture, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute, and file all documents required to comply with the securities or blue sky laws of the various states and jurisdictions of the United States and in any foreign jurisdictions for the offer and sale of the Long-Term Securities, and the Board adopts the form of any resolutions required by any such authority within a relevant jurisdiction in connection with any applications, consents to service, issuer’s covenants, or other documents if (1) in the opinion of the Delegated Officers executing the same, adoption of such resolutions is necessary or appropriate, and (2) the Corporate Secretary or an Assistant Corporate

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Secretary evidences such adoption by inserting with the minutes of this meeting copies of such resolutions, which will thereupon be deemed to be adopted by the Board with the same force and effect as if presented at this meeting;

BE IT FURTHER RESOLVED that, if deemed advisable, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, (1) to list or otherwise make the Long-Term Securities eligible for trading in such securities markets as any Delegated Officer deems advisable, (2) to comply with the Securities Exchange Act of 1934, as amended, in connection with any offering of the Long-Term Securities, including the filing of a registration statement on Form 8-A with the SEC with respect to the Long-Term Securities, and/or (3) to make the Long-Term Securities eligible for book entry and otherwise with The Depository Trust Company, Euroclear Bank S.A/N.V., and Clearstream Banking, S.A., or any of their successors, as any such Delegated Officer deems advisable;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

B. Term Loan Facilities

BE IT FURTHER RESOLVED that the Authorized Long-Term Debt may include one or more term loan facilities (each, a "Term Loan Facility" and together, the "Term Loan Facilities") with such terms and conditions as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED that each Delegated Officer is authorized to take all actions necessary or advisable to enter into an arrangement in respect of a Term Loan Facility in the name and on behalf of the Company, including: (1) engaging one or more arrangers or agents on such terms and conditions as such Delegated Officer may approve to arrange for lenders to provide such Term Loan Facility, (2) negotiating, executing, and delivering one or more letter agreements providing for the payment of fees to the arrangers, agents and/or lenders in connection with such Term Loan Facility, (3) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan Facility on such terms and conditions as such Delegated Officer may approve, and (4) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any new or existing Term Loan Facilities (including any actions to repay outstanding borrowings thereunder, increase or

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decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Company in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in connection with the Term Loan Facilities, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Term Loan Facility, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indentures or any collateral documents relating to any such Term Loan Facility, or otherwise provides collateral (including first mortgage bonds) as security for the Company's obligations under any such Term Loan Facility on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, (3) provide indemnification to each lender participating in any Term Loan Facility, and (4) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

C. Derivatives

BE IT FURTHER RESOLVED that in connection with the Authorized Long-Term Debt and for general corporate purposes, the Company may desire to enter into certain interest rate swaps or other derivatives (the "Derivatives") in order to hedge or otherwise reduce its exposure to potential changes in interest rates related to the Company's floating rate debt instruments and, for general corporate purposes, the values of the Company's assets, liabilities or other positions arising from movements in prices or other measures;

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BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to solicit bids for Derivatives and to negotiate and approve the terms of the Derivatives transactions and the related Derivatives documentation in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company's floating rate debt instruments and, for general corporate purposes, the values of the Company's assets, liabilities or other positions arising from movements in prices or other measures (including, without limitation, any futures account and other cleared derivatives agreements, any master agreements and schedules in the forms published by the International Swaps and Derivatives Association, Inc. ("ISDA"), any credit support annexes in the forms published by ISDA, any confirmations and the ISDA definitions incorporated therein, any ISDA protocols and related adherence letters, protocol agreements, questionnaire responses and other protocol documents, any guaranty, any contract or instrument containing embedded Derivatives and any other transaction document (collectively, the "Derivatives Documents"));

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute and deliver the Derivatives Documents in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company's floating rate debt instruments and, for general corporate purposes, the values of the Company's assets, liabilities or other positions arising from movements in prices or other measures, such execution to be conclusive evidence of the approval thereof, and to do and perform, or cause to be done and performed, all such acts, deeds and things and to negotiate, execute, deliver and perform, or cause to be negotiated, made, executed, delivered and performed, all agreements, documents, certificates or other instruments, and to obtain any and all approvals and consents that may be required or, in all cases, as such Officer, in his or her discretion, deems necessary or advisable in connection with the related Derivatives transactions (with such necessity or advisability being conclusively evidenced by the taking of such actions), including any amendments or supplements to any of the foregoing, as any of the Officers deems necessary or desirable from time to time;

BE IT FURTHER RESOLVED that in connection with the Derivatives, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with the Derivatives, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indentures, or otherwise provides collateral (including first mortgage bonds or letters of credit) as security for the Company's obligations under the Derivatives on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or

acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

D. Inter-Company Borrowing

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to lend to subsidiaries of the Company funds borrowed pursuant to the authority hereinabove conferred, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an officer of the borrowing entity;

Part V: Accounts Receivable Facilities

WHEREAS, in furtherance of the Authorized Short-Term Debt and/or the Authorized Long-Term Debt, the Company is authorized from time to time to enter into one or more arrangements in respect of one or more accounts receivable facilities (each, an "Accounts Receivable Facility" and together, the "Accounts Receivable Facilities");

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to be able to enter into one or more Accounts Receivable Facilities to provide for its capital requirements or for other appropriate corporate purposes consistent with the authorizations and decisions of the CPUC;

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to be able to enter into, amend, restate, discharge, refinance, or refund new and existing Accounts Receivable Facilities from time to time in the discretion of the Delegated Officers;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby delegates to the Delegated Officers of the Company the discretion to enter into, amend, restate, discharge,

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refinance, and refund new and existing Accounts Receivable Facilities from time to time in the discretion of the Delegated Officers as may be necessary or appropriate for the business or operations of the Company;

BE IT FURTHER RESOLVED that if an Delegated Officer decides that it is necessary or advisable to enter into, amend, restate, discharge, refinance or refund any Accounts Receivable Facility, then (1) such Delegated Officer is authorized to organize one or more wholly owned subsidiaries as a special purpose, bankruptcy-remote limited liability company or other entity, as determined by such Delegated Officer (each, a “SPE”), (2) the Company is authorized to contribute to the capital of each such SPE such amounts as such Delegated Officer determines to be required to satisfy the requirements of such Accounts Receivable Facility, (3) the Company is authorized to (i) sell to each SPE up to all of its receivables arising from the provision or transportation of electricity or natural gas and related services to wholesale and retail customers, both billed and unbilled (the “Receivables”), all amounts due in respect of those Receivables, all amounts received in respect of those Receivables, and certain related assets, including the Company’s interest in any goods the sale of which gave rise to such Receivable, all instruments and chattel paper that may evidence such Receivable, all other security interests or liens and property subject thereto from time to time purporting to secure payment of such Receivable, all of the Company’s rights, interests and claims under the contracts under which any Receivable arises (the “Contracts”) and all guaranties, indemnities, insurance and other agreements (including the related Contract), deposits or arrangements of whatever character from time to time supporting or securing payment of such Receivable or otherwise relating to such Receivable, whether pursuant to the Contract related to such Receivable or otherwise, all books and records of the Company to the extent related to any of the foregoing, and all rights, remedies, powers, privileges, title and interest (but not obligations) in and to each post office box to which collections of such Receivables are sent by the obligors on such Receivables (the “Lock-Boxes”) and the bank accounts to which collections or other proceeds with respect to such Receivables may be deposited, and any related investment property acquired with any such collections or other proceeds, and all collections and other proceeds of any of the foregoing (collectively, the “Related Security”), (ii) grant security interests in such Receivables and Related Security in connection with the Accounts Receivable Facility and (iii) make financial accommodations in respect of Receivables and Related Security so sold, including in respect of dilutions and repurchases thereof, (4) the purchase price payable to the Company by each such SPE for the Receivables and Related Security shall be the fair market value of the Receivables, (5) the Company is authorized to continue to service the Receivables and Related Security on behalf of each such SPE upon arm’s-length terms, including the payment to the Company of an appropriate servicing fee, (6) the Company is authorized to provide guarantees of performance obligations of its affiliates participating in the Accounts Receivable Facilities, (7) the Company is authorized to finance a portion of each such SPE’s purchase of the Receivables and Related Security pursuant to a subordinated note issued by each such SPE to the Company upon arm’s-length terms, and (8) the Company is authorized to provide indemnifications to each SPE and to third parties participating in any Accounts Receivable Facility;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver (1) one or more receivables purchase agreements between the Company and each such SPE, (2) one or more receivables sale, financing and servicing agreements among the Company, as servicer, each such SPE, as seller, and such commercial paper conduit providers and banks as the Delegated Officer shall select, (3) one or more subordinated notes by each such SPE in favor of the Company to finance a portion of the purchase price of the Receivables and Related Security by each such SPE, and (4) amendments, modifications, restatements, supplements and waivers of any or all of the foregoing, in each case on such terms and conditions as such Delegated Officer may deem necessary or advisable;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver such other agreements, notes, instruments, certificates, and other documents, including, without limitation, any amendments, supplements and modifications to any existing or new Accounts Receivable Facilities (including any actions to repay outstanding borrowings thereunder, increase or decrease the amount outstanding and to extend the maturity date or otherwise modify the terms thereof), on behalf of the Company in each case on such terms and conditions as such Delegated Officer may deem necessary or advisable;

BE IT FURTHER RESOLVED that the Board hereby determines that each of (1) the organization and ownership of each such SPE by the Company, (2) the limited purposes of each such SPE, and (3) the transactions authorized hereby, is in the best interests of the Company, its shareholders, and its creditors, and represents a prudent and advisable course of action that does not impair the rights and interests of the Company's creditors;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

Part VI: Cash Management Agreements

WHEREAS, certain banks and other financial institutions ("Cash Management Banks") have entered into (or will from time to time hereafter enter into) agreements with the Company pursuant to which such Cash Management Banks extend credit and make other financial accommodations to or for the benefit of the Company in the form of cash management services, including treasury, depository, overdraft, credit or debit card (including non-card

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electronic payables and purchasing cards), electronic funds transfer and other cash management arrangements (collectively, “Cash Management Agreements”);

WHEREAS, in order to secure its obligations under the Cash Management Agreements, the Company may be required to issue to such Cash Management Banks one or more first mortgage bonds issued under the Mortgage Indenture or any Indenture (each, a “CMA First Mortgage Bond”);

NOW, THEREFORE, BE IT RESOLVED that in connection with the Cash Management Agreements that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, (1) each Cash Management Agreement, (2) each CMA First Mortgage Bond, (3) one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (4) such other agreements, bond delivery agreements, supplemental indentures, accession agreements, instruments, certificates, and other items, including, without limitation, any amendments, supplements and modifications to any existing or new Cash Management Agreements and/or CMA First Mortgage Bonds (including any actions to extend the maturity date, modify the principle amount or otherwise modify the terms thereof) on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in connection with Cash Management Agreements entered into by the Company from time to time, the Company may issue additional first mortgage bonds (such additional first mortgage bonds, “Additional CMA Mortgage Bonds”) in aggregate principal face amounts as the Delegated Officers may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in connection with Cash Management Agreements entered into by the Company from time to time, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, (1) one or more accession agreements or amendments or supplements to such Collateral Management Agreement, (2) Additional CMA Mortgage Bonds, (3) Cash Management Agreements, (4) one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (5) such other agreements, bond delivery agreements, supplemental indentures,

accession agreements, instruments, certificates, and other items on behalf of the Company in each case on such terms and conditions as such Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

Part V: General Authorization

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to approve the form and terms of, enter into, execute, deliver and perform, and file with the SEC or other governmental and regulatory authorities, any and all agreements, amendments, consents, certificates, instruments, documents, notices, requests, directions, approvals, instructions and other communications as any such Delegated Officer or such other authorized persons may determine to be required by, or otherwise necessary, advisable or appropriate in connection with the matters authorized in this and the preceding resolutions, and to take any and all such other actions as any such Delegated Officer or such other authorized persons may determine to be necessary, advisable or appropriate in connection with any of the foregoing or for the purpose of otherwise carrying into effect the purposes of this and the preceding resolutions, such determination to be evidenced conclusively by such entry, execution, delivery or performance or the taking of such action, by any such Delegated Officer or such other authorized persons;

BE IT FURTHER RESOLVED that consistent with the foregoing resolutions, the Company be, and hereby is, authorized to, and the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) enter into, execute, deliver and perform, as applicable, or cause to be entered into, executed, delivered and performed, as applicable, and where necessary, advisable or appropriate, file or cause to be filed with the appropriate governmental authorities, instrumentalities or agencies, associations or stock exchanges, domestic or foreign, all other agreements, instruments and other documents, (2) take or cause to be taken all other actions and do or cause to be done all other things to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, (3) incur and pay or cause to be paid all fees, expenses and taxes arising in connection with matters encompassed by the foregoing resolutions (including all registration, filing, listing or other fees with the SEC, the New York Stock Exchange or any other exchange (domestic or foreign), the Financial Industry Regulatory Authority, Inc. or the Secretary of State of California and all fees and disbursements of counsel), and (4) engage or otherwise retain the services of all investment banks, arrangers, advisors, agents or other persons, in each case as may be necessary, advisable or appropriate, in the good faith determination of any Delegated Officer, to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is necessary, advisable or appropriate);

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BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such action to notify, or to obtain any authorizations, consents, waivers or approvals of, any third party that such Delegated Officer may deem necessary, advisable or appropriate in order to carry out the intent and purposes of these resolutions; and

BE IT FURTHER RESOLVED that any actions taken by any of the Delegated Officers prior to the adoption of these resolutions which are within the authority hereinabove conferred are hereby ratified, confirmed, approved and adopted as actions by and on behalf of the Company.

Resolution 4

WHEREAS, the following individuals currently are directors of Pacific Gas and Electric Company (the “Company”): Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, Benjamin F. Wilson, and Adam L. Wright, and each either is (a) a current Class A director who is being considered as a nominee for election at the Company’s 2021 annual meeting of shareholders currently scheduled to be held on May 21, 2020, and at any adjournments or postponements thereof (the “2021 Annual Meeting”), and has consented to serve in this capacity if elected, or (b) a current Class B director whose term will expire upon the annual meeting of shareholders in 2022 and will continue to serve as director after the 2021 annual meeting;

WHEREAS, since January 1, 2020, the following additional individuals served as non-employee directors of the Company but are not currently serving on the Board: Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, William D. Johnson, , Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, Andrew M. Vesey, and Alejandro D. Wolff;

WHEREAS, the Board previously appointed Rajat Bahri, Kerry W. Cooper, Robert C. Flexon, and Benjamin F. Wilson to serve as the members of the Audit Committee during 2020 and intend that they continue serving in this capacity, to the extent they remain on the Board;

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WHEREAS, the Board previously appointed Cheryl F. Campbell, Mark E. Ferguson, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers to serve as the members of the Safety and Nuclear Oversight Committee during 2020 and intend that they continue serving in this capacity, to the extent they remain on the Board;

WHEREAS, each individual who previously served as a member of the Corporation's Board since January 1, 2020 submitted a completed 2020 Questionnaire for Directors and Selected Officers (a "2020 D&O Questionnaire") and each individual who is currently serving as a member of the Corporation's Board Class B director who will continue to serve as a Director after the 2021 Annual Meeting has submitted a completed 2021 Questionnaire for Directors and Selected Officers (the "2021 Director Questionnaire" and, together with the 2020 D&O Questionnaire, the "Proxy Questionnaires"); and

WHEREAS, the Boards have considered the responses to the Proxy Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members:

WHEREAS this Board of Directors has previously determined that each of the current non-employee directors, other than Mr. Fugate, is financially literate, as that qualification is interpreted by the Board in its business judgment; and

WHEREAS this Board of Directors has previously determined that each of Rajat Bahri, Cheryl F. Campbell, Robert C. Flexon, Michael J Niggli, Dean L. Seavers, Dara J. Treseder, and Benjamin F. Wilson is an "audit committee financial expert" as defined in Securities and Exchange Commission regulations;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that since January 1, 2020, each of Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, Benjamin F. Wilson, John D. Woolard, Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore,

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Eric D. Mullins, Kristine M. Schmidt, William L. Smith, and Alejandro D. Wolff, while serving as a non-employee director of this corporation, was independent and, if applicable, continues to be (a) independent, as independence is defined in Section 303A.02 of the NYSE Listed Company Manual and as provided in the categorical independence standards adopted by the Board, including the requirement that an independent director not have material relationships with this corporation, and (b) independent for purposes of service on the Audit Committee, as “independence” is defined in Rule 10A-3(b)(1) under the Securities and Exchange Act of 1934; and

BE IT FURTHER RESOLVED that the Board affirms its belief that each of the following individuals is “financially literate”: Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson, Robert C. Flexon, Arno L. Harris, Michael R. Niggli, Dean L. Seavers, William L. Smith, Oluwadara (Dara) J. Treseder, Benjamin F. Wilson, and John D. Woolard; and

BE IT FURTHER RESOLVED that the Board hereby reaffirms that each of Rajat Bahri, Cheryl F. Campbell, Robert C. Flexon, Michael J Niggli, Dean L. Seavers, Dara J. Treseder, and Benjamin F. Wilson meets the qualifications of an “audit committee financial expert” as defined in Item 407 of Regulation S-K, and thus has accounting or related financial management expertise as set forth in the NYSE Listed Company Manual;

BE IT FURTHER RESOLVED that the Board affirms its belief that each of Cheryl F. Campbell, Mark E. Ferguson, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers meets qualifications established in connection with the Corporation’s emergence from Chapter 11 required to serve as the members of the Safety and Nuclear Oversight Committee; and

BE IT FURTHER RESOLVED that the officers and counsel of this company are hereby jointly and severally authorized and directed to provide any required written affirmation or certification on behalf of this company to the NYSE American that the Board has made such determinations regarding the independence and required qualifications of each non-employee director, as described above.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PG&E CORPORATION

February 10, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 7:30 a.m. on Wednesday, February 10, 2021. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee.

Committee members Cheryl F. Campbell, Dean L. Seavers, W. Craig Fugate, Mark E. Ferguson III, and Michael Niggli, attended by video conference, as permitted by the Corporation's Bylaws

Also participating by video at the beginning of the meeting were directors Kerry W. Cooper, Jessica L. Denecour, Robert C. Flexon, Benjamin Wilson, and John M. Woolard as well as Patricia K. Poppe, Adam L. Wright, Francisco Benavides, John R. Simon, James M. Welsch, Sumeet Singh, E. Christine Cowsert, Deborah W. Powell, Lisa J. Crawford, and Sujata Pagedar, along with Angela Anderson, Darrell Smith and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Bobby Earles of Kirkland & Ellis LLP.

Ms. Pagedar opened the meeting with brief safety reminders. Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Referring to materials that had been provided to the Committee in advance of the meeting, Mr. Benavides presented a safety tailboard on near hits, describing the programs established to track and analyze data from employee-reported near hits. Mr. Benavides then presented a report on the Companies' safety performance and metrics, including an update on the investigations into the causes of safety incidents. Ms. Powell described an electric induction contact incident with an employee, including actions taken to understand the causes of the incident and to prevent recurrence. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including discussing opportunities to conduct post-implementation assessments of safety improvement actions coming from investigations, to verify continued adherence to new or updated procedures, processes, equipment, etc.

Referring to Committee materials, Mr. Welsch presented an update on nuclear performance. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as an update on outages at the facility as well as independent oversight findings. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including questions about the status of the outages and the timing of additional oversight reviews.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -
PG&E CORPORATION – February 10, 2021

Mr. Matthew Pender joined the meeting at this point.

Mr. Pender provided an overview of the Utility's year-end performance on the Wildfire Mitigation Plan, which had been provided to the Committee as part of the meeting materials. Among other things, Mr. Pender discussed the status of the Utility's commitments under the Wildfire Mitigation Plan as well as probation terms. The members of the Committee discussed the results and the company's performance.

Mr. Pender left the meeting at this point, and Mr. Aaron Johnson entered the meeting.

Mr. Johnson provided a year-end review of the company's Public Safety Power Shutoff program. Referring to Committee meeting materials, Mr. Johnson described the number of events in 2020 and the number of customers impacted, as well as the weather conditions leading to the events, and identified future opportunities for reducing the impact to customers in a way that is consistent with the company's risk profile and terms of probation. The Committee members asked questions about the presentation.

Mr. Johnson left the meeting at this point, and Mr. David E. Hatton entered the meeting.

Mr. Hatton discussed Severe Workforce Disruption, a cross-cutting factor which was presented as a special risk topic. Mr. Hatton referred to materials provided to the Committee and discussed successes and lessons learned from the company's handling of the ongoing COVID-19 pandemic. The Committee asked questions about the presentation, including impacts to whether COVID-19 related travel restrictions hampered the ability of utilities to provide mutual aid support during weather or storm-related events.

On motion made and seconded, the minutes of the Committee meeting held on November 25, 2020, December 9, 2020 and December 10, 2020 were approved.

Mr. Wright, Mr. Simon, Mr. Welsch, Mr. Singh, Ms. Cowsert, Ms. Powell, Ms. Crawford, Ms. Pagedar, Ms. Anderson, Mr. Smith, Mr. Bennett, Mr. Filsinger, and Mr. Earles were excused and the meeting continued in executive session with Mr. Ms. Poppe, Mr. Benavides, Ms. Pagedar, Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Denecour, Ms. Cooper, Mr. Flexon, Mr. Wilson, and Mr. Woolard present.

The Committee conducted its annual performance evaluation. Mr. Flexon stated that he and Mr. Seavers met with the Board members to solicit the directors' input regarding both committee and Board performance, and that they compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Committee's performance. Following discussion, the Committee concluded that, based on the results of its 2020 performance evaluation, it has met its responsibilities diligently, and that it is functioning

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -
PG&E CORPORATION – February 10, 2021

effectively. Mr. Benavides and Ms. Pagedar were excused, and the meeting continued in executive session.

Ms. Pagedar was recalled and informed that the Committee members continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 10:05 a.m.

SUJATA PAGEDAR
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY

February 10, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of Pacific Gas and Electric Company (Utility)) was held at 7:30 a.m. on Wednesday, February 10, 2021. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee.

Committee members Cheryl F. Campbell, Dean L. Seavers, W. Craig Fugate, Mark E. Ferguson III, and Michael Niggli, attended by video conference, as permitted by the Corporation's Bylaws

Also participating by video at the beginning of the meeting were directors Kerry W. Cooper, Jessica L. Denecour, Robert C. Flexon, Benjamin Wilson, and John M. Woolard as well as Patricia K. Poppe, Adam L. Wright, Francisco Benavides, John R. Simon, James M. Welsch, Sumeet Singh, E. Christine Cowsert, Deborah W. Powell, Lisa J. Crawford, and Sujata Pagedar, along with Angela Anderson, Darrell Smith and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Bobby Earles of Kirkland & Ellis LLP.

Ms. Pagedar opened the meeting with brief safety reminders. Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Referring to materials that had been provided to the Committee in advance of the meeting, Mr. Benavides presented a safety tailboard on near hits, describing the programs established to track and analyze data from employee-reported near hits. Mr. Benavides then presented a report on the Companies' safety performance and metrics, including an update on the investigations into the causes of safety incidents. Ms. Powell described an electric induction contact incident with an employee, including actions taken to understand the causes of the incident and to prevent recurrence. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including discussing opportunities to conduct post-implementation assessments of safety improvement actions coming from investigations, to verify continued adherence to new or updated procedures, processes, equipment, etc.

Referring to Committee materials, Mr. Welsch presented an update on nuclear performance. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as an update on outages at the facility as well as independent oversight findings. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including questions about the status of the outages and the timing of additional oversight reviews.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -
PACIFIC GAS AND ELECTRIC COMPANY – February 10, 2021

Mr. Matthew Pender joined the meeting at this point.

Mr. Pender provided an overview of the Utility's year-end performance on the Wildfire Mitigation Plan, which had been provided to the Committee as part of the meeting materials. Among other things, Mr. Pender discussed the status of the Utility's commitments under the Wildfire Mitigation Plan as well as probation terms. The members of the Committee discussed the results and the company's performance.

Mr. Pender left the meeting at this point, and Mr. Aaron Johnson entered the meeting.

Mr. Johnson provided a year-end review of the company's Public Safety Power Shutoff program. Referring to Committee meeting materials, Mr. Johnson described the number of events in 2020 and the number of customers impacted, as well as the weather conditions leading to the events, and identified future opportunities for reducing the impact to customers in a way that is consistent with the company's risk profile and terms of probation. The Committee members asked questions about the presentation.

Mr. Johnson left the meeting at this point, and Mr. David E. Hatton entered the meeting.

Mr. Hatton discussed Severe Workforce Disruption, a cross-cutting factor which was presented as a special risk topic. Mr. Hatton referred to materials provided to the Committee and discussed successes and lessons learned from the company's handling of the ongoing COVID-19 pandemic. The Committee asked questions about the presentation, including impacts to whether COVID-19 related travel restrictions hampered the ability of utilities to provide mutual aid support during weather or storm-related events.

On motion made and seconded, the minutes of the Committee meeting held on November 25, 2020, December 9, 2020 and December 10, 2020 were approved.

Mr. Wright, Mr. Simon, Mr. Welsch, Mr. Singh, Ms. Cowser, Ms. Powell, Ms. Crawford, Ms. Pagedar, Ms. Anderson, Mr. Smith, Mr. Bennett, Mr. Filsinger, and Mr. Earles were excused and the meeting continued in executive session with Mr. Ms. Poppe, Mr. Benavides, Ms. Pagedar, Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Denecour, Ms. Cooper, Mr. Flexon, Mr. Wilson, and Mr. Woolard present.

The Committee conducted its annual performance evaluation. Mr. Flexon stated that he and Mr. Seavers met with the Board members to solicit the directors' input regarding both committee and Board performance, and that they compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Committee's performance. Following discussion, the Committee concluded that, based on the results of its 2020 performance evaluation, it has met its responsibilities diligently, and that it is functioning

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -
PACIFIC GAS AND ELECTRIC COMPANY – February 10, 2021

effectively. Mr. Benavides and Ms. Pagedar were excused, and the meeting continued in executive session.

Ms. Pagedar was recalled and informed that the Committee members continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 10:05 a.m.

SUJATA PAGEDAR
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PG&E CORPORATION

February 10, 2021

A meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (“Corporation”) was held by videoconference on Wednesday, February 10, 2021 at 10:30 a.m., Pacific time. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility, and together with the Corporation, the Companies) SNO Committee. The first portion of the meeting also was held concurrently with the Companies’ Audit Committees.

SNO Committee members present were Cheryl F. Campbell, W. Craig Fugate, Michael R. Niggli, Dean L. Seavers and Mark E. Ferguson, III participated by videoconference, as permitted by California law and the Companies’ Bylaws. Audit Committee members present were Benjamin F. Wilson, Robert C. Flexon, Rajat Bahri, and Kerry W. Cooper. Director Jessica L. Denecour also attended the call.

Also participating by video conference at the beginning of the meeting were Patricia K. Poppe, Adam L. Wright, John R. Simon, Christopher A. Foster, Sumeet Singh, Stephen J. Cairns, David S. Thomason, Lisa J. Crawford, Ellen Conti, Frances S. Chang, and Christopher A. Pezzola, along with Timothy J. Gillam and Ellen Basilico of Deloitte & Touche (“D&T”), Todd Filsinger of Filsinger Energy Partners, Angela Anderson, Darrell Smith, and Doug Bennett of NorthStar Consulting Group.

Quorum present, Mr. Wilson, Chair, presided over the meeting. Ms. Crawford served as secretary of the meeting. Ms. Crawford gave a brief safety message at the beginning of the meeting.

**BEGINNING OF CONCURRENT SESSION OF THE AUDIT
COMMITTEES AND SAFETY AND NUCLEAR OVERSIGHT (SNO) COMMITTEES**

Mr. Pezzola, referring to materials that had been provided to the Committees in advance of the meeting and that are included in the records of the meeting, provided a quarterly Internal Auditing (IA) report that provided the Audit Committees and SNO Committees with an overview of the work performed by IA during the fourth quarter of 2020, including internal audit results, modifications to the IA 2020 Audit Plan, and the status of high-risk issues.

The Committees asked questions regarding open audit issues, including an update commitment dates and a brief discussion of the milestones now included in the report for long-dated open high-risk issues and a discussion ensued. Committee members also asked for clarity about who has responsibility for creating action plans and asked if IA can provide control advice before new projects are implemented.

**END OF CONCURRENT SESSION OF THE AUDIT COMMITTEES AND SAFETY
AND NUCLEAR OVERSIGHT (SNO) COMMITTEES**

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE MEETING
PG&E CORPORATION– February 10, 2021

There being no further business presented for action, on motion made, seconded, and carried, the concurrent meeting was adjourned at 12:24 p.m.

LISA J. CRAWFORD
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY

February 10, 2021

A meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of Pacific Gas and Electric Company (Utility) was held by videoconference on Wednesday, February 10, 2021 at 10:30 a.m., Pacific time. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and together with the Utility the Companies) SNO Committee. The first portion of the meeting also was held concurrently with the Companies' Audit Committees.

SNO Committee members present were Cheryl F. Campbell, W. Craig Fugate, Michael R. Niggli, Dean L. Seavers and Mark E. Ferguson, III participated by videoconference, as permitted by California law and the Companies' Bylaws. Audit Committee members present were Benjamin F. Wilson, Robert C. Flexon, Rajat Bahri, and Kerry W. Cooper. Director Jessica L. Denecour also attended the call.

Also participating by video conference at the beginning of the meeting were Patricia K. Poppe, Adam L. Wright, John R. Simon, Christopher A. Foster, Sumeet Singh, Stephen J. Cairns, David S. Thomason, Lisa J. Crawford, Ellen Conti, Frances S. Chang, and Christopher A. Pezzola, along with Timothy J. Gillam and Ellen Basilico of Deloitte & Touche ("D&T"), Todd Filsinger of Filsinger Energy Partners, Angela Anderson, Darrell Smith, and Doug Bennett of NorthStar Consulting Group.

Quorum present, Mr. Wilson, Chair, presided over the meeting. Ms. Crawford served as secretary of the meeting. Ms. Crawford gave a brief safety message at the beginning of the meeting.

**BEGINNING OF CONCURRENT SESSION OF THE AUDIT
COMMITTEES AND SAFETY AND NUCLEAR OVERSIGHT (SNO) COMMITTEES**

Mr. Pezzola, referring to materials that had been provided to the Committees in advance of the meeting and that are included in the records of the meeting, provided a quarterly Internal Auditing (IA) report that provided the Audit Committees and SNO Committees with an overview of the work performed by IA during the fourth quarter of 2020, including internal audit results, modifications to the IA 2020 Audit Plan, and the status of high-risk issues.

The Committees asked questions regarding open audit issues, including an update commitment dates and a brief discussion of the milestones now included in the report for long-dated open high-risk issues and a discussion ensued. Committee members also asked for clarity about who has responsibility for creating action plans and asked if IA can provide control advice before new projects are implemented.

**END OF CONCURRENT SESSION OF THE AUDIT COMMITTEES AND SAFETY
AND NUCLEAR OVERSIGHT (SNO) COMMITTEES**

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY– February 10, 2021

There being no further business presented for action, on motion made, seconded, and carried, the concurrent meeting was adjourned at 12:24 p.m.

LISA J. CRAWFORD
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PG&E CORPORATION

April 20, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 11:30 a.m. on Tuesday, April 20, 2021. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee.

Committee members Cheryl F. Campbell, W. Craig Fugate, Mark E. Ferguson III, Michael Niggli, and Dean L. Seavers, attended by video conference, as permitted by the Corporation's Bylaws

Also participating by video at the beginning of the meeting were directors Kerry W. Cooper, Robert C. Flexon, William L. Smith, and John M. Woolard as well as Patricia K. Poppe, John R. Simon, Adam L. Wright, Francisco Benavides, James M. Welsch, J. Ellen Conti, and Sujata Pagedar, along with Angela Anderson, Darrell Smith and Douglas A. Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Amarto Bhattacharyya of Kirkland & Ellis LLP.

Ms. Pagedar opened the meeting with brief safety reminders. Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Referring to materials that had been provided to the Committee in advance of the meeting ("Committee Materials"), Mr. Benavides presented a safety tailboard on heat illnesses, describing the causes and symptoms of heat illnesses as well as preventative actions that can be taken to avoid heat illnesses. Mr. Benavides then presented a report on the Companies' safety performance and metrics, including an update on the investigations into the causes of safety incidents. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including opportunities to reduce the number of safety incidents from the contractor workforce, as well as preventative actions that can be taken to reduce musculoskeletal injury.

Mr. Mark Quinlan and Mr. Andrew P. Abranches joined the meeting at this point.

Referring to Committee Materials, Mr. Abranches and Mr. Quinlan discussed the risk of a transmission system wide blackout. Among other things, they discussed controls in place to reduce the risk, including the acquisition of additional black-start resources, as well as the Utility's actions to ensure compliance with North American Electric Reliability Corporation standards. The Committee members asked questions and discussed various aspects of Mr. Abranches and Mr. Quinlan's presentation, including questions about lessons learned from other states that have experienced recent significant blackouts.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PG&E CORPORATION – April 20, 2021

Mr. Abranches and Mr. Quinlan left the meeting at this point.

Referring to Committee Materials, Mr. Wright provided an overview of the Utility's Electric and Gas Operations in 2021 to date. Among other things, Mr. Wright discussed the status of the Utility's safety performance as well as performance on other key operational metrics. Mr. Wright also discussed the Utility's failure to meet certain commitments relating to missed inspections of equipment that had been disclosed to the California Public Utility's Commission (CPUC), as well as corrective actions put in place to remedy the deficiencies. The members of the Committee discussed the results and the Company's performance, emphasizing the need for safety as well as the Utility's careful execution on workplans.

Referring to Committee Materials, Mr. Welsch presented an update on nuclear performance. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as an update on outages at the facility as well as independent oversight findings. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including questions about the status of the outages and potential implications for summer reliability.

Mr. Sumeet Singh and Mr. Matthew Pender joined the meeting at this point, along with Mr. Abranches who rejoined.

Referring to Committee Materials, Mr. Singh discussed the Utility's performance on its Wildfire Mitigation Plan (WMP) during the first quarter of 2021. Mr. Singh also discussed the Utility's upcoming Corrective Action Plan (CAP) filing at the CPUC. The Committee members asked questions about the presentation and about the CAP, focusing on performance against commitments made in the WMP, as well as the Utility's ability to complete the actions being proposed in the CAP.

On motion made and seconded, the minutes of the Committee meetings held on February 9, 2021, and February 10, 2021 (joint meeting with Audit Committees) were approved.

Mr. Benavides, Mr. Wright, Mr. Simon, Mr. Welsch, Mr. Singh, Mr. Pender, Mr. Abranches, Ms. Conti, Ms. Pagedar, Ms. Anderson, Mr. Smith, Mr. Bennett, Mr. Filsinger, and Mr. Bhattacharyya were excused, and the meeting continued in executive session with Ms. Cooper, Mr. Flexon, Mr. L. Smith, Mr. Woolard, and Ms. Poppe present.

Following a discussion, Ms. Poppe was excused, and the meeting continued in executive session.

Following the executive session, the secretary was informed that the Committee members continued their discussion regarding several of the topics covered earlier in the meeting.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PG&E CORPORATION – April 20, 2021

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 2:30 p.m.

SUJATA PAGEDAR
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY

April 20, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of Pacific Gas and Electric Company (Utility) was held at 11:30 a.m. on Tuesday, April 20, 2021. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility the Companies) SNO Committee.

Committee members Cheryl F. Campbell, W. Craig Fugate, Mark E. Ferguson III, Michael Niggli, and Dean L. Seavers, attended by video conference, as permitted by the Corporation's Bylaws

Also participating by video at the beginning of the meeting were directors Kerry W. Cooper, Robert C. Flexon, William L. Smith, and John M. Woolard as well as Patricia K. Poppe, John R. Simon, Adam L. Wright, Francisco Benavides, James M. Welsch, J. Ellen Conti, and Sujata Pagedar, along with Angela Anderson, Darrell Smith and Douglas A. Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Amarto Bhattacharyya of Kirkland & Ellis LLP.

Ms. Pagedar opened the meeting with brief safety reminders. Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Referring to materials that had been provided to the Committee in advance of the meeting ("Committee Materials"), Mr. Benavides presented a safety tailboard on heat illnesses, describing the causes and symptoms of heat illnesses as well as preventative actions that can be taken to avoid heat illnesses. Mr. Benavides then presented a report on the Companies' safety performance and metrics, including an update on the investigations into the causes of safety incidents. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including opportunities to reduce the number of safety incidents from the contractor workforce, as well as preventative actions that can be taken to reduce musculoskeletal injury.

Mr. Mark Quinlan and Mr. Andrew P. Abranches joined the meeting at this point.

Referring to Committee Materials, Mr. Abranches and Mr. Quinlan discussed the risk of a transmission system wide blackout. Among other things, they discussed controls in place to reduce the risk, including the acquisition of additional black-start resources, as well as the Utility's actions to ensure compliance with North American Electric Reliability Corporation standards. The Committee members asked questions and discussed various aspects of Mr. Abranches and Mr. Quinlan's presentation, including questions about lessons learned from other states that have experienced recent significant blackouts.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY – April 20, 2021

Mr. Abranches and Mr. Quinlan left the meeting at this point.

Referring to Committee Materials, Mr. Wright provided an overview of the Utility's Electric and Gas Operations in 2021 to date. Among other things, Mr. Wright discussed the status of the Utility's safety performance as well as performance on other key operational metrics. Mr. Wright also discussed the Utility's failure to meet certain commitments relating to missed inspections of equipment that had been disclosed to the California Public Utility's Commission (CPUC), as well as corrective actions put in place to remedy the deficiencies. The members of the Committee discussed the results and the Company's performance, emphasizing the need for safety as well as the Utility's careful execution on workplans.

Referring to Committee Materials, Mr. Welsch presented an update on nuclear performance. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as an update on outages at the facility as well as independent oversight findings. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including questions about the status of the outages and potential implications for summer reliability.

Mr. Sumeet Singh and Mr. Matthew Pender joined the meeting at this point, along with Mr. Abranches who rejoined.

Referring to Committee Materials, Mr. Singh discussed the Utility's performance on its Wildfire Mitigation Plan (WMP) during the first quarter of 2021. Mr. Singh also discussed the Utility's upcoming Corrective Action Plan (CAP) filing at the CPUC. The Committee members asked questions about the presentation and about the CAP, focusing on performance against commitments made in the WMP, as well as the Utility's ability to complete the actions being proposed in the CAP.

On motion made and seconded, the minutes of the Committee meetings held on February 9, 2021, and February 10, 2021 (joint meeting with Audit Committees) were approved.

Mr. Benavides, Mr. Wright, Mr. Simon, Mr. Welsch, Mr. Singh, Mr. Pender, Mr. Abranches, Ms. Conti, Ms. Pagedar, Ms. Anderson, Mr. Smith, Mr. Bennett, Mr. Filsinger, and Mr. Bhattacharyya were excused, and the meeting continued in executive session with Ms. Cooper, Mr. Flexon, Mr. L. Smith, Mr. Woolard, and Ms. Poppe present.

Following a discussion, Ms. Poppe was excused, and the meeting continued in executive session.

Following the executive session, the secretary was informed that the Committee members continued their discussion regarding several of the topics covered earlier in the meeting.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY – April 20, 2021

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 2:30 p.m.

SUJATA PAGEDAR
Secretary

PRIVILEGED AND CONFIDENTIAL¹

BOARD MEETING – April 21, 2021
PG&E CORPORATION

A video conference of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, April 21, 2021, at 1:00 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies or PG&E) Board of Directors.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara J. Treseder, Benjamin F. Wilson, and John M. Woolard attended by video conference, as permitted by the Corporation's Bylaws.

Also participating by video conference at the beginning of the meeting were Brian M. Wong and Jenny Kan.

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Mr. Wong served as secretary of the meeting.

Mr. Wong and Ms. Kan were excused, and the meeting was convened in executive session.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Adam L. Wright, Julius Cox, Christopher A. Foster, John R. Simon, Marlene Santos, Francisco Benavides, Sumeet Singh, Ajay Waghray, Fong Wan, Robert S. Kenney, and Lisa Crawford entered the meeting, along with John Plaster of Barclays Capital and Eric Tavzel of Cravath, Swaine & Moore.

Mr. Wong opened the meeting with brief remarks about meeting safety.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

¹ [REDACTED]

BOARD MEETING – April 21, 2021
PG&E CORPORATION

Following the discussion, Messrs. Plaster and Tavzel left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Charles Kalil and Christopher A. Keegan of Kirkland and Ellis LLP entered the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on mental health in the workplace, PG&E's benefit plans for mental health and substance use disorders, and upcoming program improvements, such as launching leader mental health awareness and sensitivity training. The directors asked questions, and a discussion ensued.

Referring to Board materials, Mr. Foster provided a summary of recent financial results and forecasts, areas of recent investor interest, and updates on the securitization case at the CPUC. The directors asked questions and discussed, among other things, the use of the tower transaction proceeds and forecasting of wildfire expenses.

During the foregoing discussion, Jessica Hogle entered the meeting.

Mr. Kenney, with the participation of Ms. Hogle, led a discussion on recent regulatory and legislative matters, which are reflected in the Board materials. Mr. Kenney highlighted the passage of landmark state legislation addressing wildfire risk proposed by Governor Newsom that advances policies beyond utility solutions to include wildfire suppression, forest health, and community resilience. He also provided a status update on the recall effort regarding the Governor. Ms. Hogle provided an overview at the federal level. The directors asked questions, and a discussion ensued.

Ms. Hogle left the meeting at this point.

After a brief recess, the board recommenced with a presentation on regionalization by Ms. Santos, with the participation of Mr. Kenney. Referring to Board materials, Ms. Kenney provided a background on regionalization and the Utility's filing at the CPUC, and Ms. Santos discussed implementation of a lean operating system as part of the Companies' regionalization plan. The directors asked questions and discussed, among other things, metrics, costs, and regional leadership.

After the discussion, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Mr. Kalil and Mr. Keegan were excused from the meeting, and Brad Brian of Munger, Tolles & Olsen LLP joined the meeting.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

BOARD MEETING – April 21, 2021
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian left the meeting, and Messrs. Kalil and Keegan re-entered the meeting.

Mr. Wong next presented the minutes of the prior meetings for the Boards' approval.

On motion made and seconded, the Board approved the minutes of the Board meetings held on January 29, 2021 and February 10, 2021.

Mr. Seavers, Chair of the Corporation's Finance Committee, led a discussion on the Committee's recommendations that the Boards (i) approve expenditures and execution of the Utility capital project, (ii) approve revised banking resolutions, (iii) approve 401(k) authorizations, and (iv) approve securitization authority. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures for the ADMS project, (ii) concurred with the proposed amended banking resolutions (see Resolution 1 in Appendix A), (iii) approved the 401(k) authorizations (see Resolution 2 in Appendix A), and (iv) authorized the rate-neutral securitization and related implementing actions (see Resolution 3 in Appendix A).

During the foregoing discussion, Messrs. Kalil and Keegan left the meeting.

The Compensation Committee action items were deferred to executive session.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committee, presented the committee's fourth quarter 2020 report to the Boards on the Utility's progress against its 2020 Wildfire Mitigation Plan. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, reported on the actions taken and key topics discussed at the Committee's most recent meeting.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee reported on the actions taken and key topics discussed at the Committee's most recent meeting.

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BOARD MEETING – April 21, 2021
PG&E CORPORATION

At this point, Mr. Wright, Mr. Cox, Mr. Foster, Mr. Simon, Ms. Santos, Mr. Benavides, Mr. Singh, Mr. Waghray, Mr. Wan, Mr. Kenney, Mr. Wong, and Ms. Crawford left the meeting, and the Board continued in executive session with Ms. Kan present.

The Board discussed the Compensation Committee's recommendations that (i) the Board elect Margaret K. Becker as Vice President and Treasurer and Monica Klemann as Assistant Treasurer, effective May 1, 2021, and (ii) the Board elect Carla J. Peterman as Executive Vice President, Corporate Affairs, effective June 1, 2021, as described in Board materials.

After discussion, on motion made and seconded, the Board approved the organizational matters as presented.

Ms. Poppe and Ms. Kan were excused and the independent directors met in executive session to discuss various matters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:15 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that any two of the Chief Financial Officer, the Controller, the Treasurer, and the Assistant Treasurer of this corporation (each, a “Finance Officer”) are hereby authorized to designate one or more depositories or custodians for this corporation’s funds with any bank, trust company, mutual fund, broker, or other financial institution designated by any Finance Officer as a depository or custodian of such funds (each, a “Finance Institution”), and to execute or agree to the Finance Institution’s master agreements identifying the terms and conditions that will be applicable to agreements to be entered into with, or services to be provided by, such Finance Institution; and

BE IT FURTHER RESOLVED that any two Finance Officers or employees of this corporation or Pacific Gas and Electric Company designated by any Finance Officer as set forth in an incumbency certificate (“Designated Employees”) are hereby authorized to open and close accounts on behalf of this corporation at any Finance Institution designated by any Finance Officer as a depository or custodian of this corporation’s funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this corporation, all other bank service agreements and forms with any Finance Institution designated by any Finance Officer as a depository or custodian of this corporation’s funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this corporation, service agreements to designate individuals to make short-term investments of funds with Finance Institutions or other investment managers meeting specified investment criteria, consistent with PG&E Corporation’s short-term investment policy, as such policy may be revised from time to time; and

BE IT FURTHER RESOLVED that any Finance Officer is authorized to lend funds on behalf of this corporation to this corporation’s subsidiaries or affiliates, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an

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PG&E CORPORATION

officer of the borrowing entity, and provided further that such loans may be executed with such terms and conditions as such Finance Officer shall determine to be appropriate; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees may adopt a company signature plate bearing the signature of this corporation (the “Company Signature Plate”) for use on checks, drafts, and orders drawn upon any Finance Institution with which this corporation shall have moneys on deposit, or with which it shall have a regular account; and

BE IT FURTHER RESOLVED that checks, drafts, and orders drawn upon any Finance Institution with which this corporation shall have moneys on deposit, or with which it shall have a regular account, may be executed for and on behalf of this corporation using the Company Signature Plate as approved by any two Finance Officers or Designated Employees or by manual or facsimile signature (including any signature made with or generated by a signature plate, any similar device, or a computer) of any two Finance Officers or Designated Employees; and

BE IT FURTHER RESOLVED that checks, drafts, and orders obligating this corporation to pay money in amounts not exceeding ten thousand dollars (\$10,000) per transaction or claim may be executed for and on behalf of this corporation and in its name by individuals designated by any Finance Officer; and

BE IT FURTHER RESOLVED that any check, draft, or order drawn by this corporation and executed in conformity with this resolution shall be sufficient authority as evidenced by the Company Signature Plate for a Finance Institution to pay the amount for which such check, draft, or order shall be drawn according to the terms thereof; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute bank service agreements to designate individuals to issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds of this corporation on deposit with any Finance Institution by wire, automated clearinghouse, or other electronic means of transfer; and

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BE IT FURTHER RESOLVED that any Finance Officer shall forward to the Corporate Secretary of this corporation all designations of individuals as authorized signers pursuant to this resolution, and the Corporate Secretary or an Assistant Corporate Secretary of this corporation is hereby authorized to file with any bank or trust company a certified copy of this resolution accompanied by a list of specimen signatures of Finance Officers and Designated Employees; and

BE IT FURTHER RESOLVED that the following resolutions adopted by the Board of Directors are hereby superseded: (1) the resolution adopted on December 20, 2017 regarding bank depositaries, facsimile signatures and inter-company lending, (2) the resolution adopted on December 16, 2009 regarding bank depositaries, short-term investments, and inter-company lending, (3) the resolution adopted on June 21, 2006 regarding check signing and electronic funds transfer, and (4) the resolution adopted on October 20, 1999 regarding facsimile signatures.]

Resolution 2

WHEREAS, PG&E Corporation (the “Corporation”) has adopted a tax-qualified savings plan for the benefit of certain employees of the Corporation and its subsidiaries known as the PG&E Corporation Retirement Savings Plan and has adopted a tax-qualified savings plans for the benefit of certain union-represented employees of Pacific Gas and Electric Company known as the PG&E Corporation Retirement Savings Plan for Union-Represented Employees (collectively, the “Plans”);

WHEREAS, the assets of the Plans are held under a single master trust agreement between the Corporation and Fidelity Management Trust Company that allows the Employee Benefit Committee of the Corporation to direct the trustee of the Plans to purchase shares of Corporation common stock, no par value (“Common Stock”), for use under the Plans either (i) directly or indirectly from the Corporation or any shareholder of the Corporation, or (ii) through transactions on a national securities exchange;

WHEREAS, this Board of Directors, (i) by resolution adopted on June 15, 2011, previously authorized the offer and sale of 30 million shares of Common Stock to participants in

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the Plans and, (ii) by resolution adopted on May 5, 2015, subsequently authorized the offer and sale of an additional 40 million shares of Common Stock to participants in the Plans;

WHEREAS, (i) a registration statement on Form S-8 covering the offer and sale of the initial 30 million shares of Common Stock pursuant to the Plans was filed with the Securities and Exchange Commission on August 5, 2011 and (ii) a registration statement on Form S-8 covering the offer and sale of the additional 40 million shares of Common Stock pursuant to the Plans was filed with the Securities and Exchange Commission on August 18, 2015;

WHEREAS, in order to effectuate the purposes of the Plans, it is desirable that an additional 20,000,000 shares of Common Stock be offered for sale under the Plans;

NOW, THEREFORE, BE IT RESOLVED that up to 20,000,000 shares of Common Stock may be offered and sold under the Plans at the price and upon the other terms and conditions provided in the Plans and, to the extent that all or a portion of the Common Stock are newly issued shares, up to 20,000,000 shares of Common Stock are hereby reserved for issuance;

BE IT FURTHER RESOLVED that the appropriate officers and counsel of the Corporation are hereby authorized and directed to prepare, execute personally or by attorney, in the name and on behalf of the Corporation, and file one or more registration statements or amended registration statements with the SEC to register the offer and sale of 20,000,000 shares of Common Stock (the “Shares”) pursuant to the Plans;

BE IT FURTHER RESOLVED that the appropriate officers and counsel of the Corporation are hereby authorized and directed to prepare and file one or more listing applications with respect to the Shares with the New York Stock Exchange and any other exchange which such officers deem appropriate or necessary;

BE IT FURTHER RESOLVED that JOHN R. SIMON, BRIAN M. WONG, SUJATA PAGEDAR, J. ELLEN CONTI, LISA CRAWFORD, and JENNY KAN, are hereby authorized, jointly and severally, to sign on behalf of the Corporation one or more registration statements, and any and all amendments and supplements thereto, and to do any and all acts

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necessary to satisfy the requirements of the Securities Act of 1933 and the regulations of the SEC adopted pursuant thereto with regard to the filing of said registration statement(s), and amendments and supplements, and the offer and sale of the Shares pursuant to the Plans or any other equity compensation plan that may be approved by the Board; and

BE IT FURTHER RESOLVED that the officers and counsel of the Corporation are hereby authorized and directed to take such action and execute such agreements and documents on behalf of the Corporation as may in their judgment be necessary or appropriate to carry out this resolution.]

Resolution 3

WHEREAS, Pacific Gas and Electric Company, a California corporation (the “Utility”), a subsidiary of PG&E Corporation, a California corporation (the “Corporation”), has previously filed applications on April 30, 2020 (“Stress Test Application”) and January 6, 2021 (the “Financing Order Application,” and together with the Stress Test Application, collectively the “Rate Neutral Securitization Applications”) with the California Public Utilities Commission (the “CPUC”) for authority to raise up to \$7,500,000,000 (the “Authorized Amount”) through the creation of one or more series of bonds (“Rate Neutral Bonds”) as part of a structured financing (the “Securitization”) designed to be rate neutral to customers;

WHEREAS, proposed decisions dated March 23, 2021 and April 6, 2021, subject to the expected approval by the CPUC on April 22, 2021 and May 6, 2021, respectively, authorize, among other things, the Rate Neutral Bonds up to the Authorized Amount;

WHEREAS, in connection with the Securitization, the Utility will create a grantor trust (the “Customer Credit Trust”) to hold and invest certain specified and capped contributions authorized by the Corporation and made by the Utility in order to fund a credit (the “Customer Credit”) that is anticipated to be sufficient to equal the charges approved by the CPUC to be collected from certain of the Utility’s customers to pay principal, interest and other financing costs related to the Rate Neutral Bonds (“Fixed Recovery Charges) and associated fixed recovery tax amounts (“FRTA”), if any;

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WHEREAS, funding of the Customer Credit Trust will be provided by the Corporation through the contributions not to exceed (1) an initial expected contribution of up to \$2 billion if the full Authorized Amount of Rate Neutral Bonds are issued (the “Initial Shareholder Contribution”) with up to \$1 billion contributed in 2021 and up to \$1 billion contributed in February of 2024, in each case the timing and amount as specified in the decision issued by the CPUC expected to be adopted on April 22, 2021 and expected to be substantially similar to the proposed decision issued March 23, 2021 on the Stress Test Application; (2) additional contributions (“Additional Shareholder Contributions”) up to a total of \$7.59 billion if the full Authorized Amount of Rate Neutral Bonds are issued based on a formula to calculate the incremental cash generated from reducing the Utility’s taxes through applying shareholder-owned tax deductions or net operating losses (“Shareholder Tax Benefits”), which formula is expected to be adopted on May 6, 2021 and expected to be substantially similar to the proposed decision issued April 6, 2021 on the Financing Order Application; and (3) the investment returns of the assets of the Customer Credit Trust, net of fees, expenses, and computed tax liability or benefit (“Customer Credit Trust Returns”);

WHEREAS, the CPUC may open a proceeding in 2040 in which the Utility will participate that could result in the direction from the CPUC that an additional contribution from the Corporation be made to the Customer Credit Trust up to a maximum of \$775 million at that time (the “Contingent Contribution,” together with the Initial Shareholder Contributions and the Additional Shareholder Contributions, and the Customer Credit Trust Returns, collectively the “Corporation Contribution”);

WHEREAS, the proceeds of the Rate Neutral Bonds will, among other things, enable the Utility to retire the \$6 billion of temporary utility debt that is presently required to be repaid exclusively by assets of the Corporation and pay or reimburse the Utility for payments to the Fire Victim Trust of \$1.35 billion; and

WHEREAS, this Board of Directors of the Corporation (the “Board”) believes that the Securitization and the related transactions, including the Corporation Contribution, are in the best interests of the Corporation and its shareholders.

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NOW, THEREFORE, BE IT RESOLVED that the Board approves the Corporation Contributions and the related transactions;

BE IT FURTHER RESOLVED that the Corporation be, and hereby is, authorized to make the Corporation Contribution upon the terms and subject to the conditions approved by the CPUC in the decisions and orders on the Rate Neutral Securitization Applications;

BE IT FURTHER RESOLVED that the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Corporation (each, a “Delegated Officer” and, collectively, the “Delegated Officers”) be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make the Corporation Contribution;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the foregoing, on behalf of the Corporation as the Delegated Officer or employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take all such action to notify, or to obtain any authorizations, consents, waivers or approvals of, any third party that such Delegated Officer may deem necessary, advisable or appropriate in order to carry out the intent and purposes of these resolutions; and

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BE IT FURTHER RESOLVED that any actions taken by any of the Delegated Officers prior to the adoption of these resolutions which are within the authority hereinabove conferred are hereby ratified, confirmed, approved and adopted as actions by and on behalf of the Corporation.

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A video conference of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, April 21, 2021, at 1:00 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies or PG&E) Board of Directors.

Directors Rajat Bahri, Cheryl F. Campbell, Kerry W. Cooper, Jessica L. Denecour, Mark E. Ferguson III, Robert C. Flexon, W. Craig Fugate, Arno L. Harris, Michael R. Niggli, Patricia K. Poppe, Dean L. Seavers, William L. Smith, Oluwadara J. Treseder, Benjamin F. Wilson, John M. Woolard, and Adam L. Wright attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Brian M. Wong and Jenny Kan.

Quorum present, Mr. Flexon, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Mr. Wong served as secretary of the meeting.

Mr. Wong and Ms. Kan were excused, and the meeting was convened in executive session.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Adam L. Wright, Julius Cox, Christopher A. Foster, John R. Simon, Marlene Santos, Francisco Benavides, Sumeet Singh, Ajay Waghray, Fong Wan, Robert S. Kenney, and Lisa Crawford entered the meeting, along with John Plaster of Barclays Capital and Eric Tavzel of Cravath, Swaine & Moore.

Mr. Wong opened the meeting with brief remarks about meeting safety.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

¹ [REDACTED]

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Following the discussion, Messrs. Plaster and Tavzel left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Charles Kalil and Christopher A. Keegan of Kirkland and Ellis LLP entered the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on mental health in the workplace, PG&E's benefit plans for mental health and substance use disorders, and upcoming program improvements, such as launching leader mental health awareness and sensitivity training. The directors asked questions, and a discussion ensued.

Referring to Board materials, Mr. Foster provided a summary of recent financial results and forecasts, areas of recent investor interest, and updates on the securitization case at the CPUC. The directors asked questions and discussed, among other things, the use of the tower transaction proceeds and forecasting of wildfire expenses.

During the foregoing discussion, Jessica Hogle entered the meeting.

Mr. Kenney, with the participation of Ms. Hogle, led a discussion on recent regulatory and legislative matters, which are reflected in the Board materials. Mr. Kenney highlighted the passage of landmark state legislation addressing wildfire risk proposed by Governor Newsom that advances policies beyond utility solutions to include wildfire suppression, forest health, and community resilience. He also provided a status update on the recall effort regarding the Governor. Ms. Hogle provided an overview at the federal level. The directors asked questions, and a discussion ensued.

Ms. Hogle left the meeting at this point.

After a brief recess, the board recommenced with a presentation on regionalization by Ms. Santos, with the participation of Mr. Kenney. Referring to Board materials, Ms. Kenney provided a background on regionalization and the Utility's filing at the CPUC, and Ms. Santos discussed implementation of a lean operating system as part of the Companies' regionalization plan. The directors asked questions and discussed, among other things, metrics, costs, and regional leadership.

After the discussion, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Mr. Kalil and Mr. Keegan were excused from the meeting, and Brad Brian of Munger, Tolles & Olsen LLP joined the meeting.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian left the meeting, and Messrs. Kalil and Keegan re-entered the meeting.

Mr. Wong next presented the minutes of the prior meetings for the Boards' approval.

On motion made and seconded, the Board approved the minutes of the Board meetings held on January 29, 2021 and February 10, 2021.

Mr. Seavers, Chair of the Corporation's Finance Committee, led a discussion on the Committee's recommendations that the Boards (i) approve expenditures and execution of the capital project, (ii) approve revised banking resolutions, and (iii) approve securitization authority. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures and execution of the related agreements for the ADMS project, (ii) concurred with the proposed amended banking resolutions (see Resolution 1 in Appendix A), and (iii) authorized the rate-neutral securitization and related implementing actions (see Resolution 2 in Appendix A).

During the foregoing discussion, Messrs. Kalil and Keegan left the meeting.

The Compensation Committee action items were deferred to executive session.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented the committee's fourth quarter 2020 report to the Boards on the Utility's progress against its 2020 Wildfire Mitigation Plan. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, reported on the actions taken and key topics discussed at the Committee's most recent meeting.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee reported on the actions taken and key topics discussed at the Committee's most recent meeting.

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At this point, Mr. Wright, Mr. Cox, Mr. Foster, Mr. Simon, Ms. Santos, Mr. Benavides, Mr. Singh, Mr. Waghray, Mr. Wan, Mr. Kenney, Mr. Wong, and Ms. Crawford left the meeting, and the Board continued in executive session with Ms. Kan present.

The Board discussed the Compensation Committee's recommendations that (i) the Board elect Margaret K. Becker as Vice President and Treasurer and Monica Klemann as Assistant Treasurer, effective May 1, 2021, and (ii) the Board elect Christopher M. Patterson as Vice President, State Legislative Affairs, effective May 1, 2021, as described in Board materials.

After discussion, on motion made and seconded, the Board approved the organizational matters as presented.

Ms. Poppe and Ms. Kan were excused and the independent directors met in executive session to discuss various matters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:15 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that any two of the Chief Financial Officer, the Controller, the Treasurer, and the Assistant Treasurer of this company (each, a “Finance Officer”) are hereby authorized to designate one or more depositories or custodians for this company’s funds with any bank, trust company, mutual fund, broker, or other financial institution designated by any Finance Officer as a depository or custodian of such funds (each, a “Finance Institution”), and to execute or agree to the Finance Institution’s master agreements identifying the terms and conditions that will be applicable to agreements to be entered into with, or services to be provided by, such Finance Institution; and

BE IT FURTHER RESOLVED that any two Finance Officers or employees of this company designated by any Finance Officer as set forth in an incumbency certificate (“Designated Employees”) are hereby authorized to open and close accounts on behalf of this company at any Finance Institution designated by any Finance Officer as a depository or custodian of this company’s funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this company, all other bank service agreements and forms with any Finance Institution designated by any Finance Officer as a depository or custodian of this company’s funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this company, service agreements to designate individuals to make short-term investments of funds with Finance Institutions or other investment managers meeting specified investment criteria, consistent with PG&E Corporation’s short-term investment policy, as such policy may be revised from time to time; and

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BE IT FURTHER RESOLVED that any Finance Officer is authorized to lend funds on behalf of this company to this company's parent holding company or to this company's subsidiaries, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an officer of the borrowing entity, and provided further that such loans may be executed with such terms and conditions as such Finance Officer shall determine to be appropriate; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees may adopt a company signature plate bearing the signature of this company (the "Company Signature Plate") for use on checks, drafts, and orders drawn upon any Finance Institution with which this company shall have moneys on deposit, or with which it shall have a regular account; and

BE IT FURTHER RESOLVED that checks, drafts, and orders drawn upon any Finance Institution with which this company shall have moneys on deposit, or with which it shall have a regular account, may be executed for and on behalf of this company using the Company Signature Plate as approved by any two Finance Officers or Designated Employees or by manual or facsimile signature (including any signature made with or generated by a signature plate, any similar device, or a computer) of any two Finance Officers or Designated Employees; and

BE IT FURTHER RESOLVED that checks, drafts, and orders obligating this company to pay money in amounts not exceeding ten thousand dollars (\$10,000) per transaction or claim may be executed for and on behalf of this company and in its name by individuals designated by any Finance Officer; and

BE IT FURTHER RESOLVED that any check, draft, or order drawn by this company and executed in conformity with this resolution shall be sufficient authority as evidenced by the Company Signature Plate for a Finance Institution to pay the amount for which such check, draft, or order shall be drawn according to the terms thereof; and

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BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute bank service agreements to designate individuals to issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds of this company on deposit with any Finance Institution by wire, automated clearinghouse, or other electronic means of transfer; and

BE IT FURTHER RESOLVED that any Finance Officer shall forward to the Corporate Secretary of this company all designations of individuals as authorized signers pursuant to this resolution, and the Corporate Secretary or an Assistant Corporate Secretary of this company is hereby authorized to file with any bank or trust company a certified copy of this resolution accompanied by a list of specimen signatures of Finance Officers and Designated Employees; and

BE IT FURTHER RESOLVED that the following resolutions adopted by the Board of Directors are hereby superseded: (1) the resolution adopted on December 20, 2017 regarding bank depositaries, facsimile signatures and inter-company lending, (2) the resolution adopted on December 16, 2009 regarding bank depositaries, short-term investments, and inter-company lending, (3) the resolution adopted on June 21, 2006 regarding check signing and electronic funds transfer, and (4) the resolution adopted on October 20, 1999 regarding facsimile signatures.

Resolution 2

WHEREAS, Pacific Gas and Electric Company, a California corporation (the “Company”) has previously filed applications on April 30, 2020 (“Stress Test Application”) and January 6, 2021 (the “Financing Order Application,” and together with the Stress Test Application, collectively the “Rate Neutral Securitization Applications”) with the California Public Utilities Commission (the “CPUC”) for authority to raise up to \$7,500,000,000 (the “Authorized Amount”) through the creation of one or more series of bonds (“Rate Neutral Bonds”) as part of a structured financing (the “Securitization”) designed to be rate neutral to customers;

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WHEREAS, proposed decisions dated March 23, 2021 and April 6, 2021, subject to the expected approval by the CPUC on April 22, 2021 and May 6, 2021, respectively, authorize, among other things, the issuance of the Rate Neutral Bonds up to the Authorized Amount;

WHEREAS, this Board of Directors (the “Board”) believes that the Securitization and the related transactions are in the best interests of the Company and its shareholders and it is beneficial to begin preparations for the Securitization following the April 20, 2021 meeting of the Board;

WHEREAS, in connection with the Securitization, the Company will form one or more wholly owned subsidiaries, each as a special purpose, limited liability company or other entity (each, a “SPE”), which will (1) purchase from the Company certain recovery property (“Recovery Property”) created pursuant to one or more orders of the CPUC (each, a “Financing Order”) and (2) be the issuer of Rate Neutral Bonds;

WHEREAS, in connection with the Securitization, the Company will create a grantor trust (the “Customer Credit Trust”) to hold and invest certain specified and capped contributions authorized by PG&E Corporation and made by the Company in order to fund a credit (the “Customer Credit”) that is anticipated to be sufficient to equal the charges approved by the CPUC to be collected from certain of the Company’s customers to pay principal, interest and other financing costs related to the Rate Neutral Bonds (“Fixed Recovery Charges) and associated fixed recovery tax amounts (“FRTA”), if any;

WHEREAS, the Board believes that the creation of the Customer Credit Trust is in the best interests of the Company and its shareholders and it is beneficial to begin preparations for the Customer Credit Trust following the April 20, 2021 meeting of the Board;

WHEREAS, the Customer Credit Trust will be established pursuant to a trust agreement based upon the form of agreement attached as Exhibit A to the Proposed Decision of the CPUC, dated March 23, 2021, the final form of which will require the approval of the CPUC (the “Trust Agreement”);

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WHEREAS, the Trust Agreement will require the Company to establish a Customer Credit Trust Committee to direct and manage the Customer Credit Trust and perform all duties attendant thereto (“Committee”), which will consist of five (5) members (“Committee Members”), of which at least three (3) must not be affiliated with the Company (“Unaffiliated Members”);

WHEREAS, the Trust Agreement provides that the Committee Members who are affiliated with the Company (“Affiliated Members”) are to be nominated by the management of the Company, confirmed by the Company’s Board and submitted as information to the CPUC;

WHEREAS, the Trust Agreement also provides that the Unaffiliated Members are to be nominated by the management of the Company, confirmed by the Company’s Board and submitted to the CPUC for its approval;

WHEREAS, it is appropriate for the Company’s Chief Financial Officer and Controller to be a Committee Member;

WHEREAS, the management of the Company is nominating David Thomason, Chief Financial Officer and Controller of the Company, as an Affiliated Member for a five-year term beginning on the date on which the Company receives authorization from the CPUC to establish the Customer Credit Trust (the “Authorization Date”) and expiring on the day prior to the five-year anniversary of such date;

WHEREAS, the management of the Company is nominating Mr. Thomason to serve as Chair of the Committee;

WHEREAS, the management of the Company is nominating Tyson Smith, Managing Counsel of Strategy and Policy of the Company, as an Affiliated Member for a five-year term beginning on the Authorization Date and expiring on the day prior to the five-year anniversary of such date;

WHEREAS, the management of the Company is nominating Nancy Calkins, Colette Taylor and Lincoln Walworth as Unaffiliated Members;

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WHEREAS, Nancy Calkins, Colette Taylor and Lincoln Walworth have agreed to serve as an Unaffiliated Members;

WHEREAS, the management of the Company is recommending appointment of Ms. Calkins for a five-year term beginning on the Authorization Date and expiring on the day prior to the five-year anniversary of such date, Ms. Taylor for a four-year term beginning on the Authorization Date and expiring on the day prior to the four-year anniversary of such date, and Mr. Walworth for a three-year term beginning on the Authorization Date and expiring on the day prior to the three-year anniversary of such date, in each case subject to the approval of the CPUC; and

WHEREAS, the Board believes that the appointment to the Committee of the foregoing Affiliated Members and Unaffiliated Members is in the best interests of the Company and its shareholders.

NOW, THEREFORE, BE IT RESOLVED that the Board approves the Securitization and the creation of the Customer Credit Trust;

BE IT FURTHER RESOLVED that the Board approves the following transactions relating to the Securitization: the formation of one or more SPEs, the entering into of agreements on behalf of the Company (in its capacity as the sole member of a SPE or other capacity) relating to the sale or assignment of Recovery Property, the servicing of Recovery Property, and the providing of administration services to such SPE;

BE IT FURTHER RESOLVED that the Board approves the issuance and sale of Rate Neutral Bonds by one or more SPEs not to exceed the Authorized Amount in one or more underwritten public or private offerings;

BE IT FURTHER RESOLVED that the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company (each, a “Delegated Officer” and, collectively, the “Delegated Officers”) be, and each

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of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (1) take all steps required to organize each SPE as a new entity, including filing with the appropriate secretary of state a certificate of formation or other equivalent charter documents of each SPE and appropriate filings with the CPUC, (2) negotiate, execute, and deliver a limited liability company agreement or other equivalent governing documents of each SPE (together, the “Governing Documents”), establishing, among other things, a management committee, on such terms and conditions as such Delegated Officer may deem necessary or advisable, (3) negotiate, execute, and deliver one or more recovery property purchase and sale agreements (each, a “Sale Agreement” and together, the “Sale Agreements”) between the Company and a SPE, pursuant to which the Company will sell or assign its rights in, to and under Recovery Property and certain other related assets to a SPE on such terms and conditions as such Delegated Officer may deem necessary or advisable, (4) negotiate, execute, and deliver one or more recovery property servicing agreements (each, a “Servicing Agreement” and together, the “Servicing Agreements”) between the Company, as Servicer, and a SPE on such terms and conditions as such Delegated Officer may deem necessary or advisable, (5) negotiate (as the sole member of a SPE) one or more indentures (each, an “Indenture” and together, the “Indentures”), including any supplemental indentures thereto, each providing for the issuance of one or more series of Rate Neutral Bonds on such terms as the Delegated Officer(s) negotiating the same may deem necessary or advisable and with such trustees, paying agents, calculation agents, authentication agents, registrars, or any other agents, intermediaries, or third-party service providers, as applicable, as may be selected by any of such Delegated Officers in their discretion, (6) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) (each, an “Intercreditor Agreement and together, the “Intercreditor Agreements”), among the Company, a SPE and certain creditors on such terms and conditions as such Delegated Officer may deem necessary or advisable, (7) negotiate, execute, and deliver one or more administration agreements (each, an “Administration Agreement” and together, the “Administration Agreements”) between the Company and a SPE on such terms and conditions as such Delegated

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Officer may deem necessary or advisable, (8) negotiate, execute, and deliver one or more purchase agreements or underwriting agreements (each, an “Underwriting Agreement” and together, the “Underwriting Agreements” and, together with the Governing Documents, the Sale Agreements, the Servicing Agreements, the Indentures, the Intercreditor Agreements and the Administration Agreements, the “Principal Agreements”) among the Company, a SPE and the purchasers or underwriters named therein providing for the sale of Rate Neutral Bonds on such terms and conditions as such Delegated Officer may deem necessary or advisable and (9) negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate, execute, and deliver, on behalf of the Company, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the Principal Documents and the foregoing as the Delegated Officer or authorized employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of these resolutions;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as the sole member of a SPE or other capacity), to (1) take and adopt such action as may be required or permitted under the Governing Documents to appoint, or to ratify the appointment of, one or more managers (who may be one or more of such Delegated Officers) of each SPE, or otherwise to cause each SPE to take all actions in connection with the Securitization or thereafter in relation thereto, including the execution of the Principal Agreements, as such Delegated Officer may deem necessary or advisable, (2) take and adopt such action as may be required or permitted under the Indentures (as sole member of a SPE) to establish the terms of the Rate Neutral Bonds as such Delegated Officer may deem necessary or advisable, and (3) take and adopt such action as may be required or permitted under the Underwriting Agreements to cause the completion and closing of the Securitization as such Delegated Officer may deem necessary or advisable;

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BE IT FURTHER RESOLVED that an initial capital contribution of \$100 from the Company to a SPE in return for the issuance to the Company by a SPE of equity interest in a SPE is hereby approved;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to contribute additional capital of the Company from time to time to one or more SPEs, in such amounts as authorized by the CPUC (expected to be at least 50 basis points of the aggregate initial principal amount of the Rate Neutral Bonds or such higher amount as may be required by the rating agencies);

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to (1) establish the Customer Credit Trust pursuant to the Trust Agreement, (2) select a trustee for the Customer Credit Trust (the “Trustee”), (3) negotiate, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate with the Trustee the Trust Agreement, which shall contain material terms substantially in the form of such agreement attached as Exhibit A to the Proposed Decision of the CPUC, dated March 23, 2021 and such additional or alternative terms and conditions as such Delegated Officer or authorized employee may deem necessary or advisable, (4) submit the negotiated form of Trust Agreement to the CPUC for its review and approval, (5) upon receipt of CPUC approval of such form of agreement, execute and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to execute and deliver such approved form and (6) subject to any limitations in the Trust Agreement or an applicable decision or order of the CPUC, negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the Trust Agreement (in accordance with the terms thereof and subject to the conditions set forth therein) or any of the foregoing, on behalf of the Company as the Delegated

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Officer or employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of these resolutions;

BE IT FURTHER RESOLVED that the Trust Agreement will provide that the Trustee will be authorized to make distributions to the Company from the Customer Credit Trust only as specified in the Trust Agreement;

BE IT FURTHER RESOLVED the Company be, and hereby is, authorized to contribute to the Customer Credit Trust upon the terms and subject to the conditions approved by the CPUC in the decisions and orders on the Rate Neutral Securitization Applications;

BE IT FURTHER RESOLVED the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to make contributions to the Customer Credit Trust;

BE IT FURTHER RESOLVED the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to request that the Trustee make distributions to the Company from the Customer Credit Trust in accordance with the Trust Agreement and any applicable decision or order of the CPUC;

BE IT FURTHER RESOLVED that the appointment of David Thomason, who has been nominated by management of the Company (1) to serve a five-year term that begins on the Authorization Date and expires on the day prior to the five-year anniversary of such date and (2) to serve as Chair of the Committee, be and hereby is confirmed;

BE IT FURTHER RESOLVED that the appointment of Tyson Smith, who has been nominated by management of the Company to serve a five-year term that begins on the Authorization Date and expires on the day prior to the five-year anniversary of such date, be and hereby is confirmed;

BE IT FURTHER RESOLVED that the appointment of Nancy Calkins, who has been nominated by the management of the Company to serve a five-year term that begins on the

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Authorization Date and expires on the day prior to the five-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the appointment of Colette Taylor, who has been nominated by the management of the Company to serve a four-year term that begins on the Authorization Date and expires on the day prior to the four-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the appointment of Lincoln Walworth, who has been nominated by the management of the Company to serve a three-year term that begins on the Authorization Date and expires on the day prior to the three-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to (1) pay all fees and expenses of the Customer Credit Trust and (2) take and adopt such action as may be required or permitted under the Trust Agreement to cause the establishment and continued existence of the Customer Credit Trust and the Committee as such Delegated Officer may deem necessary or advisable;

BE IT FURTHER RESOLVED that Rate Neutral Bonds shall (1) be in such form as shall be established by any of the Delegated Officers, in accordance with the terms and conditions of a Financing Order, and (2) have such series designation, price or prices, interest rate or rates, terms of redemption or sinking funds, if any, maturity dates, and such other terms and conditions as any of the Delegated Officers may determine, and may be denominated either in U.S. dollars, in any other currency, in composite currencies, or in amounts determined by reference to an index;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to prepare, or cause to be prepared, one or more registration statements on Form SF-1 or Form SF-3 (collectively, a “Registration

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Statement”) naming the Company as registrant, sponsor and depositor with respect to the Rate Neutral Bonds with exhibits, including one or more prospectuses to be used in connection with such Registration Statement, for the registration of the offering of the Rate Neutral Bonds under the Securities Act, with full power and authority to prepare, or cause to be prepared, any amendments to such Registration Statement (including pre-effective amendments or post-effective amendments), any term sheets or free writing prospectuses, and any exhibits and amendments to any exhibits thereto and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and any supplemental indentures thereto, and to prepare, execute and file, or cause to be filed, all certificates, letters, opinions, applications and any other documents in connection therewith, which may be required to be filed with the Securities and Exchange Commission (the “SEC”) with respect to the registration and offering, issuance and sale from time to time of Rate Neutral Bonds and with respect to any withdrawal of such Registration Statement, and to take any and all action that counsel for the Company shall advise or that the Delegated Officer taking such action shall determine to be necessary, advisable or appropriate, such determination to be evidenced conclusively by the taking of such action;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to furnish such undertakings or representations on behalf of the Company as the SEC may request;

BE IT FURTHER RESOLVED that for the purposes of facilitating the signing and filing of each Registration Statement and any amendments (including pre-effective amendments or post-effective amendments) or supplements thereto, each of FRANCES S. CHANG, CHRISTINE M. DESANZE, ROBIN J. REILLY, HENRY WEINTRAUB, BRIAN M. WONG and JOSEPH C. YU (the “Authorized Delegated Officers”) be, and each of them with full power and authority to act without the others hereby is, designated as attorney-in-fact and agent for the Company with full power of substitution and resubstitution; and the officers and directors of the Company be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed to grant their several powers of attorney

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and the power of attorney of the Company to the Authorized Delegated Officers, and to each of them with full power and authority to act without the others;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (in its capacity as sole member of a SPE or other capacity), to designate the agent for service of process to be named in each Registration Statement and to be authorized to receive notices and communications from the SEC in connection with each Registration Statement;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (in its capacity as sole member of a SPE or other capacity), to prepare, execute, and file all documents required to comply with the securities or blue sky laws of the various states and jurisdictions of the United States and in any foreign jurisdictions for the offer and sale of Rate Neutral Bonds, and the Board adopts the form of any resolutions required by any such authority within a relevant jurisdiction in connection with any applications, consents to service, issuer's covenants, or other documents if (1) in the opinion of the Delegated Officers negotiating the same, adoption of such resolutions is necessary or appropriate, and (2) the Corporate Secretary or an Assistant Corporate Secretary evidences such adoption by inserting with the minutes of this meeting copies of such resolutions, which will thereupon be deemed to be adopted by the Board with the same force and effect as if presented at this meeting;

BE IT FURTHER RESOLVED that, if deemed advisable, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (1) list or otherwise make Rate Neutral Bonds eligible for trading in such securities markets as any Delegated Officer deems advisable, (2) comply with the Securities Exchange Act of 1934, as amended, in connection with any offering of Rate Neutral Bonds, and/or (3) make Rate Neutral Bonds eligible for book entry and

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otherwise with The Depository Trust Company, Euroclear Bank S.A/N.V., and Clearstream Banking, S.A., or any of their successors, as any such Delegated Officer deems advisable;

BE IT FURTHER RESOLVED that the Board adopts the facsimile and electronic signatures of President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company, and authorizes any two of such signatures to be affixed to the Rate Neutral Bonds in the name and on behalf of the Company;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to approve the form and terms of, enter into, execute, deliver and perform, and file with the SEC, the CPUC or other governmental and regulatory authorities, any and all agreements, amendments, consents, certificates, instruments, documents, notices, requests, directions, approvals, instructions and other communications as any such Delegated Officer or such other authorized persons may determine to be required by, or otherwise necessary, advisable or appropriate in connection with the matters authorized in this and the preceding resolutions, and to take any and all such other actions as any such Delegated Officer or such other authorized persons may determine to be necessary, advisable or appropriate in connection with any of the foregoing or for the purpose of otherwise carrying into effect the purposes of this and the preceding resolutions, such determination to be evidenced conclusively by such entry, execution, delivery or performance or the taking of such action, by any such Delegated Officer or such other authorized persons;

BE IT FURTHER RESOLVED that consistent with the foregoing resolutions, the Company be, and hereby is, authorized to, and the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (i) enter into, execute, deliver and perform, as applicable, or cause to be entered

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into, executed, delivered and performed, as applicable, and where necessary, advisable or appropriate, file or cause to be filed with the appropriate governmental authorities, instrumentalities or agencies, associations or stock exchanges, domestic or foreign, all other agreements, instruments and other documents, (ii) take or cause to be taken all other actions and do or cause to be done all other things to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, (iii) incur and pay or cause to be paid all fees, expenses and taxes arising in connection with matters encompassed by the foregoing resolutions (including all registration, filing, listing or other fees with the SEC, the New York Stock Exchange or any other exchange (domestic or foreign), the Financial Industry Regulatory Authority, Inc. or the Secretary of State of California and all fees and disbursements of counsel) and (iv) engage or otherwise retain the services of all investment banks, arrangers, advisors, agents or other persons, in each case as may be necessary, advisable or appropriate, in the good faith determination of any Delegated Officer, to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is necessary, advisable or appropriate);

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to take all such action to notify, or to obtain any authorizations, consents, waivers or approvals of, any third party that such Delegated Officer may deem necessary, advisable or appropriate in order to carry out the intent and purposes of these resolutions; and

BE IT FURTHER RESOLVED that any actions taken by any of the Delegated Officers prior to the adoption of these resolutions which are within the authority hereinabove conferred are hereby ratified, confirmed, approved and adopted as actions by and on behalf of the Company.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PG&E CORPORATION

April 21, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, April 21, 2021, at 10:30 a. m. The meeting was held concurrently with meetings of the Audit Committees (Audit), and the Safety and Nuclear Oversight (SNO) Committees of Pacific Gas and Electric Company (Utility) Boards of Directors, as well as the Technology and Cybersecurity (Tech & Cyber) Committee of the Corporation.

Committee members Cheryl F. Campbell, Mark E. Ferguson III, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers, attended by video, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also participating by video at the beginning of the meeting were directors Rajat Bahri, Kerry W. Cooper, Jessica L. Denecour, Robert C. Flexon, Arno L. Harris, William L. Smith, Benjamin F. Wilson, and John M. Woolard, as well as Patricia K. Poppe, John R. Simon, Adam L. Wright, Francisco Benavides, Sumeet Singh, Ajay Waghray, Stephen J. Cairns, Robert S. Kenney, David S. Thomason, J. Ellen Conti, Jenny Kan, Sujata Pagedar, Martin Strasburger, Joe Yu, along with Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.]

Ms. Conti opened the meeting with brief remarks about meeting safety. Quorum present, Mr. Woolard, Chair, presided. Ms. Conti served as secretary of the meeting.

Mr. Singh provided an overview of cyber risk, one of the enterprise-level risks that requires Board oversight. His discussion included references to materials that had been provided to the Audit, CPP, SNO, and Tech & Cyber Committee members (Committee Members) in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Key Risk Indicators (KRIs), the current exposure trend and cybersecurity threats facing the Companies, and factors affecting the Companies' mitigation status. Mr. Strasburger then presented the Committee with a risk status summary which emphasized the continued effort to implement layers of protection to reduce both the likelihood and potential impact of a risk event. He discussed KRIs in further detail and the Committee Members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Alejandro T. Vallejo along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar) entered the meeting during the foregoing presentation.

Mr. Strasburger left the meeting at this point and Ms. Deborah W. Powell joined the meeting.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PG&E CORPORATION - April 21, 2021

Mr. Singh presented an overview on Enterprise Records and Information Management (ERIM) risk, one of the enterprise level cross-cutting factors identified that requires Board oversight. Referring to meeting materials that were included for the Committees review, he discussed the complex nature of the risk and the critical management of records for compliant and safe operations. Mr. Vallejo gave a risk status summary and explained the programmatic and risk-informed approach that the Companies are taking to address ERIM risk. He described ongoing and planned management actions between ERIM and the Enterprise Data Management Program, that, managed holistically, will effectively mitigate related risks.

The Committee Members asked questions and discussed, among other things, the desire for an update on the Companies' risk assessment registry and a schedule for the Companies long-term goals regarding ERIM.

Mr. James M. Welsch and Ms. E. Christine Cowsert joined the meeting during the foregoing discussion.

Referring to meeting materials, Mr. Simon and Mr. Vallejo presented an update to the Committee Members on PG&E's compliance program maturity and compliance performance. They discussed the compliance framework that PG&E implemented in 2016, based on the Federal Sentencing Guidelines, changes to maturity model assessments in recent years, and proposed levels of oversight of compliance risks to help determine work priorities. Mr. Vallejo presented a update regarding notices of violations (NOVs) and nonconformances (NCs) and discussed management's next steps, which included an effort by the Compliance and Ethics and Enterprise and Operational Risk Management teams to continue to integrate efforts to increase visibility on PG&E's highest operational and compliance risks. The Committee Members asked questions and discussed, among other matters, ways to reduce NOVs and NCs. Management committed to an update at a future meeting.

Mr. Welsch, Ms. Cowsert, Ms. Powell, Mr. Singh, Mr. Vallejo, and Ms. Pagedar left the meeting at this point, and Mr. Christopher A. Pezzola joined the meeting.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2021, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting. Among other things, he discussed the results of these audits, modifications to the IA 2021 audit plan, and the status of high-risk issues. The Committee Members asked questions about the status of audits and open issues.

Ms. Anderson, Mr. Bennett, Mr. Kalil, Mr. Keegan, and Mr. D. Smith left the meeting at this point.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PG&E CORPORATION - April 21, 2021

[THE FOLLOWING PARAGRAPHS CONTAIN ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Wright, Mr. Benavides, Mr. Waghray, Mr. Cairns, Mr. Kenney, Mr. Thomason, Mr. Pezzola, Mr. Yu, Ms. Kan, Ms. Conti, left the meeting, and the meeting continued in executive session with Mr. Bahri, Ms. Cooper, Ms. Denecour, Mr. Flexon, Mr. Smith, Mr. Wilson, Mr. Woolard, Ms. Poppe, and Mr. Simon present.

Following the executive session, the secretary was informed that the Committee further discussed various topics covered during the regular session of the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:05 p.m.

J. ELLEN CONTI
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY

April 21, 2021

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Mr. Alejandro T. Vallejo along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar) entered the meeting during the foregoing presentation.

Mr. Strasburger left the meeting at this point and Ms. Deborah W. Powell joined the meeting.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY - April 21, 2021

Mr. Singh presented an overview on Enterprise Records and Information Management (ERIM) risk, one of the enterprise level cross-cutting factors identified that requires Board oversight. Referring to meeting materials that were included for the Committees review, he discussed the complex nature of the risk and the critical management of records for compliant and safe operations. Mr. Vallejo gave a risk status summary and explained the programmatic and risk-informed approach that the Companies are taking to address ERIM risk. He described ongoing and planned management actions between ERIM and the Enterprise Data Management Program, that, managed holistically, will effectively mitigate related risks.

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Mr. James M. Welsch and Ms. E. Christine Cowsert joined the meeting during the foregoing discussion.

Referring to meeting materials, Mr. Simon and Mr. Vallejo presented an update to the Committee Members on PG&E's compliance program maturity and compliance performance. They discussed the compliance framework that PG&E implemented in 2016, based on the Federal Sentencing Guidelines, changes to maturity model assessments in recent years, and proposed levels of oversight of compliance risks to help determine work priorities. Mr. Vallejo presented a update regarding notices of violations (NOVs) and nonconformances (NCs) and discussed management's next steps, which included an effort by the Compliance and Ethics and Enterprise and Operational Risk Management teams to continue to integrate efforts to increase visibility on PG&E's highest operational and compliance risks. The Committee Members asked questions and discussed, among other matters, ways to reduce NOVs and NCs. Management committed to an update at a future meeting.

Mr. Welsch, Ms. Cowsert, Ms. Powell, Mr. Singh, Mr. Vallejo, and Ms. Pagedar left the meeting at this point, and Mr. Christopher A. Pezzola joined the meeting.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2021, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting. Among other things, he discussed the results of these audits, modifications to the IA 2021 audit plan, and the status of high-risk issues. The Committee Members asked questions about the status of audits and open issues.

Ms. Anderson, Mr. Bennett, Mr. Kalil, Mr. Keegan, and Mr. D. Smith left the meeting at this point.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY - April 21, 2021

[THE FOLLOWING PARAGRAPHS CONTAIN ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Wright, Mr. Benavides, Mr. Waghray, Mr. Cairns, Mr. Kenney, Mr. Thomason, Mr. Pezzola, Mr. Yu, Ms. Kan, Ms. Conti, left the meeting, and the meeting continued in executive session with Mr. Bahri, Ms. Cooper, Ms. Denecour, Mr. Flexon, Mr. Smith, Mr. Wilson, Mr. Woolard, Ms. Poppe, and Mr. Simon present.

Following the executive session, the secretary was informed that the Committee further discussed various topics covered during the regular session of the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:05 p.m.

J. ELLEN CONTI
Secretary

**PG&E Gas and Electric
Advice Submittal List
General Order 96-B, Section IV**

AT&T
Albion Power Company

Alta Power Group, LLC
Anderson & Poole

Atlas ReFuel
BART

Barkovich & Yap, Inc.
California Cotton Ginners & Growers Assn
California Energy Commission

California Hub for Energy Efficiency
Financing

California Alternative Energy and
Advanced Transportation Financing
Authority
California Public Utilities Commission
Calpine

Cameron-Daniel, P.C.
Casner, Steve
Cenergy Power
Center for Biological Diversity

Chevron Pipeline and Power
City of Palo Alto

City of San Jose
Clean Power Research
Coast Economic Consulting
Commercial Energy
Crossborder Energy
Crown Road Energy, LLC
Davis Wright Tremaine LLP
Day Carter Murphy

Dept of General Services
Don Pickett & Associates, Inc.
Douglass & Liddell

East Bay Community Energy Ellison
Schneider & Harris LLP Energy
Management Service
Engineers and Scientists of California

GenOn Energy, Inc.
Goodin, MacBride, Squeri, Schlotz &
Ritchie

Green Power Institute
Hanna & Morton
ICF

IGS Energy
International Power Technology
Intestate Gas Services, Inc.
Kelly Group
Ken Bohn Consulting
Keyes & Fox LLP
Leviton Manufacturing Co., Inc.

Los Angeles County Integrated
Waste Management Task Force
MRW & Associates
Manatt Phelps Phillips
Marin Energy Authority
McKenzie & Associates

Modesto Irrigation District
NLine Energy, Inc.
NRG Solar

Office of Ratepayer Advocates
OnGrid Solar
Pacific Gas and Electric Company
Peninsula Clean Energy

Pioneer Community Energy

Redwood Coast Energy Authority
Regulatory & Cogeneration Service, Inc.
SCD Energy Solutions
San Diego Gas & Electric Company

SPURR
San Francisco Water Power and Sewer
Sempra Utilities

Sierra Telephone Company, Inc.
Southern California Edison Company
Southern California Gas Company
Spark Energy
Sun Light & Power
Sunshine Design
Tecogen, Inc.
TerraVerde Renewable Partners
Tiger Natural Gas, Inc.

TransCanada
Utility Cost Management
Utility Power Solutions
Water and Energy Consulting Wellhead
Electric Company
Western Manufactured Housing
Communities Association (WMA)
Yep Energy