PACIFIC GAS AND ELECTRIC COMPANY

SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT

NO. 09-2020

IN COMPLIANCE WITH CPUC DECISION 18-11-050

SUBMITTED JANUARY 29, 2021

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TABLE OF CONTENTS

I. Introduction: PG&E's Safety Focus 1

II. Executive Summary 1

III. Conclusion 4

IV. Sustainability Update 5

A. Ongoing Execution and Sustainability 5

B. Additional NorthStar Recommendations 8

C. Changes to PG&E Execution of Plans 11

V. Board of Directors Reporting 15

A. BOD and SNO Committee Meeting Minutes 15

B. BOD Safety-Related Training 16

VI. Safety Strategy and Performance Update 17

A. Safety Strategy Update 17

B. Safety Metrics 26

C. Conclusion 32

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I. Introduction: PG&E's Safety Focus

During the final quarter of 2020, PG&E—and millions of Californians--faced the most destructive wildfire season on record, while also battling the effects of the rampaging COVID-19 virus. However, our commitment to the health and safety of our workforce and the public remained steadfast. The company executed four PSPS events in Q4 to protect the safety of the public; while approximately 418,000 customers were impacted by these events in total, this constituted a significant reduction of impacted customers compared to last year's PSPS program, owing in large part to improvements in temporary generation, sectionalizing devices, more precise forecasting, and other steps we took to make the program shorter, smaller and smarter for our customers. Our COVID-19 efforts on the policy and communications front kept pace with the sharp escalation in positive cases in California: In addition to implementing multiple State, Cal-OSHA and county-mandated orders to notify employees of positive cases in their area, PG&E worked with over 500 COVID-19 positive employees to offer time-off assistance through their quarantine period.

Our focus is to continue building an organization in which we have designed every work activity to facilitate safe performance, every member of our workforce knows and practices safe behaviors, and every individual is encouraged to speak up if they see unsafe or risky behavior and has confidence that their concerns and ideas will be heard and followed up on.

We saw promising signs of progress by ending the year with the lowest DART rate in five years; however, our number of serious injuries and fatalities (SIF-Actual) went up significantly in 2020 to a total of 12, compared to three in 2019. Tragically, one of those 12 was a PG&E colleague who lost his life at work, and four others were contractors who died on the job.

This report addresses our work and progress against NorthStar's recommendations between October 1, 2020 through December 31, 2020, and is detailed in this report as follows:

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

II. Executive Summary

Safety Performance

No one should ever be seriously injured or killed while performing work for PG&E. Regrettably, on November 2, an employee lost their life while driving an extended forklift near Balch Camp facility in Fresno County. The forklift the

employee was driving veered off the road and rolled down an embankment. In addition, two other workers (one employee and one contractor) were seriously injured during the quarter.

On October 12, a contract worker was seriously injured when a tree fell on the worker during a vegetation management operation. On December 2, an employee was seriously injured from an induced electrical contact injury while applying protective grounds to a de-energized 230kV line. The employee placed himself in series with a grounded conductor and an undergrounded ground clamp.

During 2020, PG&E experienced ten incidents involving twelve individuals who sustained a serious or fatal injury (SIF-Actuals). Three of the five fatalities were due to the helicopter crash in June that was reported in the Q2 report. Eight of the individuals were contract workers, performing vegetation management and electric construction work.

In mid-2020, PG&E set requirements that investigations for all SIF incidents, including SIF-Potential incidents, should be completed within 30 calendar days. Moreover, we have expanded reviews for all SIF incidents to include executive review for SIF-Actual events, Line of Business and Enterprise Health and Safety leadership review of all SIF-Actual and SIF-Potential events, and joint investigations for all SIF-Actual and SIF-Potential events involving contractors. The requirements promote greater accountability among our leaders to ensure that action is taken to help mitigate future events, while maintaining quality causal evaluations.

To increase the safety oversight of contract workers, a **Contractor Safety** Observation pilot program was launched in December and PG&E Contractor Safety Program leads were redeployed after a 6-month reassignment due to COVID-19 to provide additional field oversight support. During the 6-month period, the program leads carried out a compliance performance assessment of contractors that achieved 88% compliance. Corrective actions were entered as Corrective Action Program items to address non-compliance and ongoing improvements.

Our rates of injuries and motor vehicle incidents on the job show improvement as evidenced by the **DART**[3] Rate that had a 35% decline from 2019 to 2020. The **PMVI**[4] rate had a 10% drop from 2019 to 2020. However, despite the improvement, PG&E did not meet the year-end target for DART. PG&E is continuing to focus on ergonomics in home and in the field. Initiatives included, virtual office ergonomic evaluations, and task analysis on highest risk field tasks in industrial ergonomics.

Finally, we know that safety is critical before the job starts and when it resumes. For this reason, **tailboards** started being assessed to be redesigned in 2021, creating standardization across PG&E.

Among the many safety activities carried out by PG&E's Enterprise Health and Safety team, our operating lines of business, and grassroots safety teams, this Executive Summary captures those related to Leadership Engagement, Observations and Interventions and Culture

Leadership Engagement

For most senior leaders in the operating lines of business, having **Safety Connections** with their field employees is not a new activity. These informal conversations with crews help our leaders learn first-hand about their job and safety impacts in the field. It's an opportunity for leaders to show a genuine interest in the work performed by our field and contract employees. The purpose is to improve the collaboration between our leaders and field employees.

In November, a pilot launched with senior leaders in the non-operations segments of PG&E (e.g., Human Resources, IT, Supply Chain, Customer Care) to also conduct Safety Connections. Many leaders have already reported having a better understanding, not only of the need for safety in the field, but also for the work being performed. A significant success factor is that Field Safety Specialists schedule the field visits and host the non-operations leaders at the job site, point out safety considerations and ensure all PPE is appropriate for the job site visited. In Q1 2021, Safety Connections will be expanded to non-operations Officers and Directors beyond those participating in the pilot in a phased manner.

Ongoing **Leader in the Field** (LIF) continues with a focus on the supervisors and managers being in the field with their employees to assist in removing barriers and resolving safety concerns. Across all PG&E supervisors, reported year-to-date time in the field has increased from 27% at start of 2020, to 52% at end of 2020, exceeding the target of an average of 50% of their working hours spent in the field with frontline workers. For managers, year-to-date Leader in the Field levels similarly improved from 16% to 27%, exceeding the goal of 25%.

Observations and Interventions

Safety observations, our continued efforts to evaluate field employee's compliance with safety, health and work procedures is essential. Twenty-five new safety observers were trained and contributed to the 936 safety observations completed during Q4. In recognition of the many serious injuries reported for vegetation work, the thirteen related safety checklists were evaluated and revised.

Moreover, since the relaunched **Near Hit** program, 862 near hits were submitted. Most of the incidents reported are for slip, trip, and fall hazards at jobsites and in facilities; hazards around electrical equipment (failures, clearances, energized equipment), and driving hazards.

Additional interventions to prevent safety and health risks for our employees on the job, includes those who continue to work from home. The **office ergonomics** team completed 5,492 virtual workstation evaluations in Q4 bringing the 2020 year-end total to 12,372. The **industrial ergonomics** team started a strength and conditioning pilot and have already seen gained strength in the participants. The purpose of the program is to avoid future injuries. **Vehicle ergonomics** provided training to employees to exit and enter their vehicles properly to minimize injuries to their shoulders, backs and knees.

Safety Culture

Results from the **Safety Barometer survey** deployed to PG&E employees and its active contractors in August and September, and in partnership with National Safety Council (NSC), have been communicated to leadership in each

line of business, Safety Leads and Grassroots teams. The next steps in Q1 2021 is focused on action planning to identify key areas of safety improvement for the operating line of business as well as at an enterprise level. The survey findings provide a baseline of PG&E's safety culture and the 2021 action plans may identify new areas of focus and validate existing improvement measures.

Safety Assurance

On November 1, PG&E hired our Safety Assurance Director. He comes to us from the gas and oil industry where he recently managed asset integrity and reliability of equipment and structures of gas fields, processing plants and compression stations. He was also responsible for the implementation of Process Safety, Management of Change, Pre-startup Safety Review and Incident Investigation and Reporting.

Safety Assurance is a key part of our long-term strategy to improve our systems and culture that support safety at PG&E. In this role, the Safety Assurance Director will drive PG&E's comprehensive safety audit program and external assessments in a way that adds value and supports improvement.

III. Conclusion

Consistent with PG&E's previous quarterly Reports, the Appendix has a progress update on the Workforce Safety Strategy, including fourth quarter 2020 safety performance. PG&E also certifies the ongoing execution of NorthStar's recommendations.

Attachment 1 to this Report includes approved Boards of Director (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 validating areas for improvement in 2021.

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 October 1, 2020, through December 31, 2020.

Compliance certifications for the fourth quarter of 2020 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	01/01/2021	Certified	Jan Nimick	Report No. 04-2019
2	Safety Culture and Governance OII - F-3 SLD includes VIII-1	01/01/2021	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	01/01/2021	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	01/01/2021	Certified	[redacted]	Report No. 01-2018
5	Safety Culture and Governance OII - III-1 _Board Qualifications	01/01/2021	Certified	Brian Wong	Report No. 01-2018
6	Safety Culture and Governance OII - IV-2 _CSO_Org_Position	01/01/2021	Certified	Brian Wong	Report No. 01-2018
7	Safety Culture and Governance OII - F-1 OII Implementation Plan	01/01/2021	Certified	Francisco Benavides	Report No. 01-2018
8	Safety Culture and Governance OII - IX-1 Safety Communication	01/01/2021	Certified	Keith Stephens	Report No. 01-2018
9	Safety Culture and Governance OII - IX-2 Safety Culture Metrics	01/01/2021	Certified	David Hatton	Report No. 01-2018
10	Safety Culture and Governance OII - IX-3 _Reach Every Employee	01/01/2021	Certified	[redacted]	Report No. 01-2018
11	Safety Culture and Governance OII - III-5 IA Safety Role	01/01/2021	Certified	Stephen Cairns	Report No. 01-2018
12	Safety Culture and Governance OII - IV-3 _Safety Dept Roles and Responsibilities includes IV-4	01/01/2021	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	01/01/2021	Certified	Francisco Benavides	Report No. 01-2018
14	Safety Culture and Governance OII - VI -1 _Separate Safety Expenditures-RAMP	01/01/2021	Certified	Stephanie Williams	Report No. 01-2018
15	Safety Culture and Governance OII - VI – 2 _Safety IPP_includes III-4	01/01/2021	Certified		Report No. 02-2019
16	Safety Culture and Governance OII - VI -3 _Risk and Bus Case Planning	01/01/2021	Certified		Report No. 02-2019
17	Safety Culture and Governance OII - VI -4 PPM for Power Gen	01/01/2021	Certified		Report No. 03-2019
18	Safety Culture and Governance OII - VI -5 _Session D Link to Sessions 1 and 2	01/01/2021	Certified		Report No. 02-2019
19	Safety Culture and Governance OII - VII-1 _STIP and LTIP Metrics includes VII-4 VII-5	01/01/2021	Certified		Report No. 02-2019
20	Safety Culture and Governance OII - VII-2 _Former STIP metric tracking	01/01/2021	Certified	Stephanie Williams	Report No. 01-2018
21	Safety Culture and Governance OII - VII-3 LTIP Safety Weight	01/01/2021	Certified		Report No. 02-2019
22	Safety Culture and Governance OII - VII-6 BPR Metrics	01/01/2021	Certified	Stephanie Williams	Report No. 01-2018
23	Safety Culture and Governance OII - VII-7 _Expanded Best Practice Sharing	01/01/2021	Certified	Francisco Benavides	Report No. 02-2019
24	Safety Culture and Governance OII - VIII-10 _PwrGen Training Completion	01/01/2021	Certified		Report No. 01-2018
25	Safety Culture and Governance OII - VIII-11 _PwrGen Refresher Training	01/01/2021	Certified		Report No. 03-2019
26	Safety Culture and Governance OII - VIII-2 _Field-first Training Profiles	01/01/2021	Certified		Report No. 03-2019
27	Safety Culture and Governance OII - VIII-3 _SLD 360	01/01/2021	Certified		Report No. 01-2018
28	Safety Culture and Governance OII - VIII-4 _Mandatory Refresher Training	01/01/2021	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	01/01/2021	Certified	[redacted]	Report No. 03-2019
30	Safety Culture and Governance OII - VIII-6 _OQ Status Reporting	01/01/2021	Certified	Christine Cowsert	Report No. 01-2018
31	Safety Culture and Governance OII - VIII-7 _2014 OQ Review	01/01/2021	Certified	Christine Cowsert	Report No. 03-2019
32	Safety Culture and Governance OII - VIII-9 _PwrGen Apprentice Program	01/01/2021	Certified	[redacted]	Report No. 03-2019
33	Safety Culture and Governance OII - X-1 _SEMS-CAP Integration	01/01/2021	Certified	[redacted]	Report No. 01-2018
34	Safety Culture and Governance OII - X-2 _CAP-NH Costs and Benefits	01/01/2021	Certified	[redacted]	Report No. 01-2018
35	Safety Culture and Governance OII - X-3 _CAP-NH Reporting Benefits	01/01/2021	Certified	[redacted]	Report No. 01-2018
36	Safety Culture and Governance OII - X-4 _IA Review of Serious Incident Investigations	01/01/2021	Certified	[redacted]	Report No. 01-2018
37	Safety Culture and Governance OII - X-5 _WGE Documentation Improvement	01/01/2021	Certified	[redacted]	Report No. 01-2018
38	Safety Culture and Governance OII - X-6 _Central Repository for Investigation info	01/01/2021	Certified	[redacted]	Report No. 01-2018
39	Safety Culture and Governance OII - X-7 _ Safety Communication Protocol	01/01/2021	Certified	[redacted]	Report No. 01-2018
40	Safety Culture and Governance OII - X-8 _Cause Evaluation Process_includes X-9	01/01/2021	Certified	[redacted]	Report No. 02-2019
41	Safety Culture and Governance OII - XI-1 _Surprise Inspections for Cont Safety	01/01/2021	Certified	Francisco Benavides	Report No. 01-2018
42	Safety Culture and Governance OII - XI-2 _Solely Responsible Cont Language	01/01/2021	Certified	Jamie Martin	Report No. 01-2018
43	Safety Culture and Governance OII - XI-3 _Cont Incident Closure Criteria	01/01/2021	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
44	Safety Culture and Governance OII - XI-4 _Cont Safety best Practice Sharing	01/01/2021	Certified	Francisco Benavides	Report No. 02-2019
45	Safety Culture and Governance OII - XI-5 _LOB Guidelines for Cont Safety	01/01/2021	Certified	Francisco Benavides	Report No. 02-2019
46	Safety Culture and Governance OII - XI-6 _PwrGen Contractor On-boarding	01/01/2021	Certified	Jan Nimick	Report No. 01-2018
47	Safety Culture and Governance OII - V-6 _Reduce Overall Mileage	01/01/2021	Certified	[redacted]	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,[1] and included a set of additional recommendations in the NorthStar Report - First Update.[2] PG&E agreed with the additional recommendations and embraced the opportunity to further improve its safety culture and governance. The current status of PG&E's implementation of these additional recommendations is provided in Table 2 below.

PG&E's Safety OII plan IX-1, involves the implementation of recommendations from an outside vendor communication audit. This plan is now complete with approval from the Internal Audit Review for completeness. Updated Completion Narrative will be provided with the Q1 2021 report.

- 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.

1 NorthStar Report, issued on May 8, 2017.

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

– Ongoing expense prioritization has delayed implementation of some electronic work management efforts and associated IT projects in Electric Operations. These IT projects are directly supportive of moving completed job review to the worksite prior to formal submittal of records.

– F-2 recommendation items 10 and 15 below have been updated to Implemented Under Existing Plan. When F-2 recommendation item 14 is complete, updated closure narrative will be provided for the entire recommendation.

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: • 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: • 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 is sharing an update to Safety OII plan F-2, Leader in the Field, line 10 which address spans and layers. PG&E has provided quarterly snapshots of spans and layers reports for in scope organizations. While occasional fluctuations due to organization and personnel movements may create out-of-span situations on a temporary basis, PG&E believes we are adhering to the spirit of the Corporate Procedure HR-2010-P01. At a minimum, HR runs span and layer reports annually and when departments are reorganizing. Trends gathered via OII reporting have shown a typical out-of-span at less than 10% of leaders across Power Generation, Gas Operations and Electric Operations. Ongoing regionalization efforts post-bankruptcy may complicate the calculation of supervisor spans and layers. However, this data is being utilized in the ongoing regionalization of operations strategy.
- PG&E is sharing an update to Safety OII plan F-4 Comprehensive Safety Strategy. PG&E's workforce safety strategy was developed and reviewed by multiple stakeholders including Unions, Senior Leadership, Board of Directors and Line of Business senior leadership teams. Internal Audit high risk are reviewed by the executive team and Board of Directors. A "blue sky" risk review was conducted in 2020 by the Enterprise Risk team. A new Chief Risk Officer was hired and will assume the role of identification and risk analysis for enterprise risks.
- PG&E is sharing an update to Safety OII plan F-5 – Best Practice coordination which includes IV-6, IV-7, V-5, IV-5, V-1 and V-2.
  - F-5: The monthly Safety Technical Council is now utilized for addressing these issues related to greater coordination between Enterprise Health and Safety and the various Lines of Business. It is attended monthly by the VP and all Directors from Enterprise Health and Safety and the Directors responsible for safety in each LOB, union leaders and representatives from Corporate Communications and Law.
  - IV-6: (also impacts IV-3, Safety Dept Roles and Responsibilities) – The entire Electric Operations safety organization has moved to the Enterprise Health and Safety (EH&S) organization to facilitate alignment and eliminate duplication of efforts. Discussions have been occurring between Gas and EH&S to design the roles of the respective safety specialists. In Gas and Power Generation, EH&S specialists will continue to provide day to day safety support for supervisors, forepersons and their crews.
  - V-2: EH&S safety specialists continue to focus their support on supervisors, forepersons and their crews in Electric, Gas, Power Generation and other supported LOBs.
  - IV-7: EH&S specialists continue to be profiled annually for specific safety training according to the training plan which is modified as necessary based upon newly identified training needs and requirements. Electric Operations safety training plan was established while that group was still a part of Electric Operations and will be continued during 2021.

- V-5 & IV-5: The job profile for the field safety specialist role was updated and published on May 31, 2020. It requires all new hires to either have an initial level safety certification or better or to obtain one within one year of hire. All other field safety specialists job profiles have been removed from the system. It has been identified that some safety specialists from Electric Operations organization lacked the minimum experience required to obtain the CUISP safety certification. The one-year deadline will be extended to allow them to obtain the required experience.
- V-1: Best practices are published each month on the Corporate Safety web page for review by all interested employees. Starting July 1, 2020 these reports are automatically distributed each month to operations and safety leadership in all LOBs. Starting in 2021, sharing of Best Practices will also be included as a permanent agenda item at the re-established Employee Led Safety Council (ELSC) meetings.\

- PG&E is sharing an update to Safety OII Plan VI-5, Session D link to Session 1 and Session 2. The Integrated Planning Process (IPP) has been restructured multiple times such that Session D, Session 1 and Session 2 are no longer parts of the IPP. Risk has been incorporated into each successive IPP. PG&E is transitioning its prior IPP to the Operating Rhythm. Metrics tracked are being aligned with the key risk indicators for risks on the Corporate Risk Register. The work prioritization process under development is being designed to incorporate a risk-informed methodology. Work has been initiated to integrate risk into the longer-term strategic planning elements of the Operating Rhythm. Evidence of the on-going changes in the IPP/Operating Rhythm that demonstrate its alignment with risk are maintained by the Business Finance and Planning and Enterprise and Operational Risk organizations.
- PG&E is sharing an update to Safety OII Plan VIII-3 – Safety Leadership Development 360. The Safety Leadership workshops continued throughout 2020. The content remained the same for all classes. Due to COVID-19, we had to remove some activities that involved participants pairing up with each other and change others to full class discussions. We also converted the Supervisor class to a virtual class and reduced the number of participants allowed in the Crew Lead in person class.
- PG&E is sharing an update to Safety OII Plan VIII-4, Mandatory Refresher Training. For Fundamental Safety Training, Scaffolding Safety – Competent Person has been renamed to Scaffolding Safety – Qualified Person to align with the California Code of Regulations.
- PG&E is sharing an update to Safety OII Plan VIII-6, OQ Status Reporting. PG&E's implementation plan provides appropriate Gas operational leaders at the supervisor, superintendent/manager, and/or director level with Operator Qualification information pertaining to pass/fail rates, qualification lapse dates, and qualification scan rates on a frequency no less than monthly. Information on pass rates, OQ card scans and test attendance rates was distributed weekly to OQ leadership and other

leaders (based upon requests for this information) beginning April 2017 and continuing through present. A second monthly compilation of OQ information such as number of qualifications expiring in the calendar year, number of qualification exams passed, and number of qualifications removed was completed in May with distribution occurring monthly to present. Feedback from the recipients of the reports is used to refine report timing and content on an on-going basis.

- PG&E is sharing an update to Safety OII Plan VIII-10 – Power Generation Training Completion. Power Generation uses current enterprise training timeliness metric dashboards to drive training completion. Training completions have been slightly impacted by COVID-19, some courses were unavailable for enrollment, but overall trending is in the right direction.
- PG&E is sharing an update to Safety OII Plan VIII-11 – Power Generation Refresher Training. Power Generation has continued to profile and complete fundamental safety topic courses including: Confined Space, Safety at Heights, Personal Protective Equipment and Scaffolding. Scheduling for initial training was on-hold for this course, but we are working to establish training dates. As a result some courses are currently overdue. Completion for the above courses are recorded and maintained in the company's system of record, My Learning. Additionally, we utilized our Technical Training Refresher process to determine additional Electrical Safety Training should be developed and delivered to support changes to minimum approach distance and refresh on ARC flash safety protocol. The course was originally developed as an Instructor Led Training course, but with COVID-19, we were unable to deliver in the field. We quickly developed a web-based course which was completed and profiled in late Q4, training to be complete Q1 2021.
- PG&E is sharing an update to Safety OII Plan IX-1 – Safety Communications. Plan execution continues to evolve as the company's 2021 safety plan is being finalized and immediate safety risks to employees are also evolving (e.g. COVID-19).
- PG&E is sharing an update to Safety OII Plan X-3 – CAP-NH Reporting Benefits. The Near Hits program was re-launched in 2020 with the addition of a program manager who collaborated with the ECAP team to ensure consistency with data coding of existing near hits in the system and the new ones being submitted, establish clear definitions for near hit categories, and engaging with line of business partners to roll out the updated program.
- PG&E is sharing an update to Safety OII Plan X-4 – IA Review of Serious Incident Investigations. The IA review of the ECAP program, including SIF, will be conducted in 2021, per 10/15/2020 email between Internal Audit and ECAP leadership. This delay is based on changes to the SIF program and an active Corrective Action Program (CAP) external audit that also includes the SIF process and procedures.
- PG&E is sharing an update on Safety OII Plan X-6 – Central Repository for Investigation Information. All SIF Alerts are posted on the intranet site

and provide an overview of each incident, including causes and corrective actions.

- PG&E is sharing an update to Safety OII Plan V-6 – Reduce Overall Mileage. PG&E mileage is updated monthly and an analysis is reviewed within Transportation Services.

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.[3]

A. BOD and SNO Committee Meeting Minutes

In the fourth quarter of 2020, the Board had formal meetings on October 28, November 12, and December 10. The SNO Committees held meetings on October 27 and December 10, as well as a joint meeting with the Compensation Committee on November 25 and a joint meeting with the Audit Committee on December 9.

Attachment 1 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, 2020,[4] 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:

July 29, 2020
September 17, 2020
October 28, 2020

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

September 16, 2020
October 27, 2020

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.

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3 D.19-06-008, *mimeo*, p. 4

4 Effective date of D.19-06-008.

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 fourth quarter of 2020, two board members conducted field visits focused on understanding the PG&E's system hardening and vegetation management efforts. Given the ongoing pandemic and shelter-in-place orders, the prior practice of consistent site visits for directors continues to be impacted.
- During the fourth quarter of 2020, regular video meetings of the BODs and the SNO Committees included a safety tailboard similar to those presented to employees. Topics covered during the fourth quarter of 2020 included (1) contractor safety management (Board meeting), (2) process safety management (Board meeting), (3) investigation process (SNO), and (4) winter driving (SNO).
- In October 2020, the Boards received a tailboard and a safety performance update by the Chief Safety Officer ("CSO"). The Boards also discussed a number of safety strategy initiatives and received an update by the SNO Committees.
- In October 2020, the SNO Committees received a safety tailboard and a detailed safety performance update, including discussion of Serious Injuries or Fatalities ("SIF") actual events. The Committees also received an update on the 2025 Workforce Safety Strategy implementation status and nuclear performance. The Committees reviewed enterprise risks related to third-party risk and cross-cutting factors such as contract management. Lastly, the Committees received an update on the third Quarter Wildfire Mitigation Plan and Probation Terms Report.
- In November 2020, the SNO Committees and the PG&E Corporation Compensation Committee jointly reviewed proposed performance measures for the 2021 Short-term Incentive Plan and the 2021 Long-Term Incentive Plan award design.
- In December 2020, the Boards received a tailboard and a safety performance update with focus on SIF. The Boards also reviewed the Safety Barometer survey results. Additionally, the Boards had an in-depth review of recent wildfire risk model improvements and received an update by the SNO Committees.
- In December, the SNO Committees received a safety tailboard and a safety performance update, including a discussion of a SIF actual event. The Committees reviewed nuclear performance and received an update by the independent Nuclear Safety Oversight Committee. Additionally, the Committees discussed PG&E's Wildfire Mitigation Plan and reviewed enterprise risk factors related to wildfire risk and climate change as a cross-cutting risk factor.

- In December, the SNO Committees and Audit Committee reviewed summaries of open high-risk audit issues with operational risks, including safety, and the status of action plans to address these issues.

VI. Safety Strategy and Performance Update

A. Safety Strategy Update

In 2020, our new CSO assumed his role and led the effort to develop our 2025 Workforce Safety Strategy. Beginning with this Q4 2020 report, we are transitioning our safety updates to align with the major components of the 2025 Workforce Safety Strategy. The 2025 Workforce Safety Strategy has been reviewed by senior leadership and the Board of Directors and has driven our execution through the back half of 2020. PG&E continues to execute to all major elements included in the previous One PG&E Health and Safety Plan and believe this new strategy and its broader scope will help drive improvements in safety performance.

TABLE 3
CRITICAL RISK UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Critical Risk	• Hazard identification and risk assessment workshops	• Obtained benchmarking information on leading industry practices for critical risk areas.
	• Technical standards	• Completed drafts of Hazardous Energy Control, Confined Space, Electrical Safety, Fall Protection, Lifting Operations and Vegetation Management. • Change Engagement activities underway to provide all PG&E employees an opportunity to comment on draft standards prior to publication.

TABLE 4
TRANSPORTATION SAFETY UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Transportation Safety	• Motor vehicle safety	• 360 Walk Around App – Application Backend database and Cyber Security Assessment Completed. • New NSC Distracted Driving course - PG&E partnered with the National Safety Council to introduce a new Distracted Driving Web-based Training course which all employees who drive company or personal vehicles to conduct business are profiled to take the course every other year. Course in final stages of implementation testing prior to employee use.
	• Vehicle technology	• Vehicle Safety Technology (VST) Installation – ~40+% of the eligible PG&E fleet have been installed with the new device. VST provides real-time, audible feedback to the driver when risky behaviors occur, such as speeding, hard acceleration and hard braking.

TABLE 5
CONTRACTOR SAFETY UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Contractor Safety Management	• Contractor training	• Added Spanish version: ENVR-9089RVL, Spanish-EVM Green and Amber ERTC ENVR-9092RVL, Spanish Veg Management General Awareness.
	• Contractor management	• Changes to Scorecard points to include accountability for contractors to submit their Site Tracker data by the 15th of every month. • LOB Contractor Safety forums held during 4th quarter – Land, Hydro, Aviation, Environmental Remediation. • Contractor Observation program – pilot kicked off in December. • Review and Verification (RAVs) Plus ISN process to verify implementation and effectiveness of a Contractor's Safety Programs was implemented in December.
	• Contractor requirements	• Completed COVID-19 Communications to Contractors to insure they develop and implement written COVID-19 prevention plans.
	• On-boarding	• Electric Distribution and Electric Transmission Construction Services RFP – reviewed bid packages and safety questionnaire responses from 35 potential bidders. • Redeployed Program Leads to provide field oversight and support.
	• Performance assessment	• Q4 Assessment Data provided below table.

TABLE 6
Q4 CONTRACTOR ASSESSMENT DATA

CSP Compliance Assessments	MET	NOT MET	Completed	Met %	NOT Met%
DEC	14	7	21	66.7%	33.3%
Q4	32	16	48	66.7%	33.3%
YTD	215	29	244	88.1%	11.9%

TABLE 7
SERIOUS INJURY AND FATALITY MANAGEMENT UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Serious Injury and Fatality Management	• Analyze SIF investigations and share key learnings	• Closed and communicated findings from investigations on two PG&E employee SIF-Actual incidents and five contractor SIF-Actual incidents; closed investigations on two employee SIF-Potential incidents and eight contractor SIF-Actual incidents.
	• Improve timeliness and clarity of SIF-related communications	• Completed Balch Camp employee fatality root cause evaluation in 30 days.

TABLE 8
ENTERPRISE CORRECTIVE ACTION PROGRAM UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Enterprise Corrective Action Program	• Near Hit Program	• Relaunched Near Hit program in 2020, with 847 Near Hits submitted throughout the year. • Developed dashboard with timely data on the categories of Near Hits submitted, where employees work who submit Near Hits (line of business and geographic location), and severity of Near Hits. • •40% of Near Hits submitted from Electric Operations, 28% from Customer Care, 14% from Gas Operations.
	• Observations – Expand SafetyNet user population	• Top categories included slip, trip, and fall hazards at jobsites and in facilities; hazards around electrical equipment (failures, clearances, energized equipment), and driving hazards. • Onboarded and trained over 25 new observers in SafetyNet.
	• Evaluation of SafetyNet tool and product enhancements	• Evaluated effectiveness of and revised all 13 SafetyNet checklists for vegetation management.
	• Increase ownership of SafetyNet within the LOBs	• Delivered SafetyNet training to Electric and Gas Operations representatives at the Butte County Rebuild, as well as Field Safety individuals.

TABLE 9
ASSURANCE UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Assurance	• Auditing	• Initiated the development of Safety Audit Program in collaboration with Ernst & Young (EY). In-progress in defining the audit governance.
	• Independent Safety Oversight Committee (ISOC)	• Completed Gas Operations ISOC Follow-up Assessment/Meeting in December. • On-track on majority of ISOC key insights and commitments.

TABLE 10
OCCUPATIONAL HEALTH UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Occupational Health	• Health and Wellness	• 2021 Health Screening participation of 39% as of Dec. 31, 2020. Over 1,000 screenings completed using the new Self-collection Kit. • 54 completed health coaching appointments Oct 1 - Nov 30, 2020. Expanded PG&E dedicated health coach to Sacramento and San Jose Contact Center employees. • •H&W portal: 4,182 (17.0%) employees enrolled as of Dec 31, 2020. • Promoted healthy habit challenges: Mind Sweeper (Oct), Relaxation Breathing (Nov), and Track Spending (Dec). Mindful Moments spotlight challenge to help manage stress Nov 23 – Dec 13. • Conducted Resilience Through the Holidays webinar. • Continued daily mindfulness sessions, Mindfulness for COVID-19 webinar, quarterly mindful leaders meeting. • Employee Assistance Program (EAP) webinar on relationships and domestic abuse, estate planning (150 attendees); Ask EAP podcast (175 views); support of contact centers during PSPS events.

TABLE 10
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)

Strategy Component	Workstream	Q4 2020 Progress
Occupational Health	• Ergonomics	• Office ergonomics: Completed 5,492 virtual workstation evaluations in Q4 for a year-end total of 12,372. • Completed pilot within the contact centers to test predictive modeling software hypothesis, as a precursor to injury in the office environment. • Industrial athlete program: Expansion of the 1:1 interaction with gas service representatives. Preliminary results show individuals benefiting from preventative and early symptom intervention care. • Began strength and conditioning pilot, focusing on deconditioned field workforce. An analysis of the pilot, including results of strength gained, program adherence and future injury avoidance, will determine next steps. • Industrial ergonomics: Consultants began work to help define our strategic and tactical industrial ergonomic program. In Q4, they performed a gap analysis, reviewed and updated documentation and met with stakeholders to understand PG&E organizational structure. • Vehicle ergonomics: Finalized and launched egress-ingress training for field workforce, targeting the top 3 injured body parts (shoulders, backs and knees). An analysis of forces impacting these body parts with improper entry and exit was significantly higher.

TABLE 10
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)

Strategy Component	Workstream	Q4 2020 Progress
Occupational Health	• Injury Management	• YTD Dec 31, 2020 Live Health Online telemedicine: 948 registrations,1,462 visits. Increased use in 2020 due to COVID 19. In 2019 total registrations 464, and 871 visits. • Condition management (targeting high risk employees): Utilization of KnovaSolutions program as of Dec 31, 2020–total enrollment 892; 594 employees and 298 dependents with high health risks. • San Francisco General Office onsite clinic is open and utilization increased slowly during work-from-home procedures through 2020 largely with implementation of virtual video visits and annual biometric screening/flu shots. However, overall visit utilization compared to 2019 is down by approximately 33% due to Covid-19 workplace measures. • Exploring options for the San Francisco General Office clinic move to Oakland, weighing onsite and near site models. • The Fit4U interim program launched virtually on December 1, 2020 with a 4.1% take rate, with the next enrollment on February 1, 2021. Interim program will continue until gyms re-open and the program can be offered inclusive of the in-person training sessions and a gym membership. • The Return-to-Work Task Program saved 972 lost workdays and placed 15 employees into temporary task assignments. • Telephonic Nurse Case Management program launched Sept. 30, 2020. Nurse assigned to every workers' compensation claim to coordinate timely and appropriate care and return to work. 230 cases referred through Dec. 25, 2020. $110,106 savings in workers' compensation costs through Dec 31, 2020.

TABLE 11
CULTURE UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Culture	• Safety Culture assessment	• Safety Barometer overall results were received from the National Safety Council (NSC), including Line of Business reports. NSC and Enterprise Health and Safety hosted sessions for LOB leads on understanding and interpreting the data. Nest steps in Q1 – analysis of the data and action planning.
	• Safety Connections (Directors and Officers in the field having informal conversations with employees)	• Safety Connections: Developed training and resources. Began implementation of Safety Connections for Gas, Electric and Power Generation operational Directors and established a pilot of approximately 25 non-operational Directors.
	• Communications	• Communications: Improvement team assembled with external communication support, to collaborate and develop recommendations to streamline messages and delivery.

TABLE 12
FIELD SAFETY OPERATIONS UPDATE

Strategy Component	Workstream	Q4 2020 Progress
Field Safety Operations	• Field observations	• 936 Field Safety Observations were completed from 10/1 – 12/31/2020.
	• Tailboard redesign	• Tailboard expectations have been developed and shared with a pilot group consisting of Gas and Electric field crews. Supervisors and Field Safety Specialists are performing quality assessments. A training video is also under current development.
	• Supervisor training	• Drafted a presentation, shared with the Enterprise Safety Council for feedback. Met with 2 Superintendents for feedback. First Supervisor Coaching session is scheduled for 1/11/21

B. Safety Metrics

PG&E established Days Away, Restricted or Transferred (DART)[5] targets for 2020 to move the rate from 4th quartile to 3rd quartile. The company continues to see challenges with SIF[6] events (actual and potential). This is an area that PG&E is focused on improving. The 2020 SIF-actuals are not acceptable.

Table 10 below summarizes key metrics performance and established targets for 2018 - 2020. Figure 1 below provides current performance with respect to employee safety metrics as of September 30, 2020. DART 12 month rolling rate has declined by 26% over the prior year but is still over target for Q3.

Additional Analysis: DART Rate had a 35% year over year improvement from 2019 to 2020, Decline was not enough to meet the target, however target was set at a very aggressive 50% improvement. The 2020 target was set based on executive guidance for every LOB to get to 3rd quartile by the end of the year.

TABLE 13
2018-2020 PERFORMANCE AND ESTABLISHED TARGETS

Metric	2018		2019		2020*	
	Actual	Target	Actual	Target	Actual	Target
Employee SIF Actual Count	1		0		4	
Employee SIF Potential Count	21		33		25	
DART Rate	1.81	1.88	2.05	1.34	1.34	0.90

**Number includes count of all injured parties*

Data through 12/31/2020

On target | Target may be at risk | Target at risk

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

6 SIF Actual: Serious Injury is a life-threatening or life-altering injury, or a fatality.

SIF Potential: An event that reasonably could have resulted in a SIF-A, rate based on 200,000 hours worked.

FIGURE 1
CURRENT PERFORMANCE AS OF DECEMBER 31, 2020

SIF Graphs

Additional Analysis: Started tracking Contractor SIFp in June 2020 which has contributed an additional 14 SIFp events to the 2020 count. Contractor SIFa events up significantly compared to previous years accounting for 8 of the 12 SIFa events. The increase is driven by EO Contractors performing Veg Management and Electric Construction work.

SIF Actual: Employee vs Contractor (2018-2020)

Note: Graph below is based on number of **injuries**

SIF Potential: Employee vs Contractor (2018-2020)

Note: Graph below is based on number of **incidents**

Contractor SIFp events were not tracked in 2018-2019

Contractor SIFp tracking started in June 2020

TABLE 14
2018-2020 PERFORMANCE

Metric***	2018	2019	2020*
	Actual	Actual	Actual
Contractor SIF Actual Count	3	3	8
Contractor SIF Potential Count**	N/A	N/A	14
% of Contractor Assessments with Non-Conformance Findings	10.3%	12.5%	11.9%

**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 12/31/2020

Line of Business	Date	Incident Description	Injury
Electric Ops	3/3/20	While reaching into a metal clad unit to retrieve a fuse, employee's left elbow made contact with energized equipment. Arc flash. 2nd degree burns to arm	**1 employee injury**
Electric Ops	3/18/20	Off road Utility Vehicle roll over with three tree trimming contractors working in Forestville.	**1 contractor fatality**
Shared Services	6/2/20	Fatal helicopter crash involving PG&E contractors who were performing critical power line work. Two contractors had just been picked up as "human external cargo"	**3 contractor fatalities**
Electric Ops	7/13/20	Two contract linemen were working aloft on adjacent 45ft wood poles in H structure, and while releasing tension on one of the guy wires, the structure collapsed. One employee with fractured pelvis	**1 contractor injury**
Electric Ops	8/10/20	Crew was being trained in the barehand method. An employee was climbing up the ladder to make contact with the energized line when an arc flash occurred. 2nd degree burns to right hand	**1 employee injury**
Electric Ops	9/8/20	Contractor was placing vegetation debris into a tree chipper when their right hand became entangled in the chipper. The employee's right index finger was severed	**1 contractor injury**
Electric Ops	9/9/20	Contractor climber fell from a tree sixty feet to the ground then rolled down an embankment. Contractor sustained a fractured right femur and damaged right shoulder	**1 contractor injury**
Electric Ops	10/12/20	Vegetation Management contract foreman was on the ground felling a tree. As the first tree fell, it struck a second adjacent tree. Second tree broke off and struck the foreman. Foreman sustained a punctured lung, broken ribs, lacerations to head and leg.	**1 contractor injury**
Generation	11/9/20	Employee was fatally injured while driving an extended reach forklift near Balch Camp in Fresno County.	**1 employee fatality**
Electric Ops	12/2/20	A shunt being installed became detached to the lower phase becoming grounded resulting in electric contact.	**1 employee injury**

FIGURE 2
CURRENT PERFORMANCE AS OF DECEMBER 31, 2020

Additional Analysis: PMVI[7] Rate 8% over target but showing a 10% year over year improvement from 2019 to 2020. Target for PMVI was based on straight line decline to 1st quartile in 2022.

7 Data includes incidents on public and private roads.

TABLE 15
2018–2020 PERFORMANCE AND ESTABLISHED TARGETS

Metric	2018		2019		2020	
	Actual	Target	Actual	Target	Actual	Target
PMVI Rate	2.79	2.31	2.91	2.45	2.61	2.41

Data through 12/31/2020

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 AND SNO COMMITTEE MEETING

MINUTES

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – July 29, 2020
PG&E CORPORATION

A video conference meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, July 29, 2020, at 11:15 a.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, Dean L. Seavers, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, 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 Andrew M. Vesey, 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 at this point, Andrew M. Vesey, John R. Simon, Jason P. Wells, Francisco Benavides, Julie M. Kane, and Janet C. Loduca, along with Todd W. Filsinger of Filsinger Energy Partners, Christopher W. Keegan of Kirkland and Ellis LLP, Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group 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 presented a safety tailboard on hoisting and rigging risks and controls, and led a discussion around the Companies' 5-year safety plan using a systems and culture approach. The directors asked questions, and a discussion ensued.

Mr. Vesey presented a report on operational matters, which 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. Among other things, he discussed the Community Wildfire Safety Program, operational metrics, and COVID-19 Emergency Operations Center work. The directors asked questions, and a discussion ensued.

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

Mr. Wells reviewed the Financial and Business Highlights report for June 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

At this point, Jessica Hogle and Robert S. Kenney joined 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. Woolard led a discussion regarding 2020 political contributions for the Board's consideration and action. The directors discussed the proposed action.

On motion made and seconded, the Board approved the proposed 1) 2020 PG&E political contributions budget, and 2) political contribution to a bi-partisan organization, as presented.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed various proposed stimulus bills in relation to the COVID-19 pandemic, the updated schedule for the Legislature to reconvene, and updates on CPUC meetings. The directors asked questions, and a discussion ensued.

At this point, (i) Ms. Hogle and Mr. Kenney left the meeting, and (ii) David Hindman and Vance Scott of AlixPartners joined the meeting.

Mr. Hindman and Mr. Scott presented the Companies' spending reduction program, targets, and forecasts. 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. Among other things, they discussed a five-year plan to reduce spending to offset anticipated spending increases related to wildfire mitigation, new laws, and investments to mitigate Public Safety Power Shutoff (PSPS) events. The directors asked questions, and a discussion ensued.

At this point, Mr. Hindman and Mr. Scott left the meeting.

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP and Joint Audit/CPP/SNO Committee meetings, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committee, presented a report and led a discussion on the actions taken and key topics discussed

at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Wilson, Chair of the Corporation's Audit Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in 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, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Seavers, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting.

At this point, Mr. Benavides left the meeting.

Mr. William Smith presented consent items relating to approval of (i) an amendment to PG&E Corporation's resolution regarding Risk Management Policy Statement and Risk Policy Committee, (ii) Designation of executive officers and Section 16 officers, and (iii) Board minutes for meetings held on June 25, June 29 and July 2, 2020. It was noted that certain of these Board minutes relate to meetings that occurred before certain of the current directors were seated on the Board.

On motion made and seconded, the Board approved all consent items.

During the foregoing discussion, Mr. Filsinger, Mr. Keegan, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Alex Vallejo and Michael Lewis entered the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Powell, Mr. Orsini, and Mr. Lewis were excused.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Utility Board elect Michael Lewis as Interim President of Pacific Gas and Electric Company and the independent members of the Board approve changes to his compensation, and (ii) the Boards approve compensation for non-employee directors, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed actions.

On motion made and seconded, the Board adopted a resolution approving changes to compensation for the Company's non-employee directors, as presented (see Resolution 1 in Attachment A).

At this point, Mr. Smith was excused and Gregory Grogan of Simpson Thacher & Bartlett LLP entered the meeting.

Mr. Ferguson led a discussion on the recommendation of the Compensation Committee that the Corporation Board approve compensation and terms for the Interim CEO, PG&E Corporation, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board adopted a resolution approving the proposed compensation and terms for the Interim CEO, PG&E Corporation, as presented (see Resolution 2 in Attachment A).

Mr. Smith was recalled and Mr. Wong and Ms. Kan were excused, and the meeting continued in executive session with Mr. Smith and Mr. Grogan present.

Following a discussion, Mr. Smith and Mr. Grogan were excused and the meeting continued in executive session. Mr. Wong was recalled and informed that the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:20 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that advisory directors and directors who are not employees of PG&E Corporation (the "Corporation") or Pacific Gas and Electric Company (collectively, "non-employee directors") shall be paid a retainer of $30,000 per calendar quarter; and

BE IT FURTHER RESOLVED that the non-employee director who serves as Chair of the Board shall be paid an additional retainer of $25,000 per calendar quarter; and

BE IT FURTHER RESOLVED that the non-employee director who is duly appointed to chair the Audit Committee of this Board shall be paid an additional retainer of $7,500 per calendar quarter, each of the non-employee directors who are duly appointed to chair the Compensation Committee of this Board or the Safety and Nuclear Oversight Committee of this Board shall be paid an additional retainer of $5,000 per calendar quarter, and the non-employee directors who are duly appointed to chair the other permanent committees of this Board shall be paid an additional retainer of $3,750 per calendar quarter; and

BE IT FURTHER RESOLVED that non-employee directors shall not be paid any fees for attendance at any Board, Board committee, or shareholder meetings; and

BE IT FURTHER RESOLVED that, notwithstanding the foregoing paragraphs of this resolution, if the Board creates one or more special committees with responsibilities that warrant additional compensation, the Board may determine the appropriate form and amount of compensation (which may include retainers and/or meeting fees) to be paid to non-employee directors who serve as members or chairs of such special committees; and

BE IT FURTHER RESOLVED that non-employee directors shall be eligible to participate in the PG&E Corporation 2014 Long-Term Incentive Plan under the terms and conditions of that Plan, as adopted by this Board and as may be amended from time to time; and

BE IT FURTHER RESOLVED that the Board hereby approves a 2020 annual grant of restricted stock unit awards for each non-employee director pursuant to the PG&E Corporation 2014 Long-Term Incentive Plan ("Plan"), with terms and conditions generally consistent with section 7 of the Plan and with certain modifications as presented to this Board, including but not limited to (1) pro-ration of the fair market value of the grant to reflect the period between the non-employee director's election to the Board during 2020 and the expected date of the 2021 annual shareholder meeting in May 2021, and (2) vesting upon the earlier of earlier of May 22, 2021 and the date of the 2021 Annual Meeting of Shareholders (or other annual election of Directors); and

BE IT FURTHER RESOLVED that members of this Board shall be reimbursed for reasonable expenses incurred in connection with attending Board, Board committee, or shareholder meetings, or participating in other activities undertaken on behalf of the Corporation; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on December 20, 2017 is hereby superseded.

Resolution 2

WHEREAS, the Compensation Committee of the PG&E Corporation Board of Directors has recommended that the Board approve compensation for Mr. William Smith, the Interim CEO of the Corporation,

BE IT RESOLVED that the independent members of the Board approve compensation for Mr. Smith, as presented to this Board by the Committee, which approval also constitutes approval from the independent members of the Board.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – July 29, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A video conference meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, July 29, 2020, at 11:15 a.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, Mark E. Ferguson III, W. Craig Fugate, Arno L. Harris, Dean L. Seavers, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, Andrew M. Vesey, and John M. Woolard attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Corporation directors Jessica L. Denecour, Robert C. Flexon, and Michael R. Niggli as well as, 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 with Ms. Denecour, Mr. Flexon, and Mr. Niggli present.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled and at this point, Andrew M. Vesey, John R. Simon, Jason P. Wells, Francisco Benavides, Julie M. Kane, and Janet C. Loduca, along with Todd W. Filsinger of Filsinger Energy Partners, Christopher W. Keegan of Kirkland and Ellis LLP, Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group 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 presented a safety tailboard on hoisting and rigging risks and controls, and led a discussion around the Companies' 5-year safety plan using a systems and culture approach. The directors asked questions, and a discussion ensued.

Mr. Vesey presented a report on operational matters, which 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. Among other things, he discussed the Community Wildfire Safety Program, operational metrics, and COVID-19 Emergency Operations Center work. The directors asked questions, and a discussion ensued.

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

Mr. Wells reviewed the Financial and Business Highlights report for June 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

At this point, Jessica Hogle and Robert S. Kenney joined 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. Woolard led a discussion regarding 2020 political contributions for the Board's consideration and action. The directors discussed the proposed action.

On motion made and seconded, the Board approved the proposed 1) 2020 PG&E political contributions budget, and 2) political contribution to a bi-partisan organization, as presented.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed various proposed stimulus bills in relation to the COVID-19 pandemic, the updated schedule for the Legislature to reconvene, and updates on CPUC meetings. The directors asked questions, and a discussion ensued.

At this point, (i) Ms. Hogle and Mr. Kenney left the meeting, and (ii) David Hindman and Vance Scott of AlixPartners joined the meeting.

Mr. Hindman and Mr. Scott presented the Companies' spending reduction program, targets, and forecasts. 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. Among other things, they discussed a five-year plan to reduce spending to offset anticipated spending increases related to wildfire mitigation, new laws, and investments to mitigate Public Safety Power Shutoff (PSPS) events. The directors asked questions, and a discussion ensued.

At this point, Mr. Hindman and Mr. Scott left the meeting.

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP and Joint Audit/CPP/SNO Committee meetings, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Wilson, Chair of the Utility's Audit Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in 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, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Seavers, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting.

At this point, Mr. Benavides left the meeting.

Mr. William Smith presented consent items relating to approval of (i) Composition of Nuclear Facilities Decommissioning Master Trust Committee, (ii) Designation of executive officers and Section 16 officers, and (iii) Board minutes for meetings held on June 25, June 29 and July 2, 2020. It was noted that certain of these Board minutes relate to meetings that occurred before certain of the current directors were seated on the Board.

On motion made and seconded, the Board approved all consent items.

During the foregoing discussion, Mr. Filsinger, Mr. Keegan, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Alex Vallejo and Michael Lewis entered the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Powell, Mr. Orsini, and Mr. Lewis were excused.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Utility Board elect Michael Lewis as Interim President of Pacific Gas and Electric Company and the independent members of the Board approve changes to his compensation, and (ii) the Boards approve compensation for non-employee directors, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed actions.

On motion made and seconded, the Board of the Utility adopted a resolution electing Michael Lewis as Interim President of Pacific Gas and Electric Company and approving changes to his compensation, as presented (see Resolution 1 in Attachment A).

On motion made and seconded, the Board adopted a resolution approving changes to compensation for the Company's non-employee directors, as presented (see Resolution 2 in Attachment A).

At this point, Mr. Smith was excused and Gregory Grogan of Simpson Thacher & Bartlett LLP entered the meeting.

Mr. Ferguson led a discussion on the recommendation of the Compensation Committee that the Corporation Board approve compensation and terms for the Interim CEO, PG&E Corporation, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

Mr. Smith was recalled and Mr. Wong and Ms. Kan were excused, and the meeting continued in executive session with Mr. Smith and Mr. Grogan present.

Following a discussion, Mr. Smith and Mr. Grogan were excused and the meeting continued in executive session. Mr. Wong was recalled and informed that the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:20 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, the Compensation Committee of the PG&E Corporation Board of Directors has recommended that (1) Michael Lewis be elected as Interim President of Pacific Gas and Electric Company and, (2) Mr. Lewis' compensation be adjusted to reflect the new position, as presented to this Board;

BE IT RESOLVED that the Board of Directors of Pacific Gas and Electric Company hereby elects Michael Lewis as Interim President of the Company, effective August 1, 2020; and

BE IT FURTHER RESOLVED that the independent members of the Board approve changes to compensation for Mr. Lewis, as presented to this Board.

Resolution 2

BE IT RESOLVED that advisory directors and directors who are not employees of this company or PG&E Corporation (collectively, "non-employee directors") shall be paid a retainer of $30,000 per calendar quarter; provided, however, that a non-employee director shall not be paid a retainer by this company for any calendar quarter during which such director also serves as a non-employee director of PG&E Corporation; and

BE IT FURTHER RESOLVED that the non-employee director who serves as Chair of the Board shall be paid an additional retainer of $5,000 per calendar quarter; provided, however, that a non-employee director who serves as Chair of the Board shall not be paid an additional retainer by this company for any calendar quarter during which such director also serves as Chair of the Board of PG&E Corporation; and

BE IT FURTHER RESOLVED that the non-employee director who is duly appointed to chair the Audit Committee of this Board shall be paid an additional retainer of $7,500 per calendar quarter, the non-employee director who is duly appointed to chair the Safety and Nuclear Oversight Committee of this Board shall be paid an additional retainer of $5,000 per calendar quarter, and the non-employee directors who are duly appointed to chair the other permanent committees of this Board shall be paid an additional retainer of $3,750 per calendar quarter; provided, however, that a non-employee director who serves as chair of a committee of this Board shall not be paid a retainer by this company for any calendar quarter during which such director also serves as chair of a corresponding committee of the Board of PG&E Corporation that meets concurrently with this company's committee; and

BE IT FURTHER RESOLVED that non-employee directors shall not be paid any fees for attendance at any Board, Board committee, or shareholder meetings; and

BE IT FURTHER RESOLVED that, notwithstanding the foregoing paragraphs of this resolution, if the Board creates one or more special committees with responsibilities that warrant additional compensation, the Board may determine the appropriate form and amount of compensation (which may include retainers and/or meeting fees) to be paid to non-employee directors who serve as members or chairs of such special committees; and

BE IT FURTHER RESOLVED that members of this Board shall be reimbursed for reasonable expenses incurred in connection with attending Board, Board committee, or shareholder meetings, or participating in other activities undertaken on behalf of this company; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on December 20, 2017 is hereby superseded.

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

September 16, 2020

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 8:00 a.m. on Wednesday September 16, 2020. 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, Benjamin Wilson, and John M. Woolard as well as William L. Smith, Michael A. Lewis, Francisco Benavides, Loraine M. Giammona, John R. Simon, Jason Wells, James M. Welsch, Stephen J. Cairns, Steven M. Holland, Sumeet Singh, Christine Cowsert, Debbie Powell, Christopher Pezzola, Miglena Dimitrova and Sujata Pagedar, along with Angela Anderson and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, Charles J. Kalil II of Kirkland & Ellis LLP, and Paul Freeman of the Institute of Nuclear Power Operations.

Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Mr. Benavides opened the meeting with a safety tailboard on wildfire smoke, describing efforts the Utility has undertaken to mitigate risks associated with employee inhalation of wildfire smoke. 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, and an update on the implementation of the long-term safety plan, including a discussion of materials that had been provided to committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, and including the engagement of the lines of business in investigations of safety incidents and their implementation of follow-up items.

Paul Freeman of the Institute of Nuclear Power Operations entered the meeting at this point.

Mr. Welsch presented an update on nuclear performance, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as conclusions from the Nuclear Safety Oversight Committee (NSOC) and upcoming activities at

the plant. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including questions about the NSOC's findings and questions about employee retention at the facility.

Mr. Freeman left the meeting at this point.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA), which included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the results of these audits and the status of high-risk issues. The Committee Members asked questions on the timelines to close high-risk issues, and Mr. Pezzola noted they were consistent with industry practices.

Mr. Freeman re-entered the meeting at this point, and Maureen Zawalick and Tara Agid also entered.

Mr. Singh provided an overview of the Companies' operational risk management activities which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Singh's presentation, including questions about the number of enterprise risks and cross-cutting factors.

Ms. Zawalick presented an overview of the seismic impact cross-cutting factor. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described how the risk of a seismic event impacted other enterprise risks, and the opportunities to improve quantification of seismic hazards. The Committee members asked questions and discussed various aspects of Ms. Zawalick's presentation.

Ms. Agid presented an overview of the risk of a real estate or facility failure. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the risk and modeling of the likelihood of the risk event occurring, as well as mitigations and controls put in place to reduce the risk. The Committee members asked questions and discussed various aspects of Ms. Agid's presentation.

Ms. Zawalick presented an overview of the risk of a large uncontrolled water release. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the effectiveness of controls and mitigations put in place to reduce the risk and the application of lessons learned from events occurring outside of the Companies. The Committee members asked questions and discussed various aspects of Ms. Zawalick's presentation.

Ms. Cowsert presented an overview of the risk of loss of containment on a gas transmission pipeline. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the success of controls put in place as well as challenges associated with data management. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation, including questions about the Utility's preparation for upcoming regulatory changes to the PHMSA mega-rule.

Ms. Zawalick, Ms. Agid and Mr. Freeman left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on July 28, 2020 were approved.

Mr. Smith, Mr. Lewis, Mr. Benavides, Ms. Giammona, Mr. Simon, Mr. Wells, Mr. Welsch, Mr. Cairns, Mr. Holland, Mr. Singh, Ms. Cowsert, Mr. Pezzola, Ms. Dimitrova, Ms. Pagedar, Ms. Anderson, Mr. Bennett, Mr. Filsinger, and Mr. Kalil were excused and the meeting continued in executive session with Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Cooper, and Mr. Woolard present.

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 10:40 a.m.

SUJATA PAGEDAR
Secretary

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

September 16, 2020

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 8:00 a.m. on Wednesday September 16, 2020. 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 and Mark E. Ferguson III 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, Michael Niggli, Benjamin Wilson, and John M. Woolard as well as William L. Smith, Michael A. Lewis, Francisco Benavides, Loraine M. Giammona, John R. Simon, Jason Wells, James M. Welsch, Stephen J. Cairns, Steven M. Holland, Sumeet Singh, Christine Cowsert, Debbie Powell, Christopher Pezzola, Miglena Dimitrova and Sujata Pagedar, along with Angela Anderson and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, Charles J. Kalil II of Kirkland & Ellis LLP, and Paul Freeman of the Institute of Nuclear Power Operations.

Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Mr. Benavides opened the meeting with a safety tailboard on wildfire smoke, describing efforts the Utility has undertaken to mitigate risks associated with employee inhalation of wildfire smoke. 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, and an update on the implementation of the long-term safety plan, including a discussion of materials that had been provided to committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, and including the engagement of the lines of business in investigations of safety incidents and their implementation of follow-up items.

Paul Freeman of the Institute of Nuclear Power Operations entered the meeting at this point.

Mr. Welsch presented an update on nuclear performance, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as conclusions from the Nuclear Safety Oversight Committee (NSOC) and upcoming activities at the plant. The Committee members asked questions and discussed various aspects of

Mr. Welsch's presentation, including questions **about** the NSOC's findings and questions about employee retention at the facility.

Mr. Freeman left the meeting at this point.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA), which included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the results of these audits and the status of high-risk issues. The Committee Members asked questions on the timelines to close high-risk issues, and Mr. Pezzola noted they were consistent with industry practices.

Mr. Freeman re-entered the meeting at this point, and Maureen Zawalick and Tara Agid also entered.

Mr. Singh provided an overview of the Companies' operational risk management activities which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Singh's presentation, including questions about the number of enterprise risks and cross-cutting factors.

Ms. Zawalick presented an overview of the seismic impact cross-cutting factor. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described how the risk of a seismic event impacted other enterprise risks, and the opportunities to improve quantification of seismic hazards. The Committee members asked questions and discussed various aspects of Ms. Zawalick's presentation.

Ms. Agid presented an overview of the risk of a real estate or facility failure. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the risk and modeling of the likelihood of the risk event occurring, as well as mitigations and controls put in place to reduce the risk. The Committee members asked questions and discussed various aspects of Ms. Agid's presentation.

Ms. Zawalick presented an overview of the risk of a large uncontrolled water release. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the effectiveness of controls and mitigations put in place to reduce the risk and the application of lessons learned from events occurring outside of the Companies. The Committee members asked questions and discussed various aspects of Ms. Zawalick's presentation.

Ms. Cowsert presented an overview of the risk of loss of containment on a gas transmission pipeline. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described the success of controls put in place as well as challenges associated with data management. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation, including questions about the Utility's preparation for upcoming regulatory changes to the PHMSA mega-rule.

Ms. Zawalick, Ms. Agid and Mr. Freeman left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on July 28, 2020 were approved.

Mr. Smith, Mr. Lewis, Mr. Benavides, Ms. Giammona, Mr. Simon, Mr. Wells, Mr. Welsch, Mr. Cairns, Mr. Holland, Mr. Singh, Ms. Cowsert, Mr. Pezzola, Ms. Dimitrova, Ms. Pagedar, Ms. Anderson, Mr. Bennett, Mr. Filsinger, and Mr. Kalil were excused and the meeting continued in executive session with Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Cooper, and Mr. Woolard present.

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 10:40 a.m.

SUJATA PAGEDAR
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – September 17, 2020
PG&E CORPORATION

A video conference meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, September 17, 2020, at 12:00 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) 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, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, 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 Michael A. Lewis, John R. Simon, Jason P. Wells, Francisco Benavides, and Sumeet Singh entered the meeting, along with Todd W. Filsinger of Filsinger Energy Partners, Charles J. Kalil II and Christopher W. Keegan of Kirkland and Ellis LLP, and Angela Anderson of NorthStar Consulting Group.

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 safety risks associated with vegetation management work and control standards to mitigate such risks. He also provided an update on the Companies' SIF (serious injury and fatality) incidents and DART (days away, restricted or transferred duty) rates, and led a discussion on strategy initiatives. The directors asked questions, and a discussion ensued.

After the discussion, Fong Wan and Laurie Giammona joined the meeting.

Mr. Lewis, with the participation of Ms. Giammona, presented a report on operational matters and customer service, which 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

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – September 17, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A video conference meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, September 17, 2020, at 12:00 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, Mark E. Ferguson III, W. Craig Fugate, Arno L. Harris, Michael A. Lewis, Dean L. Seavers, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, and John M. Woolard attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Corporation directors Jessica L. Denecour, Robert C. Flexon, and Michael R. Niggli, 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 with Ms. Denecour, Mr. Flexon, and Mr. Niggli present.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Michael A. Lewis, John R. Simon, Jason P. Wells, Francisco Benavides, and Sumeet Singh entered the meeting, along with Todd W. Filsinger of Filsinger Energy Partners, Charles J. Kalil II and Christopher W. Keegan of Kirkland and Ellis LLP, and Angela Anderson of NorthStar Consulting Group.

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 safety risks associated with vegetation management work and control standards to mitigate such risks. He also provided an update on the Companies' SIF (serious injury and fatality) incidents and DART (days away, restricted or transferred duty) rates, and led a discussion on strategy initiatives. The directors asked questions, and a discussion ensued.

After the discussion, Fong Wan and Laurie Giammona joined the meeting.

Mr. Lewis, with the participation of Ms. Giammona, presented a report on operational matters and customer service, which 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

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

Board. Among other things, Mr. Lewis discussed the Community Wildfire Safety Program, heat, lightning, and fire events in August, the rotating outages ordered by the California Independent System Operator (CAISO), and the Utility's Public Safety Power Shutoff (PSPS) event in early September. Ms. Giammona presented on transforming the customer experience from a people, process, and technology perspective. The directors asked questions, and a discussion ensued.

After the discussion, Ms. Giammona left the meeting.

Mr. Wells reviewed the Financial and Business Highlights report for July 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, including those regarding the impact of COVID-19, projected cost savings and business cyclicality, and a discussion ensued.

At this point, Jessica Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed new CPUC rulemakings, State Legislative updates, and emergency preparedness measures to support communities in dealing with COVID-19 and PSPS events. The directors asked questions, and a discussion ensued.

At this point, (i) Mr. Wan, Ms. Hogle, and Mr. Kenney left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were excused and (iii) Alejandro Vallejo joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting and (ii) Tom Dalzell and Bob Dean of the Local Union No. 1245 of the International Brotherhood of Electrical Workers (IBEW) joined the meeting.

Mr. Dalzell and Mr. Dean introduced themselves and engaged the directors in a conversation about the IBEW and its history, as well as shared their perspectives on safety culture and leadership.

Following the discussion, (i) Mr. Dalzell and Mr. Dean left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were recalled and (iii) Annalisa Barrett, Geno Armstrong, and Jeffrey Holloman of KPMG LLP's Board Leadership Center joined the meeting.

Ms. Barrett led a discussion on building board culture. 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. Among other things, they discussed expectations of directors, adapting to virtual board meetings, and developing a strong relationship with management. The directors asked questions, and a discussion ensued.

At this point, Ms. Barrett, Mr. Armstrong, and Mr. Holloman left the meeting.

Mr. Wilson, Chair of the Utility's Audit Committee, discussed the recommendation of the Audit Committees that the Boards adopt amendments to these committees' respective charters reflecting each committee's role in reviewing earnings releases, as described in the materials. He reviewed the background and reasons for the proposed action.

On motion made and seconded, the Board approved the proposed amendments to the Audit Committee charters, substantially in the form discussed with the Board (see Resolution 1 in Attachment A).

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP and Joint Audit/CPP/SNO Committee meetings, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented the committees' second 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. The directors asked questions, and a discussion ensued.

Mr. Seavers, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards approve expenditures and execution of the related agreements for the following capital projects: (i) Egbert 230 kilovolt Switching Station, (ii) Rio Oso Substation Upgrade, and (iii) Kern Power Plant Substation. He reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures and execution of the related agreements for the three capital projects, substantially on the terms discussed with the Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Boards elect the following officers of the Utility, effective October 1, 2020: Mark R. Seveska, Chris Zenner, Vincent M. Davis, Aaron A. August, and Maureen R. Zawalick, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed action.

On motion made and seconded, the Board of the Utility adopted a resolution electing Mark R. Seveska, Chris Zenner, Vincent M. Davis, Aaron A. August, and Maureen R. Zawalick as officers of Pacific Gas and Electric Company, as presented (see Resolution 2 in Attachment A).

Mr. Wells presented consent items relating to approval of an amendment to the Utility's successor trustee for its unsecured indentures, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Mr. Wong then presented consent items regarding (i) the appointment of additional members of various Board committees, (ii) election of an Assistant Corporate Secretary, and (iii) approval of the minutes of the Boards' prior meeting, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board adopted a resolution changing the trustee for Utility unsecured indentures (see Resolution 3 in Attachment A).

On motion made and seconded, the Board approved the appointment of Arno Harris to the Technology & Cybersecurity Committee, and Cheryl Campbell to the Nominating & Governance Committee.

On motion made and seconded, the Board adopted a resolution electing an Assistant Corporate Secretary (see Resolution 3 in Attachment A).

On motion made and seconded, the Board approved the minutes of the Board meeting held on July 29, 2020.

During the foregoing discussion, Mr. Lewis, Mr. Simon, Mr. Wells, Mr. Benavides, Mr. Singh, Mr. Wong, Ms. Kan, Mr. Filsinger, Mr. Kalil, Mr. Keegan, Ms. Anderson, and Mr. Bennett left the meeting, and the Board continued in executive session with Mr. Smith present.

Mr. Wong was recalled and informed that the directors continued their discussion regarding certain organizational matters and several of the topics covered earlier in the meeting, and with Mr. Smith absent, the independent directors met in executive session to discuss various matters, including succession planning.

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

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that, effective immediately, the Audit Committee of this Pacific Gas and Electric Company Board of Directors shall consist of at least three directors, one of whom shall be appointed by this Board of Directors as the Committee's chair; and

BE IT FURTHER RESOLVED that all members of the Committee shall satisfy applicable audit committee independence and qualification requirements established by the Securities and Exchange Commission (the "SEC") and any stock exchange on which securities of this corporation or PG&E Corporation are traded, including the requirement that the Board of Directors affirmatively determine whether the members are "independent," with reference to any appropriate categorical or other standards established by the Board as may be set forth in this corporation's Corporate Governance Guidelines; and

BE IT FURTHER RESOLVED that any member of the Committee must inform the Board of Directors if he or she serves on the audit committee of three or more public companies (other than this corporation and its parent and subsidiaries) and the Board of Directors must affirmatively determine that such service does not impair the ability of such member to serve effectively on the Audit Committee in order for that member to continue serving on the Committee; and

BE IT FURTHER RESOLVED that the basic purpose and responsibility of the Audit Committee shall be to advise and assist this Board in fulfilling its responsibilities for this corporation in connection with monitoring and overseeing (1) the integrity of this corporation's financial statements, (2) financial and accounting practices, and internal controls over financial reporting, (3) performance of external and internal auditors, (4) independence and qualification of the independent auditors, and (5) compliance with legal and regulatory requirements. The Audit Committee shall oversee these areas for this corporation and all of its controlled subsidiaries and affiliates, and, to the extent practicable and desirable, for any of this corporation's subsidiaries and affiliates that it does not control. It is not the duty of the Audit Committee to plan or conduct audits or determine that the corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles ("GAAP") or applicable rules and regulations. More specifically, the Audit Committee shall:

1. (a) Be directly responsible for the appointment, replacement, compensation, and oversight of the work of the independent auditors, subject to the Board of Directors' authority to submit the appointment to shareholders for ratification; and (b) review and approve the scope of the independent audit, including the terms of engagement of the independent auditors. The independent auditors shall report directly to the Audit Committee.

2. Review and evaluate at least annually the independence, qualifications, and performance of the independent auditors, including (a) reviewing and discussing with the independent auditors the written disclosures and statements from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") delineating all relationships between the independent auditors and the corporation, including any disclosed relationships or services that may impact their objectivity and independence, (b) reviewing, at least annually, the independent auditors' reports regarding its internal quality control procedures, including any material issues raised by internal quality control or peer reviews or by inquiries or investigations by governmental or professional authorities during the past five years with respect to independent audits performed by the independent auditors, as well as any steps taken to address such issues, (c) reviewing and evaluating the lead partner of the independent auditors, and (d) assuring regular rotation of the lead audit partner as required by law.

3. Present to the Board the results of such evaluation of the independent auditors regarding independence, qualifications, and performance and any action that the Audit Committee deems appropriate based on the evaluation, including considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. In making its evaluation, the Audit Committee should take into account the opinions of management and the corporation's internal auditors.

4. Pre approve any audit and non audit services to be performed by the independent auditors, and delegate to one or more independent members of the Committee the authority to pre approve audit and non audit services provided by the independent auditors, provided that any such pre approvals must be presented to the full Audit Committee at the next regularly scheduled Committee meeting.

5. Set clear hiring policies with respect to employees or former employees of the independent auditors, taking into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the corporation.

6. (a) Review the adequacy and direction of the internal audit function, including the appointment and replacement of the senior internal auditor; (b) review with the independent auditors the responsibilities, budget, and staffing of the corporation's internal audit function; (c) periodically review the corporation's internal audit charter; and (d) periodically review reports provided to management by the senior internal auditor.

7. Review major issues as to the design, implementation, and adequacy of the internal controls of this corporation and its subsidiaries and affiliates and any special audit steps adopted in light of material control deficiencies (in consultation with the independent auditors and the senior internal auditor).

8. Review and discuss with management and the independent auditors the corporation's internal controls report and the independent auditors' attestation report, prior to the filing of the corporation's annual report on Form 10 K.

9. Review and discuss with management and the independent auditors, prior to issuance, the audited consolidated annual and interim financial statements of this corporation, its parent and its subsidiaries (the "Financial Statements"), including reviewing this corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

10. Review and discuss with management and the independent auditors (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in this corporation's selection or application of accounting principles, (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Financial Statements, including analyses as to the effects of alternative GAAP methods on the Financial Statements, and (c) the effect of off balance sheet structures on the Financial Statements.

11. Review and discuss with the independent auditors matters required to be discussed under the standards of the PCAOB, as may be modified or supplemented, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements between management and the independent auditors that arose in connection with the preparation of the Financial Statements, and management's response to any audit problems or difficulties. Such discussion may include (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (b) any communications between the independent auditors' team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the corporation.

12. Receive and discuss, prior to this corporation's filing of an audit report with the SEC, (a) the independent auditors' report on all critical accounting policies and practices to be used, (b) the independent auditors' report on all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

13. Review disclosures made by the principal executive officer and the principal financial officer in connection with the officer certifications required for this corporation's annual report on Form 10 K and the quarterly reports on Form 10 Q, regarding all significant deficiencies and material weaknesses in the design or operation of internal controls over

financial reporting which are reasonably likely to adversely affect this corporation's ability to record, process, summarize, and report financial information, or any fraud that involves management or other employees who have a significant role in the corporation's internal control over financial reporting.

14. Based on its review and discussion with the independent auditors and management, recommend to the Board of Directors that the audited financial statements be included in this corporation's annual report on Form 10 K.

15. (a) Review and oversee related party transactions involving this corporation, defined as those transactions required to be disclosed under Items 404(a) and 404(b) of SEC Regulation S K and applicable rules and regulations of the stock exchanges; and (b) discuss with the independent auditors their evaluation of the corporation's identification of, accounting for, and disclosure of its relationships with related parties as set forth under applicable standards of the PCAOB.

16. Receive reports from attorneys (including the chief legal officer) that represent or have represented this corporation, about certain information regarding credible evidence of material violations of securities law or material breach of fiduciary duty to the corporation, by the corporation or its agents.

17. Establish and oversee procedures for (a) the receipt, retention, and treatment of complaints received by this corporation regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters.

18. Obtain from the independent auditors assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated.

19. Prepare the Audit Committee's report that is filed with this corporation's annual proxy statement.

20. (a) Review legal and regulatory matters that may have a material impact on the Financial Statements, including the effect of regulatory and accounting initiatives; (b) discuss with management the corporation's programs to monitor compliance with laws, regulations, and internal policies and standards; (c) periodically receive reports from the PG&E Corporation Compliance and Public Policy Committee with respect to compliance oversight and related matters; and (d) at least semiannually, meet jointly with the PG&E Corporation Audit Committee, the PG&E Corporation Compliance and Public Policy Committee, the PG&E Corporation Safety and Nuclear Oversight Committee, and the Pacific Gas and Electric Company Safety and Nuclear Oversight Committee to discuss the corporation's compliance program.

21. (a) Discuss this corporation's guidelines and policies that govern the processes by which major risks are assessed and managed; (b) discuss the major financial risk exposures and the overall steps that management has taken to monitor and control such exposures; and (c) to the extent that any aspect of risk assessment and management is delegated to another committee of this corporation's Board or to the Board of Directors of PG&E Corporation or a committee of that board, the Audit Committee shall generally review the processes by which such risk assessment and management are undertaken.

22. Discuss the types of information to be disclosed and the types of presentation to be made in connection with this corporation's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non GAAP information) and financial information and earnings guidance provided to analysts and rating agencies.

23. Review periodically, and no less than annually, expense reimbursements paid to the Chairman of the Board, the Chief Executive Officer, and the President, if those positions are filled, and to such other officers of this corporation and its subsidiaries and affiliates as may be deemed appropriate by the Committee.

24. Review and reassess annually the adequacy of the Audit Committee's charter as set forth in this resolution and perform an annual evaluation of the Committee's performance.

25. Serve as a channel of communication between the independent auditors and the Board of Directors and between the senior internal auditor and the Board.

26. Meet separately with the independent auditors and the senior internal auditor at each meeting at which the Audit Committee reviews and discusses with the independent auditors, prior to issuance, the Financial Statements, and at other meetings at the discretion of the Chair of the Committee. Meet separately and periodically with management at the discretion of the Chair of the Committee.

27. Report regularly to the Board of Directors on the Committee's deliberations and actions taken.

BE IT FURTHER RESOLVED that the Audit Committee shall have the authority to engage and obtain advice and assistance from outside legal, accounting, or other advisors, as the Committee deems necessary or appropriate, and to conduct investigations into any matters within its scope of authority, without requiring Board approval; and

BE IT FURTHER RESOLVED that this corporation shall provide appropriate funding for the Audit Committee, as determined by the Committee, in the Committee's capacity as a committee of the Board of Directors, for payment of (a) compensation to any independent auditors, (b) compensation to any advisors, and (c) ordinary administrative expenses that are necessary or appropriate for carrying out its duties; and

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

BE IT FURTHER RESOLVED that the Audit Committee is authorized to establish, and may delegate any of its responsibilities to, one or more subcommittees vested with any authority held by the Committee, so long as such subcommittee is comprised solely of one or more members of the Committee; and

BE IT FURTHER RESOLVED that officers and employees of this corporation, its parent or its subsidiaries and affiliates shall attend meetings of the Audit Committee only upon the express invitation of the Chair of the Audit Committee; 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 Audit Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on September 19, 2017 is hereby superseded.

Resolution 2

WHEREAS, the Compensation Committee has recommended that the Board of Directors of Pacific Gas and Electric Company elect five individuals to the officer positions indicated in materials presented to the Committee and this Board.

BE IT RESOLVED that the Board hereby elects the individuals to officer positions as presented to the Board.

Resolution 3

WHEREAS, Pacific Gas and Electric Company (the "Company") is party to an Indenture dated as of April 22, 2005 (as supplemented and amended, the "2005 Indenture") between the Company and BOKF, N.A., as successor trustee (the "2005 Indenture Trustee");

WHEREAS, the Company is party to an Indenture dated as of November 29, 2017 (as supplemented and amended, the "2017 Indenture") between the Company and BOKF, N.A., as successor trustee (the "2017 Indenture Trustee");

WHEREAS, the Company is party to an Indenture dated as of August 6, 2018 (as supplemented and amended, the "2018 Indenture" and, together with the 2005 Indenture and the 2017 Indenture, the "Indentures")) between the Company and BOKF, N.A., as successor trustee

(the "2018 Indenture Trustee" and, together with the 2005 Indenture Trustee and the 2017 Indenture Trustee, the "Trustee");

WHEREAS, the Board of Directors of the Company (the "Board") finds it advisable for the Company to replace the Trustee and appoint The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Successor Trustee") under the Indentures;

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company to appoint the Successor Trustee as trustee under the Indentures effective on September 29, 2020;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, 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 of them 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.

Resolution 4

BE IT RESOLVED that Lisa J. Crawford is hereby elected Assistant Corporate Secretary, effective September 17, 2020.

Board. Among other things, Mr. Lewis discussed the Community Wildfire Safety Program, heat, lightning, and fire events in August, the rotating outages ordered by the California Independent System Operator (CAISO), and the Utility's Public Safety Power Shutoff (PSPS) event in early September. Ms. Giammona presented on transforming the customer experience from a people, process, and technology perspective. The directors asked questions, and a discussion ensued.

After the discussion, Ms. Giammona left the meeting.

Mr. Wells reviewed the Financial and Business Highlights report for July 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, including those regarding the impact of COVID-19, projected cost savings and business cyclicality, and a discussion ensued.

At this point, Jessica Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed new CPUC rulemakings, State Legislative updates, and emergency preparedness measures to support communities in dealing with COVID-19 and PSPS events. The directors asked questions, and a discussion ensued.

At this point, (i) Mr. Wan, Ms. Hogle, and Mr. Kenney left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were excused and (iii) Alejandro Vallejo joined the meeting.

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

Mr. Simon and Mr. Vallejo led a privileged discussion regarding the 2020 Creek fire and Hennessey fire. They also provided an update on legal matters associated with the 2019 Kincade fire, as well as the Federal monitorship and probation. The directors asked questions, and a discussion ensued.

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting and (ii) Tom Dalzell and Bob Dean of the Local Union No. 1245 of the International Brotherhood of Electrical Workers (IBEW) joined the meeting.

Mr. Dalzell and Mr. Dean introduced themselves and engaged the directors in a conversation about the IBEW and its history, as well as shared their perspectives on safety culture and leadership.

Following the discussion, (i) Mr. Dalzell and Mr. Dean left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were recalled and (iii) Annalisa Barrett, Geno Armstrong, and Jeffrey Holloman of KPMG LLP's Board Leadership Center joined the meeting.

Ms. Barrett led a discussion on building board culture. 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. Among other things, they discussed expectations of directors, adapting to virtual board meetings, and developing a strong relationship with management. The directors asked questions, and a discussion ensued.

At this point, Ms. Barrett, Mr. Armstrong, and Mr. Holloman left the meeting.

Mr. Wilson, Chair of the Corporation's Audit Committee, discussed the recommendation of the Audit Committees that the Boards adopt amendments to these committees' respective charters reflecting each committee's role in reviewing earnings releases, as described in the materials. He reviewed the background and reasons for the proposed action.

On motion made and seconded, the Board approved the proposed amendments to the Audit Committee charters, substantially in the form discussed with the Board (see Resolution 1 in Attachment A).

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP and Joint Audit/CPP/SNO Committee meetings, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committee, presented the committees' second 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. The directors asked questions, and a discussion ensued.

Mr. Seavers, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards approve expenditures and execution of the related agreements for the following capital projects: (i) Egbert 230 kilovolt Switching Station, (ii) Rio Oso Substation Upgrade, and (iii) Kern Power Plant Substation. He reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures for the three Utility capital projects, substantially on the terms discussed with the Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Boards elect the following officers of the Utility, effective October 1, 2020: Mark R. Seveska, Chris Zenner, Vincent M. Davis, Aaron A. August, and Maureen R. Zawalick, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed action.

Mr. Wong presented consent items regarding (i) the appointment of additional members of various Board committees, (ii) election of an Assistant Corporate Secretary, and (iii) approval of the minutes of the Boards' prior meeting, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board approved the appointment of Arno Harris to the Technology & Cybersecurity Committee, and Cheryl Campbell to the Nominating & Governance Committee.

On motion made and seconded, the Board adopted a resolution electing an Assistant Corporate Secretary (see Resolution 2 in Attachment A).

On motion made and seconded, the Board approved the minutes of the Board meeting held on July 29, 2020.

During the foregoing discussion, Mr. Lewis, Mr. Simon, Mr. Wells, Mr. Francisco, Mr. Singh, Mr. Wong, Ms. Kan, Mr. Filsinger, Mr. Kalil, Mr. Keegan, Ms. Anderson, and Mr. Bennett left the meeting, and the Board continued in executive session with Mr. Smith present.

Mr. Wong was recalled and informed that the directors continued their discussion regarding certain organizational matters and several of the topics covered earlier in the meeting, and with Mr. Smith absent, the independent directors met in executive session to discuss various matters, including succession planning.

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

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that, effective immediately, the Audit Committee of this PG&E Corporation Board of Directors shall consist of at least three directors, one of whom shall be appointed by this Board of Directors as the Committee's chair; and

BE IT FURTHER RESOLVED that all members of the Committee shall satisfy applicable audit committee independence and qualification requirements established by the Securities and Exchange Commission (the "SEC") and any stock exchange on which securities of this corporation or Pacific Gas and Electric Company are traded, including the requirement that the Board of Directors affirmatively determine whether the members are "independent," with reference to any appropriate categorical or other standards established by the Board as may be set forth in this corporation's Corporate Governance Guidelines; and

BE IT FURTHER RESOLVED that any member of the Committee must inform the Board of Directors if he or she serves on the audit committee of three or more public companies (other than this corporation and its subsidiaries) and the Board of Directors must affirmatively determine that such service does not impair the ability of such member to serve effectively on the Audit Committee in order for that member to continue serving on the Committee; and

BE IT FURTHER RESOLVED that the basic purpose and responsibility of the Audit Committee shall be to advise and assist this Board in fulfilling its responsibilities for this corporation in connection with monitoring and overseeing (1) the integrity of this corporation's financial statements, (2) financial and accounting practices, and internal controls over financial reporting, (3) performance of external and internal auditors, (4) independence and qualification of the independent auditors, and (5) compliance with legal and regulatory requirements. The Audit Committee shall oversee these areas for this corporation and all of its controlled subsidiaries and affiliates, and, to the extent practicable and desirable, for any of this corporation's subsidiaries and affiliates that it does not control. It is not the duty of the Audit Committee to plan or conduct audits or determine that the corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles ("GAAP") or applicable rules and regulations. More specifically, the Audit Committee shall:

1. (a) Be directly responsible for the appointment, replacement, compensation, and oversight of the work of the independent auditors, subject to the Board of Directors' authority to submit the appointment to shareholders for ratification; and (b) review and approve the scope of the independent audit, including the terms of engagement of the independent auditors. The independent auditors shall report directly to the Audit Committee.

2. Review and evaluate at least annually the independence, qualifications, and performance of the independent auditors, including (a) reviewing and discussing with the independent auditors the written disclosures and statements from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") delineating all relationships between the independent auditors and the corporation, including any disclosed relationships or services that may impact their objectivity and independence, (b) reviewing, at least annually, the independent auditors' reports regarding its internal quality control procedures, including any material issues raised by internal quality control or peer reviews or by inquiries or investigations by governmental or professional authorities during the past five years with respect to independent audits performed by the independent auditors, as well as any steps taken to address such issues, (c) reviewing and evaluating the lead partner of the independent auditors, and (d) assuring regular rotation of the lead audit partner as required by law.

3. Present to the Board the results of such evaluation of the independent auditors regarding independence, qualifications, and performance and any action that the Audit Committee deems appropriate based on the evaluation, including considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. In making its evaluation, the Audit Committee should take into account the opinions of management and the corporation's internal auditors.

4. Pre approve any audit and non audit services to be performed by the independent auditors, and delegate to one or more independent members of the Committee the authority to pre approve audit and non audit services provided by the independent auditors, provided that any such pre approvals must be presented to the full Audit Committee at the next regularly scheduled Committee meeting.

5. Set clear hiring policies with respect to employees or former employees of the independent auditors, taking into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the corporation.

6. (a) Review the adequacy and direction of the internal audit function, including the appointment and replacement of the senior internal auditor; (b) review with the independent auditors the responsibilities, budget, and staffing of the corporation's internal audit function; (c) periodically review the corporation's internal audit charter; and (d) periodically review reports provided to management by the senior internal auditor.

7. Review major issues as to the design, implementation, and adequacy of the internal controls of this corporation and its subsidiaries and affiliates and any special audit steps adopted in light of material control deficiencies (in consultation with the independent auditors and the senior internal auditor).

8. Review and discuss with management and the independent auditors the corporation's internal controls report and the independent auditors' attestation report, prior to the filing of the corporation's annual report on Form 10 K.

9. Review and discuss with management and the independent auditors, prior to issuance, the audited consolidated annual and interim financial statements of this corporation and its subsidiaries (the "Financial Statements"), including reviewing this corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

10. Review and discuss with management and the independent auditors (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in this corporation's selection or application of accounting principles, (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Financial Statements, including analyses as to the effects of alternative GAAP methods on the Financial Statements, and (c) the effect of off balance sheet structures on the Financial Statements.

11. Review and discuss with the independent auditors matters required to be discussed under the standards of the PCAOB, as may be modified or supplemented, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements between management and the independent auditors that arose in connection with the preparation of the Financial Statements, and management's response to any audit problems or difficulties. Such discussion may include (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (b) any communications between the independent auditors' team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the corporation.

12. Receive and discuss, prior to this corporation's filing of an audit report with the SEC, (a) the independent auditors' report on all critical accounting policies and practices to be used, (b) the independent auditors' report on all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

13. Review disclosures made by the principal executive officer and the principal financial officer in connection with the officer certifications required for this corporation's annual report on Form 10 K and the quarterly reports on Form 10 Q, regarding all significant deficiencies and material weaknesses in the design or operation of internal controls over

financial reporting which are reasonably likely to adversely affect this corporation's ability to record, process, summarize, and report financial information, or any fraud that involves management or other employees who have a significant role in the corporation's internal control over financial reporting.

14. Based on its review and discussion with the independent auditors and management, recommend to the Board of Directors that the audited financial statements be included in this corporation's annual report on Form 10 K.

15. (a) Review and oversee related party transactions involving this corporation, defined as those transactions required to be disclosed under Items 404(a) and 404(b) of SEC Regulation S K and applicable rules and regulations of the stock exchanges; and (b) discuss with the independent auditors their evaluation of the corporation's identification of, accounting for, and disclosure of its relationships with related parties as set forth under applicable standards of the PCAOB.

16. Receive reports from attorneys (including the chief legal officer) that represent or have represented this corporation, about certain information regarding credible evidence of material violations of securities law or material breach of fiduciary duty to the corporation, by the corporation or its agents.

17. Establish and oversee procedures for (a) the receipt, retention, and treatment of complaints received by this corporation regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters.

18. Obtain from the independent auditors assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated.

19. Prepare the Audit Committee's report that is filed with this corporation's annual proxy statement.

20. (a) Review legal and regulatory matters that may have a material impact on the Financial Statements, including the effect of regulatory and accounting initiatives; (b) discuss with management the corporation's programs to monitor compliance with laws, regulations, and internal policies and standards; (c) periodically receive reports from the PG&E Corporation Compliance and Public Policy Committee with respect to compliance oversight and related matters; and (d) at least semiannually, meet jointly with the Pacific Gas and Electric Company Audit Committee, the PG&E Corporation Compliance and Public Policy Committee, the PG&E Corporation Safety and Nuclear Oversight Committee, and the Pacific Gas and Electric Company Safety and Nuclear Oversight Committee to discuss the corporation's compliance program.

21. (a) Discuss this corporation's guidelines and policies that govern the processes by which major risks are assessed and managed; (b) discuss the major financial risk exposures and the overall steps that management has taken to monitor and control such exposures; and (c) to the extent that any aspect of risk assessment and management is delegated to another committee of the Board, the Audit Committee shall generally review the processes by which such risk assessment and management are undertaken.

22. Discuss the types of information to be disclosed and the types of presentation to be made in connection with this corporation's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non GAAP information) and financial information and earnings guidance provided to analysts and rating agencies.

23. Review periodically, and no less than annually, expense reimbursements paid to the Chairman of the Board, the Chief Executive Officer, and the President, if those positions are filled, and to such other officers of this corporation and its subsidiaries and affiliates as may be deemed appropriate by the Committee.

24. Review and reassess annually the adequacy of the Audit Committee's charter as set forth in this resolution and perform an annual evaluation of the Committee's performance.

25. Serve as a channel of communication between the independent auditors and the Board of Directors and between the senior internal auditor and the Board.

26. Meet separately with the independent auditors and the senior internal auditor at each meeting at which the Audit Committee reviews and discusses with the independent auditors, prior to issuance, the Financial Statements, and at other meetings at the discretion of the Chair of the Committee. Meet separately and periodically with management at the discretion of the Chair of the Committee.

27. Report regularly to the Board of Directors on the Committee's deliberations and actions taken.

BE IT FURTHER RESOLVED that the Audit Committee shall have the authority to engage and obtain advice and assistance from outside legal, accounting, or other advisors, as the Committee deems necessary or appropriate, and to conduct investigations into any matters within its scope of authority, without requiring Board approval; and

BE IT FURTHER RESOLVED that this corporation shall provide appropriate funding for the Audit Committee, as determined by the Committee, in the Committee's capacity as a committee of the Board of Directors, for payment of (a) compensation to any independent auditors, (b) compensation to any advisors, and (c) ordinary administrative expenses that are necessary or appropriate for carrying out its duties; and

BE IT FURTHER RESOLVED that the Audit Committee shall fix its own time and place of meetings and, by a majority vote of its members, and subject to the California Corporations

Code and this corporation's Articles of Incorporation and Bylaws, shall prescribe its own rules of procedure; and

BE IT FURTHER RESOLVED that the Audit Committee is authorized to establish, and may delegate any of its responsibilities to, one or more subcommittees vested with any authority held by the Committee, so long as such subcommittee is comprised solely of one or more members of the Committee; and

BE IT FURTHER RESOLVED that officers and employees of this corporation or its subsidiaries and affiliates shall attend meetings of the Audit Committee only upon the express invitation of the Chair of the Audit Committee; 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 Audit Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on September 19, 2017 is hereby superseded.]

Resolution 2

BE IT RESOLVED that Lisa J. Crawford is hereby elected Assistant Corporate Secretary, effective September 17, 2020.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – September 17, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A video conference meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, September 17, 2020, at 12:00 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, Mark E. Ferguson III, W. Craig Fugate, Arno L. Harris, Michael A. Lewis, Dean L. Seavers, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, and John M. Woolard attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Corporation directors Jessica L. Denecour, Robert C. Flexon, and Michael R. Niggli, 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 with Ms. Denecour, Mr. Flexon, and Mr. Niggli present.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Michael A. Lewis, John R. Simon, Jason P. Wells, Francisco Benavides, and Sumeet Singh entered the meeting, along with Todd W. Filsinger of Filsinger Energy Partners, Charles J. Kalil II and Christopher W. Keegan of Kirkland and Ellis LLP, and Angela Anderson of NorthStar Consulting Group.

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 safety risks associated with vegetation management work and control standards to mitigate such risks. He also provided an update on the Companies' SIF (serious injury and fatality) incidents and DART (days away, restricted or transferred duty) rates, and led a discussion on strategy initiatives. The directors asked questions, and a discussion ensued.

After the discussion, Fong Wan and Laurie Giammona joined the meeting.

Mr. Lewis, with the participation of Ms. Giammona, presented a report on operational matters and customer service, which 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

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

Board. Among other things, Mr. Lewis discussed the Community Wildfire Safety Program, heat, lightning, and fire events in August, the rotating outages ordered by the California Independent System Operator (CAISO), and the Utility's Public Safety Power Shutoff (PSPS) event in early September. Ms. Giammona presented on transforming the customer experience from a people, process, and technology perspective. The directors asked questions, and a discussion ensued.

After the discussion, Ms. Giammona left the meeting.

Mr. Wells reviewed the Financial and Business Highlights report for July 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, including those regarding the impact of COVID-19, projected cost savings and business cyclicality, and a discussion ensued.

At this point, Jessica Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed new CPUC rulemakings, State Legislative updates, and emergency preparedness measures to support communities in dealing with COVID-19 and PSPS events. The directors asked questions, and a discussion ensued.

At this point, (i) Mr. Wan, Ms. Hogle, and Mr. Kenney left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were excused and (iii) Alejandro Vallejo joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting and (ii) Tom Dalzell and Bob Dean of the Local Union No. 1245 of the International Brotherhood of Electrical Workers (IBEW) joined the meeting.

Mr. Dalzell and Mr. Dean introduced themselves and engaged the directors in a conversation about the IBEW and its history, as well as shared their perspectives on safety culture and leadership.

Following the discussion, (i) Mr. Dalzell and Mr. Dean left the meeting, (ii) Mr. Filsinger, Mr. Kalil, Mr. Keegan, and Ms. Anderson were recalled and (iii) Annalisa Barrett, Geno Armstrong, and Jeffrey Holloman of KPMG LLP's Board Leadership Center joined the meeting.

Ms. Barrett led a discussion on building board culture. 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. Among other things, they discussed expectations of directors, adapting to virtual board meetings, and developing a strong relationship with management. The directors asked questions, and a discussion ensued.

At this point, Ms. Barrett, Mr. Armstrong, and Mr. Holloman left the meeting.

Mr. Wilson, Chair of the Utility's Audit Committee, discussed the recommendation of the Audit Committees that the Boards adopt amendments to these committees' respective charters reflecting each committee's role in reviewing earnings releases, as described in the materials. He reviewed the background and reasons for the proposed action.

On motion made and seconded, the Board approved the proposed amendments to the Audit Committee charters, substantially in the form discussed with the Board (see Resolution 1 in Attachment A).

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP and Joint Audit/CPP/SNO Committee meetings, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented the committees' second 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. The directors asked questions, and a discussion ensued.

Mr. Seavers, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards approve expenditures and execution of the related agreements for the following capital projects: (i) Egbert 230 kilovolt Switching Station, (ii) Rio Oso Substation Upgrade, and (iii) Kern Power Plant Substation. He reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures and execution of the related agreements for the three capital projects, substantially on the terms discussed with the Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Boards elect the following officers of the Utility, effective October 1, 2020: Mark R. Seveska, Chris Zenner, Vincent M. Davis, Aaron A. August, and Maureen R. Zawalick, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed action.

On motion made and seconded, the Board of the Utility adopted a resolution electing Mark R. Seveska, Chris Zenner, Vincent M. Davis, Aaron A. August, and Maureen R. Zawalick as officers of Pacific Gas and Electric Company, as presented (see Resolution 2 in Attachment A).

Mr. Wells presented consent items relating to approval of an amendment to the Utility's successor trustee for its unsecured indentures, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Mr. Wong then presented consent items regarding (i) the appointment of additional members of various Board committees, (ii) election of an Assistant Corporate Secretary, and (iii) approval of the minutes of the Boards' prior meeting, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board adopted a resolution changing the trustee for Utility unsecured indentures (see Resolution 3 in Attachment A).

On motion made and seconded, the Board approved the appointment of Arno Harris to the Technology & Cybersecurity Committee, and Cheryl Campbell to the Nominating & Governance Committee.

On motion made and seconded, the Board adopted a resolution electing an Assistant Corporate Secretary (see Resolution 3 in Attachment A).

On motion made and seconded, the Board approved the minutes of the Board meeting held on July 29, 2020.

During the foregoing discussion, Mr. Lewis, Mr. Simon, Mr. Wells, Mr. Benavides, Mr. Singh, Mr. Wong, Ms. Kan, Mr. Filsinger, Mr. Kalil, Mr. Keegan, Ms. Anderson, and Mr. Bennett left the meeting, and the Board continued in executive session with Mr. Smith present.

Mr. Wong was recalled and informed that the directors continued their discussion regarding certain organizational matters and several of the topics covered earlier in the meeting, and with Mr. Smith absent, the independent directors met in executive session to discuss various matters, including succession planning.

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

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that, effective immediately, the Audit Committee of this Pacific Gas and Electric Company Board of Directors shall consist of at least three directors, one of whom shall be appointed by this Board of Directors as the Committee's chair; and

BE IT FURTHER RESOLVED that all members of the Committee shall satisfy applicable audit committee independence and qualification requirements established by the Securities and Exchange Commission (the "SEC") and any stock exchange on which securities of this corporation or PG&E Corporation are traded, including the requirement that the Board of Directors affirmatively determine whether the members are "independent," with reference to any appropriate categorical or other standards established by the Board as may be set forth in this corporation's Corporate Governance Guidelines; and

BE IT FURTHER RESOLVED that any member of the Committee must inform the Board of Directors if he or she serves on the audit committee of three or more public companies (other than this corporation and its parent and subsidiaries) and the Board of Directors must affirmatively determine that such service does not impair the ability of such member to serve effectively on the Audit Committee in order for that member to continue serving on the Committee; and

BE IT FURTHER RESOLVED that the basic purpose and responsibility of the Audit Committee shall be to advise and assist this Board in fulfilling its responsibilities for this corporation in connection with monitoring and overseeing (1) the integrity of this corporation's financial statements, (2) financial and accounting practices, and internal controls over financial reporting, (3) performance of external and internal auditors, (4) independence and qualification of the independent auditors, and (5) compliance with legal and regulatory requirements. The Audit Committee shall oversee these areas for this corporation and all of its controlled subsidiaries and affiliates, and, to the extent practicable and desirable, for any of this corporation's subsidiaries and affiliates that it does not control. It is not the duty of the Audit Committee to plan or conduct audits or determine that the corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles ("GAAP") or applicable rules and regulations. More specifically, the Audit Committee shall:

1. (a) Be directly responsible for the appointment, replacement, compensation, and oversight of the work of the independent auditors, subject to the Board of Directors' authority to submit the appointment to shareholders for ratification; and (b) review and approve the scope of the independent audit, including the terms of engagement of the independent auditors. The independent auditors shall report directly to the Audit Committee.

2. Review and evaluate at least annually the independence, qualifications, and performance of the independent auditors, including (a) reviewing and discussing with the independent auditors the written disclosures and statements from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") delineating all relationships between the independent auditors and the corporation, including any disclosed relationships or services that may impact their objectivity and independence, (b) reviewing, at least annually, the independent auditors' reports regarding its internal quality control procedures, including any material issues raised by internal quality control or peer reviews or by inquiries or investigations by governmental or professional authorities during the past five years with respect to independent audits performed by the independent auditors, as well as any steps taken to address such issues, (c) reviewing and evaluating the lead partner of the independent auditors, and (d) assuring regular rotation of the lead audit partner as required by law.

3. Present to the Board the results of such evaluation of the independent auditors regarding independence, qualifications, and performance and any action that the Audit Committee deems appropriate based on the evaluation, including considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. In making its evaluation, the Audit Committee should take into account the opinions of management and the corporation's internal auditors.

4. Pre approve any audit and non audit services to be performed by the independent auditors, and delegate to one or more independent members of the Committee the authority to pre approve audit and non audit services provided by the independent auditors, provided that any such pre approvals must be presented to the full Audit Committee at the next regularly scheduled Committee meeting.

5. Set clear hiring policies with respect to employees or former employees of the independent auditors, taking into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the corporation.

6. (a) Review the adequacy and direction of the internal audit function, including the appointment and replacement of the senior internal auditor; (b) review with the independent auditors the responsibilities, budget, and staffing of the corporation's internal audit function; (c) periodically review the corporation's internal audit charter; and (d) periodically review reports provided to management by the senior internal auditor.

7. Review major issues as to the design, implementation, and adequacy of the internal controls of this corporation and its subsidiaries and affiliates and any special audit steps adopted in light of material control deficiencies (in consultation with the independent auditors and the senior internal auditor).

8. Review and discuss with management and the independent auditors the corporation's internal controls report and the independent auditors' attestation report, prior to the filing of the corporation's annual report on Form 10 K.

9. Review and discuss with management and the independent auditors, prior to issuance, the audited consolidated annual and interim financial statements of this corporation, its parent and its subsidiaries (the "Financial Statements"), including reviewing this corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

10. Review and discuss with management and the independent auditors (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in this corporation's selection or application of accounting principles, (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Financial Statements, including analyses as to the effects of alternative GAAP methods on the Financial Statements, and (c) the effect of off balance sheet structures on the Financial Statements.

11. Review and discuss with the independent auditors matters required to be discussed under the standards of the PCAOB, as may be modified or supplemented, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements between management and the independent auditors that arose in connection with the preparation of the Financial Statements, and management's response to any audit problems or difficulties. Such discussion may include (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (b) any communications between the independent auditors' team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the corporation.

12. Receive and discuss, prior to this corporation's filing of an audit report with the SEC, (a) the independent auditors' report on all critical accounting policies and practices to be used, (b) the independent auditors' report on all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

13. Review disclosures made by the principal executive officer and the principal financial officer in connection with the officer certifications required for this corporation's annual report on Form 10 K and the quarterly reports on Form 10 Q, regarding all significant deficiencies and material weaknesses in the design or operation of internal controls over

financial reporting which are reasonably likely to adversely affect this corporation's ability to record, process, summarize, and report financial information, or any fraud that involves management or other employees who have a significant role in the corporation's internal control over financial reporting.

14. Based on its review and discussion with the independent auditors and management, recommend to the Board of Directors that the audited financial statements be included in this corporation's annual report on Form 10 K.

15. (a) Review and oversee related party transactions involving this corporation, defined as those transactions required to be disclosed under Items 404(a) and 404(b) of SEC Regulation S K and applicable rules and regulations of the stock exchanges; and (b) discuss with the independent auditors their evaluation of the corporation's identification of, accounting for, and disclosure of its relationships with related parties as set forth under applicable standards of the PCAOB.

16. Receive reports from attorneys (including the chief legal officer) that represent or have represented this corporation, about certain information regarding credible evidence of material violations of securities law or material breach of fiduciary duty to the corporation, by the corporation or its agents.

17. Establish and oversee procedures for (a) the receipt, retention, and treatment of complaints received by this corporation regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters.

18. Obtain from the independent auditors assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated.

19. Prepare the Audit Committee's report that is filed with this corporation's annual proxy statement.

20. (a) Review legal and regulatory matters that may have a material impact on the Financial Statements, including the effect of regulatory and accounting initiatives; (b) discuss with management the corporation's programs to monitor compliance with laws, regulations, and internal policies and standards; (c) periodically receive reports from the PG&E Corporation Compliance and Public Policy Committee with respect to compliance oversight and related matters; and (d) at least semiannually, meet jointly with the PG&E Corporation Audit Committee, the PG&E Corporation Compliance and Public Policy Committee, the PG&E Corporation Safety and Nuclear Oversight Committee, and the Pacific Gas and Electric Company Safety and Nuclear Oversight Committee to discuss the corporation's compliance program.

21. (a) Discuss this corporation's guidelines and policies that govern the processes by which major risks are assessed and managed; (b) discuss the major financial risk exposures and the overall steps that management has taken to monitor and control such exposures; and (c) to the extent that any aspect of risk assessment and management is delegated to another committee of this corporation's Board or to the Board of Directors of PG&E Corporation or a committee of that board, the Audit Committee shall generally review the processes by which such risk assessment and management are undertaken.

22. Discuss the types of information to be disclosed and the types of presentation to be made in connection with this corporation's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non GAAP information) and financial information and earnings guidance provided to analysts and rating agencies.

23. Review periodically, and no less than annually, expense reimbursements paid to the Chairman of the Board, the Chief Executive Officer, and the President, if those positions are filled, and to such other officers of this corporation and its subsidiaries and affiliates as may be deemed appropriate by the Committee.

24. Review and reassess annually the adequacy of the Audit Committee's charter as set forth in this resolution and perform an annual evaluation of the Committee's performance.

25. Serve as a channel of communication between the independent auditors and the Board of Directors and between the senior internal auditor and the Board.

26. Meet separately with the independent auditors and the senior internal auditor at each meeting at which the Audit Committee reviews and discusses with the independent auditors, prior to issuance, the Financial Statements, and at other meetings at the discretion of the Chair of the Committee. Meet separately and periodically with management at the discretion of the Chair of the Committee.

27. Report regularly to the Board of Directors on the Committee's deliberations and actions taken.

BE IT FURTHER RESOLVED that the Audit Committee shall have the authority to engage and obtain advice and assistance from outside legal, accounting, or other advisors, as the Committee deems necessary or appropriate, and to conduct investigations into any matters within its scope of authority, without requiring Board approval; and

BE IT FURTHER RESOLVED that this corporation shall provide appropriate funding for the Audit Committee, as determined by the Committee, in the Committee's capacity as a committee of the Board of Directors, for payment of (a) compensation to any independent auditors, (b) compensation to any advisors, and (c) ordinary administrative expenses that are necessary or appropriate for carrying out its duties; and

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

BE IT FURTHER RESOLVED that the Audit Committee is authorized to establish, and may delegate any of its responsibilities to, one or more subcommittees vested with any authority held by the Committee, so long as such subcommittee is comprised solely of one or more members of the Committee; and

BE IT FURTHER RESOLVED that officers and employees of this corporation, its parent or its subsidiaries and affiliates shall attend meetings of the Audit Committee only upon the express invitation of the Chair of the Audit Committee; 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 Audit Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on September 19, 2017 is hereby superseded.

Resolution 2

WHEREAS, the Compensation Committee has recommended that the Board of Directors of Pacific Gas and Electric Company elect five individuals to the officer positions indicated in materials presented to the Committee and this Board.

BE IT RESOLVED that the Board hereby elects the individuals to officer positions as presented to the Board.

Resolution 3

WHEREAS, Pacific Gas and Electric Company (the "Company") is party to an Indenture dated as of April 22, 2005 (as supplemented and amended, the "2005 Indenture") between the Company and BOKF, N.A., as successor trustee (the "2005 Indenture Trustee");

WHEREAS, the Company is party to an Indenture dated as of November 29, 2017 (as supplemented and amended, the "2017 Indenture") between the Company and BOKF, N.A., as successor trustee (the "2017 Indenture Trustee");

WHEREAS, the Company is party to an Indenture dated as of August 6, 2018 (as supplemented and amended, the "2018 Indenture" and, together with the 2005 Indenture and the 2017 Indenture, the "Indentures")) between the Company and BOKF, N.A., as successor trustee

(the "2018 Indenture Trustee" and, together with the 2005 Indenture Trustee and the 2017 Indenture Trustee, the "Trustee");

WHEREAS, the Board of Directors of the Company (the "Board") finds it advisable for the Company to replace the Trustee and appoint The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Successor Trustee") under the Indentures;

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company to appoint the Successor Trustee as trustee under the Indentures effective on September 29, 2020;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, 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 of them 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.

Resolution 4

BE IT RESOLVED that Lisa J. Crawford is hereby elected Assistant Corporate Secretary, effective September 17, 2020.

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

October 27, 2020

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 1:00 p.m. on Tuesday October 27, 2020. 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, Robert C. Flexon, Benjamin Wilson, and John M. Woolard as well as William L. Smith, Francisco Benavides, John R. Simon, James M. Welsch, Ahmad Ababneh, Stephen J. Cairns, Sumeet Singh, Christine Cowsert, Miglena Dimitrova and Sujata Pagedar, along with Angela Anderson and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Taryn Lewis of Kirkland & Ellis LLP.

Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Mr. Benavides opened the meeting with a safety tailboard on incident management, describing the process undertaken to ensure formal reviews of significant safety incidents, including business engagement and evaluation of corrective actions. 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. Mr. Ababneh discussed two safety incidents related to vegetation management activities, including actions taken to understand the causes of the incidents and to prevent recurrence. Mr. Benavides continued with an update on the implementation of the long-term safety plan, including a discussion of the materials that had been provided to committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including messaging of safety goals to employees and the engagement of employees in the design of tailboards.

Mr. Welsch presented an update on nuclear performance, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as a summary of the various external oversight processes at the facility. Mr. Welsch also presented updates on the status of the outages at the plant, including the refueling outage. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including

questions about the insights into potential conclusions reached through the oversight processes and questions about financial costs and analysis associated with the outages.

Jamie Martin and Declan Kenna entered the meeting at this point.

Mr. Singh provided a brief introduction to the risk presentations and presenters.

Ms. Martin presented an overview of the contract management cross-cutting factor. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described controls implemented to reduce the risks associated with contract management, and the opportunities to improve and standardize procurement practices in the future. The Committee members asked questions and discussed various aspects of Ms. Martin's presentation, including employee reaction to updated procurement processes.

Mr. Kenna and Mr. Cairns presented an overview of the cross-cutting factor that a third party introduces safety, operational or other risk to the company. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, Mr. Kenna described risk management strategies that had proved effective, as well as opportunities to improve the integration of processes described in Mr. Kenna's presentation.

Ms. Martin and Mr. Kenna left the meeting at this point, and Debbie Powell, Matthew Pender and Alejandro Vallejo entered the meeting.

Mr. Pender presented an overview of the Third Quarter Report on Progress against the 2019 and 2020 terms of probation, including 2020 Wildfire Mitigation Plan progress. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Mr. Pender described the status of various workstreams associated with the probation terms and Wildfire Mitigation plan through the end of September 2020. The Committee members asked questions and discussed various aspects of Mr. Pender's presentation, including questions about resources and ability to achieve year-end targets.

Ms. Anderson, Mr. Bennett, Mr. Filsinger and Ms. Lewis left the meeting at this point.

[THE FOLLOWING PARAGRAH CONTAINS ATTORNEY CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION]

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PG&E CORPORAITON

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION]

On motion made and seconded, the minutes of the Committee meeting held on September 16, 2020 were approved.

Mr. Smith, Mr. Benavides, Mr. Simon, Mr. Welsch, Mr. Cairns, Mr. Singh, Mr. Ababneh, Ms. Cowsert, Ms. Powell, Ms. Dimitrova, Ms. Pagedar, Mr. Pender, Mr. Vallejo, Ms. Anderson, Mr. Bennett, Mr. Filsinger, and Ms. Lewis were excused and the meeting continued in executive session with Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Cooper, Mr. Flexon, Mr. Wilson, and Mr. Woolard present.

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 3:45 p.m.

SUJATA PAGEDAR
Secretary

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

October 27, 2020

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 1:00 p.m. on Tuesday October 27, 2020. 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, Robert C. Flexon, Benjamin Wilson, and John M. Woolard as well as William L. Smith, Francisco Benavides, John R. Simon, James M. Welsch, Ahmad Ababneh, Stephen J. Cairns, Sumeet Singh, Christine Cowsert, Miglena Dimitrova and Sujata Pagedar, along with Angela Anderson and Doug Bennett of NorthStar Consulting Group, Todd W. Filsinger of Filsinger Energy Partners, and Taryn Lewis of Kirkland & Ellis LLP.

Quorum present, Ms. Campbell, Chair, presided over the meeting. Ms. Pagedar served as secretary of the meeting.

Mr. Benavides opened the meeting with a safety tailboard on incident management, describing the process undertaken to ensure formal reviews of significant safety incidents, including business engagement and evaluation of corrective actions. 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. Mr. Ababneh discussed two safety incidents related to vegetation management activities, including actions taken to understand the causes of the incidents and to prevent recurrence. Mr. Benavides continued with an update on the implementation of the long-term safety plan, including a discussion of the materials that had been provided to committee members in advance of the meeting and that are included in the records of this Committee. The Committee members asked questions and discussed various aspects of Mr. Benavides's presentation, including messaging of safety goals to employees and the engagement of employees in the design of tailboards.

Mr. Welsch presented an update on nuclear performance, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed reliability, safety and performance indicators at Diablo Canyon Power Plant, as well as a summary of the various external oversight processes at the facility. Mr. Welsch also presented updates on the status of the outages at the plant, including the refueling outage. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation, including

questions about the insights into potential conclusions reached through the oversight processes and questions about financial costs and analysis associated with the outages.

Jamie Martin and Declan Kenna entered the meeting at this point.

Mr. Singh provided a brief introduction to the risk presentations and presenters.

Ms. Martin presented an overview of the contract management cross-cutting factor. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she described controls implemented to reduce the risks associated with contract management, and the opportunities to improve and standardize procurement practices in the future. The Committee members asked questions and discussed various aspects of Ms. Martin's presentation, including employee reaction to updated procurement processes.

Mr. Kenna and Mr. Cairns presented an overview of the cross-cutting factor that a third party introduces safety, operational or other risk to the company. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, Mr. Kenna described risk management strategies that had proved effective, as well as opportunities to improve the integration of processes described in Mr. Kenna's presentation.

Ms. Martin and Mr. Kenna left the meeting at this point, and Debbie Powell, Matthew Pender and Alejandro Vallejo entered the meeting.

Mr. Pender presented an overview of the Third Quarter Report on Progress against the 2019 and 2020 terms of probation, including 2020 Wildfire Mitigation Plan progress. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Mr. Pender described the status of various workstreams associated with the probation terms and Wildfire Mitigation plan through the end of September 2020. The Committee members asked questions and discussed various aspects of Mr. Pender's presentation, including questions about resources and ability to achieve year-end targets.

Ms. Anderson, Mr. Bennett, Mr. Filsinger and Ms. Lewis left the meeting at this point.

[THE FOLLOWING PARAGRAH CONTAINS ATTORNEY CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION]

[redacted]

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION]

On motion made and seconded, the minutes of the Committee meeting held on September 16, 2020 were approved.

Mr. Smith, Mr. Benavides, Mr. Simon, Mr. Welsch, Mr. Cairns, Mr. Singh, Mr. Ababneh, Ms. Cowsert, Ms. Powell, Ms. Dimitrova, Ms. Pagedar, Mr. Pender, Mr. Vallejo, Ms. Anderson, Mr. Bennett, Mr. Filsinger, and Ms. Lewis were excused and the meeting continued in executive session with Ms. Campbell, Mr. Seavers, Mr. Fugate, Mr. Ferguson, Mr. Niggli, Ms. Cooper, Mr. Flexon, Mr. Wilson, and Mr. Woolard present.

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 3:45 p.m.

SUJATA PAGEDAR
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – October 28, 2020
PG&E CORPORATION

A video conference meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, October 28, 2020, 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, 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, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, 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 Michael A. Lewis, John R. Simon, Francisco Benavides, Sumeet Singh, and Christopher A. Foster entered the meeting, along with Todd W. Filsinger of Filsinger Energy Partners, and Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group.

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 contractor safety management, improvements in contractor oversight and contract management, and recent vegetation management-related serious incidents. He also provided an update on the Companies' safety strategy initiatives. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Cheryl F. Campbell entered the meeting.

Mr. Lewis presented a report on the Utility's operations, including Public Safety Power Shutoff (PSPS) events, as well as restoration and rebuilding efforts following the year's major wildfires to date, 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. Among other things, Mr. Lewis shared a progress update on the 2020 Wildfire Mitigation Plan programs, as well as the continued improvements in executing PSPS events in terms of situational awareness, event

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

scoping, and customer support and communications. The directors asked questions, and a discussion ensued.

Mr. Foster reviewed the Financial and Business Highlights report for September 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions and discussed among other things, liquidity outlook, feedback from ratings agencies, and the Utility's General Rate Case (GRC) proceeding.

At this point, Jessica Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed the GRC proposed decision, 2020 election, and political outlook. A discussion ensued, during which the Board asked questions, including whether the election outcome would have implications on environmental justice policies at the federal level.

At this point, (i) Ms. Hogle and Mr. Kenney left the meeting, (ii) Mr. Filsinger, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were excused and (iii) Alejandro Vallejo joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting and (ii) John Mader and Francisco Preciado of the Engineers and Scientists of California (ESC) Local 20 union joined the meeting.

Mr. Mader and Mr. Preciado introduced themselves and provided an overview of the ESC, its recent areas of partnership with the Utility, and areas for future partnership in public safety and employee engagement. The directors asked questions about safety, employee productivity, and innovation, and a discussion ensued.

Following the discussion, (i) Mr. Mader and Mr. Preciado left the meeting, (ii) Mr. Filsinger, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were re-admitted, and (iii) Mark Filip, Charles Kalil, and Christopher A. Keegan of Kirkland and Ellis LLP joined the meeting.

Mr. Filip introduced himself and his team, presented a history of PG&E's monitorship, and shared his observations on PG&E's leadership and safety culture. Mr. Filip, along with Mr. Kalil, engaged the Board in a discussion, including on the issues raised by the Monitor team in its recent letter to Judge Alsup on October 16, 2020. The directors asked questions, and a discussion ensued. At the directors' request, management agreed to invite the Monitor team to future meetings.

At this point, Mr. Filip, Mr. Kalil, Mr. Keegan, and Mr. Vallejo left the meeting.

Mr. Wong presented items for the Board's approval regarding the minutes of the Boards' prior meeting.

On motion made and seconded, the Board approved the minutes of the Board meeting held on September 17, 2020.

Mr. Wilson, Chair of the Corporation's Audit Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent Audit Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent SNO Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

During the foregoing discussion, Mr. Bennett and Mr. D. Smith left the meeting.

Mr. Niggli, member of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Niggli led a discussion on the Finance Committee's recommendation that the Boards approve expenditures and execution of the related agreements for the following capital projects: (i) Bellota-Warnerville 230kV Line Reconductoring, (ii) San Francisco East Harbor Remediation, and (iii) Fordyce Dam Seepage Mitigation. He also discussed the Committee's recommendation for the Crane Valley Divestiture. Mr. Niggli reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures for the three Utility capital projects, substantially on the terms discussed with the Board. On motion made and seconded, the Board, with the exception of Mr. Woolard who abstained, approved expenditures for the Utility Crane Valley divestiture, substantially on the terms discussed with the Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that (i) the Corporation Board approve the PG&E Corporation Interim CEO's performance objectives, and (ii) the Utility Board approve the election of William V. Manheim as Vice President, Deputy General Counsel, Operations of Pacific Gas and Electric Company, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed actions.

On motion made and seconded, the Board approved the PG&E Corporation Interim CEO's performance objectives.

After the discussion, Mr. Lewis, Mr. Simon, Mr. Benavides, Mr. Singh, Mr. Foster, Mr. Wong, Ms. Kan, Mr. Filsinger and Ms. Anderson left the meeting, and the Board continued in executive session with Mr. Smith present.

Mr. Wong was recalled and informed that the directors continued their discussion regarding the Monitor's update and several of the topics covered earlier in the meeting, and with Mr. Smith absent, 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 5:42 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – October 28, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A video conference meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, October 28, 2020, 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, Kerry W. Cooper, Mark E. Ferguson III, W. Craig Fugate, Arno L. Harris, Michael A. Lewis, Dean L. Seavers, Oluwadara J. Treseder, Benjamin F. Wilson, William L. Smith, and John M. Woolard attended by video conference, as permitted by the Utility's Bylaws.

Also participating by video conference at the beginning of the meeting were Corporation directors Jessica L. Denecour, Robert C. Flexon, and Michael R. Niggli, 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 with Ms. Denecour, Mr. Flexon, and Mr. Niggli present.

The Board concluded its executive session. Mr. Wong and Ms. Kan were recalled, and Michael A. Lewis, John R. Simon, Francisco Benavides, Sumeet Singh, and Christopher A. Foster entered the meeting, along with Todd W. Filsinger of Filsinger Energy Partners, and Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group.

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 contractor safety management, improvements in contractor oversight and contract management, and recent vegetation management-related serious incidents. He also provided an update on the Companies' safety strategy initiatives. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Cheryl F. Campbell entered the meeting.

Mr. Lewis presented a report on the Utility's operations, including Public Safety Power Shutoff (PSPS) events, as well as restoration and rebuilding efforts following the year's major wildfires to date, 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. Among other things, Mr. Lewis shared a progress update on the 2020 Wildfire Mitigation Plan programs, as well as the

[1] Certain portions of these minutes are attorney-client privileged and confidential, and are identified as such.

continued improvements in executing PSPS events in terms of situational awareness, event scoping, and customer support and communications. The directors asked questions, and a discussion ensued.

Mr. Foster reviewed the Financial and Business Highlights report for September 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions and discussed among other things, liquidity outlook, feedback from ratings agencies, and the General Rate Case (GRC) proceeding.

At this point, Jessica Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. 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. Among other things, they discussed the GRC proposed decision, 2020 election, and political outlook. A discussion ensued, during which the Board asked questions, including whether the election outcome would have implications on environmental justice policies at the federal level.

At this point, (i) Ms. Hogle and Mr. Kenney left the meeting, (ii) Mr. Filsinger, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were excused and (iii) Alejandro Vallejo joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting and (ii) John Mader and Francisco Preciado of the Engineers and Scientists of California (ESC) Local 20 union joined the meeting.

Mr. Mader and Mr. Preciado introduced themselves and provided an overview of the ESC, its recent areas of partnership with the Utility, and areas for future partnership in public safety and employee engagement. The directors asked questions about safety, employee productivity, and innovation, and a discussion ensued.

Following the discussion, (i) Mr. Mader and Mr. Preciado left the meeting, (ii) Mr. Filsinger, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were re-admitted, and (iii) Mark Filip, Charles Kalil, and Christopher A. Keegan of Kirkland and Ellis LLP joined the meeting.

Mr. Filip introduced himself and his team, presented a history of PG&E's monitorship, and shared his observations on PG&E's leadership and safety culture. Mr. Filip, along with Mr. Kalil, engaged the Board in a discussion, including on the issues raised by the Monitor team in its recent letter to Judge Alsup on October 16, 2020. The directors asked questions, and a discussion ensued. At the directors' request, management agreed to invite the Monitor team to future meetings.

At this point, Mr. Filip, Mr. Kalil, Mr. Keegan, and Mr. Vallejo left the meeting.

Mr. Wong presented items for the Board's approval regarding (i) the minutes of the Boards' prior meeting and (ii) Utility Board and Committee appointments, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board approved the minutes of the Board meeting held on September 17, 2020.

On motion made and seconded, the Board approved the appointment of Jessica Denecour, Robert Flexon, and Michael Niggli to the Utility Board, and appointment of Mr. Flexon to the Audit Committee and Mr. Niggli to the Safety and Nuclear Oversight (SNO) Committee (See Resolution 1 in Attachment A).

Mr. Wilson, Chair of the Utility's Audit Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent Audit Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Woolard, Chair of the Corporation's Compliance and Public Policy (CPP) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent CPP Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent SNO Committee meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

During the foregoing discussion, Mr. Bennett and Mr. D. Smith left the meeting.

Mr. Niggli, member of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Niggli led a discussion on the Finance Committee's recommendation that the Boards approve expenditures and execution of the related agreements for the following capital projects: (i) Bellota-Warnerville 230kV Line Reconductoring, (ii) San Francisco East Harbor Remediation, and (iii) Fordyce Dam Seepage Mitigation. He also discussed the Committee's recommendation for the Crane Valley Divestiture. Mr. Niggli reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures and execution of the related agreements for the three capital projects, substantially on the terms discussed with the Board. On motion made and seconded, the Board, with the exception of Mr. Woolard who abstained, approved expenditures and execution of the related agreements for the Crane Valley divestiture, substantially on the terms discussed with the Board.

Ms. Denecour, Chair of the Corporation's Technology and Cybersecurity Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Ferguson led a discussion on the recommendations of the Compensation Committee that the Utility Board approve the election of William V. Manheim as Vice President, Deputy General Counsel, Operations of Pacific Gas and Electric Company, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors discussed the proposed actions.

On motion made and seconded, the Board of the Utility adopted a resolution electing William V. Manheim as Vice President, Deputy General Counsel, Operations, of Pacific Gas and Electric Company, as presented (see Resolution 2 in Attachment A).

After the discussion, Mr. Lewis, Mr. Simon, Mr. Benavides, Mr. Singh, Mr. Foster, Mr. Wong, Ms. Kan, Mr. Filsinger and Ms. Anderson left the meeting, and the Board continued in executive session with Mr. Smith present.

Mr. Wong was recalled and informed that the directors continued their discussion regarding the Monitor's update and several of the topics covered earlier in the meeting, and with Mr. Smith absent, 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 5:42 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, following a candidate search process, including consultation with independent search firms, and prior to the Company's emergence from Chapter 11, the Board of director had identified eleven new independent director candidates to serve on the Board with four continuing incumbent directors (the "Board Change"), three of whom could not join this Board while concurrently holding interlocking director positions at other public utilities or suppliers to the Utility, until after receipt of interlock approval order(s) from the Federal Energy Regulatory Commission (the "FERC");

WHEREAS, the United States Bankruptcy Court for the Northern District of California (San Francisco Division) on June 20, 2020 entered its order confirming a plan of reorganization ("POR") in *In re PG&E Corporation & Pacific Gas and Electric Company*, Bankruptcy Case No. 19-30088 (DM);

WHEREAS, in connection with implementation of the POR, the Bylaws of this Company were amended to establish a classified Board in accordance with Section 301.5 of the California Corporations Code, and divide the Board into two classes, designated Class A and Class B; and

WHEREAS, on October 2, 2020, the FERC issued the requested interlock approval orders for the three directors who were unable to join the Board immediately upon the Company's emergence from Chapter 11, i.e., Jessica Lynne Denecour, Robert Charles Flexon, and Michael Robert Niggli, Jr., pending receipt of interlock approval orders from the FERC;

Size of Board

NOW, THEREFORE, BE IT RESOLVED that, the Board hereby fixes the exact number of directors of the Company at 15;

Appointment of Directors

BE IT FURTHER RESOLVED that the Board appoints, Jessica Lynne Denecour, Robert Charles Flexon, and Michael Robert Niggli, Jr. (each a "New Director" and together, the "New Directors") as members of the Board;

BE IT FURTHER RESOLVED that, as authorized by the Bylaws of this Company, the New Directors shall be appointed to one of two classes of directors as follows:

Class A: Michael Robert Niggli, Jr., who shall serve as director for an initial term that will expire upon the annual meeting of shareholders that occurs in 2021.

Class B: Jessica Lynne Denecour and Robert Charles Flexon, who shall serve as directors for an initial term that will expire upon the annual meeting of shareholders that occurs in 2022.

Director Independence; Audit Committee Independence and Qualifications

WHEREAS, each of the New Directors has submitted a completed 2020 Director Candidate Questionnaire (the "Questionnaire"), and such Questionnaires did not disclose any relationships that the respondents believed might compromise their independence;

WHEREAS, based on the Questionnaires, management researched the volume of business conducted since January 1, 2017 between the Utility (and its subsidiaries and parent holding company) and (1) any entities that are wholly-owned by any New Director or his or her immediate family members, (2) any entities that, since January 1, 2017, have employed a New Director in any capacity, and (3) entities for which, since January 1, 2017, a member of a New Director's immediate family has served as a Section 16 officer (or in a similar position) or owner; and management found no relevant business other than immaterial payments to the Company for utility services, and found no board interlocks or auditor affiliations that could compromise independence; and no New Director reported receiving compensation from sources other than his or her primary employer(s), identified consulting or advisory arrangements (none of which were with the Utility or its subsidiaries), or entities on whose boards he or she serves; and none of those New Directors reported that they or their immediate family members received

consulting, advisory, or compensatory fees from the Utility or its subsidiaries or affiliates, and no New Director reported any affiliations with the Utility;

WHEREAS, based on the Questionnaires, and to assess the independence of New Directors for purposes of serving on the Audit Committee, management specifically reviewed information relating to (1) sources of compensation paid to New Directors, (2) direct or indirect payments of consulting, advisory, or other compensatory fees since 2017 from the Utility and its subsidiaries and affiliates to New Directors and their immediate family members, and (3) whether any New Director is affiliated with the Utility or its subsidiaries or their affiliates; and no New Director reported receiving compensation[2] from sources other than his or her primary employer(s), or entities on whose boards he or she serves, none of those New Directors reported that they or their immediate family members received consulting, advisory, or compensatory fees from the Utility or its subsidiaries or affiliates, and no New Director reported any affiliations with the Utility;

WHEREAS, consistent with implementation of the POR, all members of the Board of Directors (other than the Chief Executive Officer of the Company and the Chief Executive Officer of PG&E Corporation) must be independent as defined by the New York Stock Exchange ("NYSE");

WHEREAS, the Board has considered Section 303A.0 of the NYSE Listed Company Manual, which sets forth the NYSE independence standards;

WHEREAS, the Board has considered Section 3 and Appendix A of the Utility's Corporate Governance Guidelines, which establish categorical standards for "independence" of directors;

WHEREAS, the Board has considered Sections 801(g) and 803(B)(2)(a)(i) of the NYSE American Company Guide, which require that all members of the Utility's Audit Committee also be "independent" to the extent required by the NYSE American Company Guide and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

[2] For these purposes, compensation does not include payments such as investment income, post-retirement payments, royalties, and rental income from third parties.

WHEREAS, based on the Questionnaires, each of the following New Directors have indicated that, through education or experience, he or she has an understanding of generally accepted accounting principles and financial statements: Jessica Lynne Denecour, Robert Charles Flexon, and Michael Robert Niggli, Jr.;

WHEREAS, based on the Questionnaires, each of the following New Directors have indicated that, through regulatorily-acceptable education or experience, they possess each of the attributes of an "audit committee financial expert" as defined by the SEC: Robert Charles Flexon and Michael Robert Niggli, Jr.; and

WHEREAS, the Board has considered the individuals' other responses to the Questionnaires.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that each of Jessica Lynne Denecour, Robert Charles Flexon, and Michael Robert Niggli, Jr. is (a) independent, as independence is provided in the NYSE listing standards and the Utility's Corporate Governance Guidelines, including the categorical independence standards adopted by the Board, and including the requirement that an independent director not have material relationships with the Utility and (b) independent for purposes of service on the Audit Committee, as "independence" is defined in Rule 10A-3(b)(1) under the Exchange Act;

BE IT FURTHER RESOLVED that the Board affirms its determination that each of the following individuals is "financially literate": Jessica Lynne Denecour, Robert Charles Flexon, and Michael Robert Niggli, Jr.;

BE IT FURTHER RESOLVED that the Board hereby affirms that each of Robert Charles Flexon and Michael Robert Niggli, Jr. qualifies as an "audit committee financial expert" as defined in Item 407 of Regulation S-K; and

BE IT FURTHER RESOLVED that the officers and counsel of the Utility are hereby jointly and severally authorized and directed to provide any required written affirmation or certification on behalf of the Utility to the NYSE American that the Board has made such determinations regarding the independence and required qualifications of each New Director, as described above;

Committee Membership

BE IT FURTHER RESOLVED that the Board hereby appoints Robert Flexon as a member of the Audit Committee, and Michael Niggli as a member of the Safety and Nuclear Oversight Committee.

Resolution 2

WHEREAS, the PG&E Corporation Compensation Committee has recommended that the Board of Directors of Pacific Gas and Electric Company elect William V. Manheim as Vice President, Deputy General Counsel, Operations, as indicated in materials presented to the Committee and this Board.

BE IT RESOLVED that the Board of Directors of Pacific Gas and Electric Company hereby elects William V. Manheim as Vice President, Deputy General Counsel Operations, as presented to this Board.