PACIFIC GAS AND ELECTRIC COMPANY

SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT

NO. 11-2021

IN COMPLIANCE WITH CPUC DECISION 18-11-050

SUBMITTED JULY 30, 2021

(PUBLIC VERSION)

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I. Introduction: PG&E's Safety Focus

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

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

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

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

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

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

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

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

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

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

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

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

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[1] "Start with 6" tailboard details discussed on page 3.

II. Executive Summary

A. Safety Performance

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

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

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

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

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

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

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

- Does your company evaluate its Health, Safety and Environmental (HSE) program to ensure it is effective and that all areas for improvement are identified?
- Does your company perform self-inspections of its HSE programs?
- Does your company perform safety audits?
- What is the frequency at which these safety audits are conducted?
- Who reviews the HSE audit/inspections? Job Title:
- Does your company have a program or procedure in place for Safety and Environmental Audits and Inspections?

- Requiring contractors to provide documentation clarifying what work their employees are trained and qualified to perform.
- Implementing a required contractor safety observation program for medium- and high-risk contractors.

B. Observations and Interventions

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

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

C. Safety Culture

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

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

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

D. Safety Assurance

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

III. Conclusion

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

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

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

APPENDIX

IV. Sustainability Update

A. Ongoing Execution and Sustainability

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

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

TABLE 1
MATRIX OF SUSTAINABILITY PLANS

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

TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)

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

TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)

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

TABLE 1
MATRIX OF SUSTAINABILITY PLANS
(CONTINUED)

Line No.	PG&E Implementation Plan	Certification Due Date	Certification Status(a)	Approver	Initial Implementation
44	Safety Culture and Governance OII - XI-4 _Cont Safety best Practice Sharing	07/01/2021	Certified	[redacted]	Report No. 02-2019
45	Safety Culture and Governance OII - XI-5 _LOB Guidelines for Cont Safety	07/01/2021	Certified	[redacted]	Report No. 02-2019
46	Safety Culture and Governance OII - XI-6 _PwrGen Contractor On-boarding	07/01/2021	Certified	Jan Nimick	Report No. 01-2018
47	Safety Culture and Governance OII - V-6 _Reduce Overall Mileage	07/01/2021	Certified	[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,[2] and included a set of additional recommendations in the NorthStar Report - First Update.[3] PG&E agreed with the additional recommendations and embraced the opportunity to further improve its safety culture and governance. The status of PG&E's implementation of these additional recommendations is provided in Table 2 below.

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

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

[2] NorthStar Report, issued on May 8, 2017.

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

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

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

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

Line No.	PG&E Implementation Plan	NorthStar Recommendation	Status
9	F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3	Conduct an annual (or biennial) blue sky strategic safety planning exercise to concentrate on the changing environment, potential risks and threats. The exercise should force a comprehensive analysis of all safety-related opportunities and threats and a formal, proactive action plan. The planning exercise should: • 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 certifies on-going compliance with recommendation III-5 noting that in addition to the Internal Audit organization continuing to meet this obligation,

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

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

V. Board of Directors Reporting

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

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

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

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

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

A. BOD and SNO Committee Meeting Minutes

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

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

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

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

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

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

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

B. BOD Safety-Related Training

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

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

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

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

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

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

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

VI. Safety Strategy and Performance Update

A. Safety Strategy Update

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

TABLE 3
CRITICAL RISK UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Critical Risk	• Hazard identification and risk assessment workshops	• Conducted workshop to identify potential causes of the most common fatal incidents within the Vegetation Management industry. • Developed action plan for findings of Vegetation Management workshop.
	• Technical standards	• Completed the development of five Enterprise Health and Safety Standards that included: Confined Space, Hazardous Energy Control, Electrical Safety, Fall Protection, and Lifting Operations. • Initiated work to develop seven new Enterprise Safety Standards that include: Delivery Management, Ergonomics, Excavation, Job Hazard Analysis, Lone Worker, Motor Vehicle Safety, and Permit to Work.

TABLE 4
TRANSPORTATION SAFETY UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Transportation Safety	• Motor Vehicle Safety	• 360 Walk Around App pilot was completed in May. App was available for use beginning in June. • Smith Driver Training was relaunched for employees that experienced a PMVI during the COVID restriction standdown. • Electronic Driver Vehicle Inspection Report (eDVIR) executive and detailed reports were developed and launched systemwide in May. Materials were distributed to supervisors of employees required to complete eDVIR. • Backup sensor pilot: 79 units installed, testing functionality of 2 different technologies.
	• Safety Technology	• Vehicle Safety Technology (VST) Installation – Through May, ~89+% of the eligible PG&E fleet vehicles have been installed with the new device.
	• Contractor Transportation Risk	• A vendor is under contract to support the review of over 2,000 ISN vendors systemwide. Initial reviews of the CA Motor Carrier Permit number and US DOT number began in mid-June.

TABLE 5
CONTRACTOR SAFETY UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Contractor Safety Management	• Contractor training	• New training uploaded to ISNetworld (ISN) in Q2 for contractor completion: ○ ENVR-0202 Polychlorinated Biphenyls (PCBs) Management ○ Vegm-0301 PG&E Vegetation Management Best Management Practices ○ ENVR-0402 Avian Protection Plan for Vegetation Management ○ TECH-0002 Safety for Aircraft and Helicopter ○ PROC-0320 NLET Virtual Tailboard ○ ENVR-0100 Hazardous Materials & Waste Awareness Training ○ ELEC-9080 Starting, Ending, and Cancelling Planned Outage

TABLE 5
CONTRACTOR SAFETY UPDATE
(CONTINUED)

	• Contractor management	• Implemented requirement that contractor executive leadership must attest to the accuracy of the data they provide to ISNetworld (ISN). Attesting that it is true, accurate, and complete. • Enhanced graded safety and health cultural questionnaire within ISN to include robust safety audits. • Enhanced the Management and Organizational Assessment process (MOA) to include implications should a contractor fail to provide visibility to PG&E on its organizational structure and Enterprise Health & Safety processes. • Enhanced grading criteria within ISN to ensure that when a contractor has experienced a fatality within the last 3 years, they do not qualify for a passing grade. • Implemented a rigorous variance process for contractors that perform a unique service, but do not meet PG&E's minimum required safety statistic performance. The process requires a well socialized, detailed, mitigation plan with utility CEO final approval.

TABLE 5
CONTRACTOR SAFETY UPDATE
(CONTINUED)

	• Contractor requirements	• Implemented an all-encompassing safety observation program that is required for medium- and high-risk contractors. • Implemented a process to record Gold Shovel data for dig-Ins that is aligned with regulatory obligations. • Implemented a safety plan management process, which includes templates.
	• On-boarding	• All PG&E medium- and high-risk contractors are active on the Review and Verification (RAVs) Plus ISN process which is used to verify implementation and effectiveness of a Contractor's Safety Programs. • As of May 17, 2021, 424 PG&E contractors have completed the process.

TABLE 6
SERIOUS INJURY AND FATALITY MANAGEMENT UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Serious Injury and Fatality Management	• Analyze SIF investigations and share key learnings	• YTD, opened a total of 25 SIF investigations, including 15 contractor SIF potential and 6 employee SIF potential cases. The 4 SIF actual cases each occurred with contractors and include two incidents involving contractor fatalities. • YTD, the incident counts include 12 in Electric Operations, 10 in Wildfire Risk, 2 in Gas Operations, and 1 in Shared Services. • YTD, of the 10 incidents in Wildfire Risk, 7 involve Vegetation Management with 5 incidents of workers falling from trees. • YTD, across the lines of business, 7 incidents involve motor vehicles.
	• Improve timeliness and clarity of SIF-related communications	• YTD, 17 of the 25 investigations opened in 2021 have been closed, with 94% completed within 30 days. • Following each SIF incident, the team convenes discussions with executive leadership, publishes initial communications for the involved line of business and full enterprise, meets weekly with each investigation sponsor, then convenes a discussion on findings and corrective actions with leadership, and issues final communications to the involved line of business and enterprise.

TABLE 7
ENTERPRISE CORRECTIVE ACTION PROGRAM UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Enterprise Corrective Action Program	• Near Hit Program	• 173 Near Hits were submitted in Q2 2021. • Published a Near Hits dashboard guide with program definitions and how to interpret, sort, and analyze data based on line of business, department, geographic location, type of work location, type and sub-type of Near Hit, anonymous rate, risk type, and percentage that are serious injuries or fatalities. • Continued to promote value of submitting Near Hits, including lessons learned and sharing of the submitter's name, through stakeholder engagement and companywide promotion in the Daily Digest. • Identified human behavior as the top category of Near Hits submitted, including interactions with third parties and our workers identifying shortcuts taken or procedures not followed; other top categories include slip, trip, and fall hazards and working around energized equipment. • Achieved 1.02% anonymous rate, compared with 2021 goal of <2%. • 88.4% of all Near Hits submitted include lessons learned.

TABLE 8
ASSURANCE UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Assurance	• Auditing	• The Corporate Safety Audit Implementation Standard was published. Audit protocols, training program and tools were established. • Auditable units, sponsors and audit frequencies were established, and the 2021-2025 Audit Plan was finalized. • Audit planning is on-going for safety audits scheduled for Q3 2021.
	• Independent Safety Oversight Committee (ISOC)	• Completed EO ISOC Assessment in May. Preparation is underway for the GO ISOC Assessment in September. • On-track on majority of the ISOC key insights and commitments.

TABLE 9
OCCUPATIONAL HEALTH UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Occupational Health	• Health and Wellness	• 2021 Health Screening participation of 66% as of June 30, 2021. Approx. 2,160 screenings completed using the Self-collection Kit. • 150 completed health coaching appointments Apr 1 – June 30, 2021. • Completed Relax, Renew, Refresh team step challenge with 138 participants and 17,077 total miles tracked. • H&W portal: 5,439 (21.6%) employees enrolled as of June 30, 2021. • Webinars: Cooking demo, Maximum Energy, Estate Planning, Sleep, Parenting, Stress/Anxiety. • Promoted healthy habit challenges: Goodbye Litter (Apr), Positive Self-Talk (May), and Exercise Break (Jun). • Completed New Dimensions weight loss challenge pilot. • Onboarded four new Peer Volunteers. • Launched Live Health Online telehealth for psychology/psychiatry as of April 1. Live Health Online telemedicine: 361 registrations and 591 visits YTD June.

TABLE 9
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)

Strategy Component	Workstream	Q2 2021 Progress
Occupational Health	• Ergonomics	• Developed action plan to focus on DART reduction and began Daily Operating calls with core LOB members. • Office Ergonomics: Conducted 1,687 new ergonomic evaluations and 4,468 follow-ups in Q2; 16,000+ virtual evaluations since March 2020. • Completed Gas Operations pilot testing ergonomic coaching effectiveness in risk reduction with high-risk employees identified by predictive model. • Developed and implemented predictive model initiative enterprise-wide, targeting 933 employees identified as high-risk for early-intervention coaching, and requiring their supervisors to take training and engage their employees 1:1. • Industrial Athlete: 188 Focus in the Field biomechanical observations completed in Q2 1:1 new employee follow-up for Gas Service Reps expanded to field visits and rolled out to three new yards; 16 yards in total. • Completed 10-week Apprentice lineman pilot using movement screening and conditioning to increase physical resiliency. Positive results for all 24 participants. • Industrial Ergonomics (IE): 8 new high-risk tasks identified and analyzed (2 Electric, 2 Generation, 4 Materials). 16 new IE tasks/projects identified YTD. • 6 IE projects began piloting solutions; another 6 projects completed pilots and began implementing solutions.

TABLE 9
OCCUPATIONAL HEALTH UPDATE
(CONTINUED)

Strategy Component	Workstream	Q2 2021 Progress
		• Developed materials, including videos, for the top 5 most common ergonomics issues found in an industrial work environment. Safe Lifting guidelines developed and will be deployed in Q3. • Vehicle Ergonomics: 116 Vehicle Ergonomic Assessments were performed in Q2. 3 new ergonomic assessors were trained.
Occupational Health	• Injury Management	• Return-to-Work Task program: prevented 696 lost workdays and placed 10 employees into temporary task assignments. • Telephonic Nurse Case Management (TCM) program: provided early nurse intervention on 316 new Workers' Compensation claims; resulting in 244 lost workdays prevented. • Condition management (targeting high-risk employees): total enrollment 805 (525 employees and 280 dependents with high health risks) in KnovaSolutions as of June 21. • Fit4U Interim virtual program: continued bi-monthly program enrollment with virtual service offerings. Q2 participation rate was approximately 10% of eligible participants. Began exploring in-person services with gym vendor partner to determine location availability and personal training capabilities. • Re-approval received from leadership to change to a full-service Premise Health near-site clinic model. Current clinic staff transitioning from SFGO (complex sale) to Concord Gateway location temporarily. Project planning launched for buildout at site near Oakland headquarters with opening expected in 2022.

TABLE 10
CULTURE UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Culture	• Safety Culture assessment	• Safety Barometer action plans in progress; tracking progress. • Administered CPUC Wildfire Safety Division (WSD) culture survey. Self-assessment completed and submitted to WSD.
	• Safety in Talent Management/Performance Management	• Updated example goals in performance management system.
	• Safety Leadership Development (SLD)	• SLD Course Request for Proposal issued, and top respondents interviewed. Vendor selection and contract expected in July. • Leadership Engagement Standard published.
	• Safety Connections (Directors and Officers in the field having informal conversations with employees)	• Implemented, tracking progress. • Based on feedback, improving ease of use to document completions.
	• Communications	• Held Enterprise Safety Communications Network kickoff meeting (monthly cadence). • Finalizing Workforce Safety Strategy engagement and communications plan.

TABLE 11
FIELD SAFETY OPERATIONS UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Field Safety Operations	• Field observations	• 18,721 safety observations were completed by EH&S safety personnel during the period 4/1/2021 through 6/28/2021.
	• Tailboard redesign	• Start with Six program is included in the LiveSafe app. EH&S Communications team began a program to review and revitalize all current tailboards. Progress will be monitored through our compliance tracking application.
	• Supervisor training	• The Supervisor Leadership Training provided by EH&S was completed with over 720 LOB supervisors trained. Additional training is currently being offered by the Labor Relations Department.

TABLE 12
HEALTH AND SAFETY MANAGEMENT SYSTEM UPDATE

Strategy Component	Workstream	Q2 2021 Progress
Health & Safety Management System	• Implementation	• HSMS framework and standards (5 Elements and Policy) are published. LOB self-assessments and gap action planning scheduled to begin in July. • HSMS Leadership Team and HSMS LOB Champions were established to provide governance and oversight on HSMS implementation. • OSHA Compliance Gap Assessment action planning to address identified gaps is in progress.
	• Management of Change (MOC) software	• Request for Proposal and selection processes for enabling MOC and HSMS was completed. • Selected vendor for the delivery of MOC (and HSMS) functional enabling technology was endorsed. Cost and contract negotiations initiated (target completion date of July 31st).

B. Safety Metrics

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

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

Additional Analysis:

TABLE 13
2018-2021 PERFORMANCE AND ESTABLISHED TARGETS

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

**Number includes count of all injured parties*

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

FIGURE 1
CURRENT PERFORMANCE AS OF JUNE 30, 2021

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

SIF Graphs

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

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

Note: Graph below is based on number of injuries

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

Note: Graph below is based on number of incidents

FIGURE 4
CONTARACTOR AND EMPLOYEE SIF EVENTS

Contractor SIFp events were not tracked in 2018 2019
Contractor SIFp tracking started in June 2020

TABLE 14
2018-2021 PERFORMANCE

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

**Number includes count of all injured parties*

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

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

Data through 6/30/2021

Additional Analysis: Specific PMVI[7] Rate Targets were set for each line of business (LOB). If the LOB was already performing in the best decile, their goal is no deterioration in performance. For all other LOBs, the goal is set to achieve a 5% performance improvement. The top two incident types are striking stationary objects and striking third parties. These two categories account for almost 55% of total incidents.

TABLE 15
2018–2021 PERFORMANCE AND ESTABLISHED TARGETS

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

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

Data through 6/30/2021

7 Data includes incidents on public roads only.

FIGURE 5
CURRENT PERFORMANCE AS OF JUNE 30, 2021

C. Conclusion

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

PACIFIC GAS AND ELECTRIC COMPANY

ATTACHMENT 1

BOD & SNO Meeting Minutes – Q2 2021

PRIVILEGED AND CONFIDENTIAL

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

November 12, 2020

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

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

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

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

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

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

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

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

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

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

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

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

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

The Board reconvened.

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

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

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

Jacob M. Phillips
Secretary

EXHIBIT A

November 11, 2020

Dear Ms. Poppe,

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

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

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

1. An annual base salary of $1,350,000, subject to ordinary withholdings, prorated to reflect the portion of the year during which you are an employee of the Company.

2. For 2021, you will be eligible to participate in the Company's Short-Term Incentive Plan, as in effect from time to time, with a target participation rate of 130% of your base salary.

3. A one-time "make-whole" cash bonus of $6,600,000, subject to supplemental withholdings, payable on your second regular monthly paycheck. This bonus is designed to replace your 2020 annual bonus and one of your long-term stock awards of your previous employer which you forfeited, and to assist with expenses incurred in connection with your relocation to San Francisco and other increased cost-of living expenses. To the extent you receive that bonus or that award from your previous employer, you hereby agree to reduce this bonus by a corresponding amount. Should you resign from the Company, other than for "Good Reason," or be terminated by the Company for "Cause" (each as defined in Section 3 of the Company's Officer Severance Policy as in effect on the date hereof ("Policy")) within 12 months following your start date, you must repay the Company the amount of this "make-whole" cash bonus, net of taxes (after giving effect to any deductions or claims arising from such repayment). For purposes of this paragraph and paragraph 4, a determination by the Company of Cause must be made by a vote of at least 75% of the Board (excluding yourself). No portion of the make-whole cash bonus shall be subject to any Company clawback policy, as may be in effect from time to time, and may only be forfeited as provided herein.

4. You will receive a one-time "make-whole" award of [ ][1] restricted stock units under the Company's Long-Term Incentive Plan ("LTIP") that vest 50% on January 4, 2022 and 50% on

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

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

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

5. You will be eligible for additional LTIP awards, which are typically granted in March of each year. For 2021, your target LTIP award will have a grant date value of $9,250,000. Your LTIP awards will be subject to the other terms and conditions, including vesting, as set forth in the applicable award agreement.

6. Prior to the relocation of you and your family to San Francisco, you will be provided with private air transportation to the Company's headquarters for six round trips for you and your immediate family.

7. You will be eligible for an annual perquisite allowance of $35,000, subject to ordinary withholdings.

8. You will be eligible to participate in the Company's health benefits program, which permits you to select coverage tailored to your personal needs and circumstances, including an executive physical, wellness offerings and life insurance options.

9. You will be eligible to participate in the two Company retirement savings plans. The Retirement Savings Plan (RSP) (a 401(k) savings plan) and the Supplemental Retirement Savings Plan (SRSP). Under current plan terms, you will be eligible to contribute as much as 50% of your salary on either a pre-tax or after-tax basis (plus catch-up contributions, if applicable), and the Company will match contributions up to 8% of your salary at 75 cents on each dollar contributed (excluding catch-up contributions), in each case, subject to applicable plan and legal limits.

10. Conditioned upon meeting plan requirements, you will be eligible to participate in the Company's Retirement Plan (cash balance pension) and the Defined Contribution Executive Supplemental Plan (DC-ESRP), post-retirement life insurance and retiree medical plans.

11. You will be provided with an annual Paid Time Off allotment of four weeks, subject to future increases based on length of service, plus ten company holidays and three floating holidays.

12. You will be eligible for additional benefits provided to senior executives of the Company, as may be offered from time to time in accordance with its plans and policies, including:

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

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

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

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

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

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

We look forward to you joining our executive ***tee***m.

Sincerely,

PRIVILEGED AND CONFIDENTIAL

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

November 12, 2020

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

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

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

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

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

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

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

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

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

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

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

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

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

The Board reconvened.

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

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

Jacob M. Phillips
Secretary

Exhibit A

November 11, 2020

Dear Ms. Poppe,

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

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

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

1. An annual base salary of $1,350,000, subject to ordinary withholdings, prorated to reflect the portion of the year during which you are an employee of the Company.

2. For 2021, you will be eligible to participate in the Company's Short-Term Incentive Plan, as in effect from time to time, with a target participation rate of 130% of your base salary.

3. A one-time "make-whole" cash bonus of $6,600,000, subject to supplemental withholdings, payable on your second regular monthly paycheck. This bonus is designed to replace your 2020 annual bonus and one of your long-term stock awards of your previous employer which you forfeited, and to assist with expenses incurred in connection with your relocation to San Francisco and other increased cost-of living expenses. To the extent you receive that bonus or that award from your previous employer, you hereby agree to reduce this bonus by a corresponding amount. Should you resign from the Company, other than for "Good Reason," or be terminated by the Company for "Cause" (each as defined in Section 3 of the Company's Officer Severance Policy as in effect on the date hereof ("Policy")) within 12 months following your start date, you must repay the Company the amount of this "make-whole" cash bonus, net of taxes (after giving effect to any deductions or claims arising from such repayment). For purposes of this paragraph and paragraph 4, a determination by the Company of Cause must be made by a vote of at least 75% of the Board (excluding yourself). No portion of the make-whole cash bonus shall be subject to any Company clawback policy, as may be in effect from time to time, and may only be forfeited as provided herein.

4 You will receive a one-time "make-whole" award of [ ][1] restricted stock units under the

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

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

5 You will be eligible for additional LTIP awards, which are typically granted in March of each year. For 2021, your target LTIP award will have a grant date value of $9,250,000. Your LTIP awards will be subject to the other terms and conditions, including vesting, as set forth in the applicable award agreement.

6 Prior to the relocation of you and your family to San Francisco, you will be provided with private air transportation to the Company's headquarters for six round trips for you and your immediate family.

7 You will be eligible for an annual perquisite allowance of $35,000, subject to ordinary withholdings.

8 You will be eligible to participate in the Company's health benefits program, which permits you to select coverage tailored to your personal needs and circumstances, including an executive physical, wellness offerings and life insurance options.

9 You will be eligible to participate in the two Company retirement savings plans. The Retirement Savings Plan (RSP) (a 401(k) savings plan) and the Supplemental Retirement Savings Plan (SRSP). Under current plan terms, you will be eligible to contribute as much as 50% of your salary on either a pre-tax or after-tax basis (plus catch-up contributions, if applicable), and the Company will match contributions up to 8% of your salary at 75 cents on each dollar contributed (excluding catch-up contributions), in each case, subject to applicable plan and legal limits.

10 Conditioned upon meeting plan requirements, you will be eligible to participate in the Company's Retirement Plan (cash balance pension) and the Defined Contribution Executive Supplemental Plan (DC-ESRP), post-retirement life insurance and retiree medical plans.

11 You will be provided with an annual Paid Time Off allotment of four weeks, subject to future increases based on length of service, plus ten company holidays and three floating holidays.

12 You will be eligible for additional benefits provided to senior executives of the Company, as may be offered from time to time in accordance with its plans and policies, including:

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

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

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

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

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

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

We look forward to you joining our executive team.

Sincerely,

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 10, 2021
PG&E CORPORATION

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

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

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

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

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

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

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

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

[redacted]

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

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

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

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Resolution 2

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

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

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

Resolution 3

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

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

Resolution 4

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

Resolution 5

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

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

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

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

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

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

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

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

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

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

Registration Statement

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

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

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

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

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

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

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

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

Equity Offerings

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Debt Securities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Revolving Credit Facilities

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

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

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

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

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

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

Term Loan Facilities

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

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

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

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

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

Derivatives

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

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

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

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

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

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

General Transaction Authorization

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

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

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

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

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

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

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

Equity Infusions to the Utility

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

General Authorization

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

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

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

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

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

Resolution 6

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PRIVILEGED AND CONFIDENTIAL[1]

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

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

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

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

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

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

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

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

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

[redacted]

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

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

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

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

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

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

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

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

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

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

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

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

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

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

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

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

Resolution 2

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

Resolution 3

Part I: Registration Statement

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

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

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

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

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

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

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

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

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

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

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

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

Part II: Refinancing of Certain Existing Indebtedness

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

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

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

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

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

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

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

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

Part III: Authorization for New Short-Term Debt

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

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

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

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

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

A. Short-Term Securities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Revolving Credit Facilities

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

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

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

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

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

C. Term Loan Facilities

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

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

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

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

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

D. Derivatives

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

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

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

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

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

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

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

E. Commercial Paper and Extendible Commercial Notes

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

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

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

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

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

F. Inter-Company Borrowing

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

Part IV: Authorization for New Long-Term Debt

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

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

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

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

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

A. Long-Term Securities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Term Loan Facilities

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

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

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

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

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

C. Derivatives

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

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

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

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

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

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

D. Inter-Company Borrowing

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

Part V: Accounts Receivable Facilities

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

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

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

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

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

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

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

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

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

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

Part VI: Cash Management Agreements

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

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

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

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

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

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

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

Part V: General Authorization

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

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

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

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

Resolution 4

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

February 10, 2021

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

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

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

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

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

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

Mr. Matthew Pender joined the meeting at this point.

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

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

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

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

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

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

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

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

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

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

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

SUJATA PAGEDAR
Secretary

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

February 10, 2021

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

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

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

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

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

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

Mr. Matthew Pender joined the meeting at this point.

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

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

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

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

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

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

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

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

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

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

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

SUJATA PAGEDAR
Secretary

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

February 10, 2021

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

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

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

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

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

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

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

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

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

LISA J. CRAWFORD
Secretary

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

February 10, 2021

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

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

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

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

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

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

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

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

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

LISA J. CRAWFORD
Secretary

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

April 20, 2021

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SUJATA PAGEDAR
Secretary

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

April 20, 2021

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SUJATA PAGEDAR
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 21, 2021
PG&E CORPORATION

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

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

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

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

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

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

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

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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Following the discussion, Messrs. Plaster and Tavzel left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Charles Kalil and Christopher A. Keegan of Kirkland and Ellis LLP entered the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on mental health in the workplace, PG&E's benefit plans for mental health and substance use disorders, and upcoming program improvements, such as launching leader mental health awareness and sensitivity training. The directors asked questions, and a discussion ensued.

Referring to Board materials, Mr. Foster provided a summary of recent financial results and forecasts, areas of recent investor interest, and updates on the securitization case at the CPUC. The directors asked questions and discussed, among other things, the use of the tower transaction proceeds and forecasting of wildfire expenses.

During the foregoing discussion, Jessica Hogle entered the meeting.

Mr. Kenney, with the participation of Ms. Hogle, led a discussion on recent regulatory and legislative matters, which are reflected in the Board materials. Mr. Kenney highlighted the passage of landmark state legislation addressing wildfire risk proposed by Governor Newsom that advances policies beyond utility solutions to include wildfire suppression, forest health, and community resilience. He also provided a status update on the recall effort regarding the Governor. Ms. Hogle provided an overview at the federal level. The directors asked questions, and a discussion ensued.

Ms. Hogle left the meeting at this point.

After a brief recess, the board recommenced with a presentation on regionalization by Ms. Santos, with the participation of Mr. Kenney. Referring to Board materials, Ms. Kenney provided a background on regionalization and the Utility's filing at the CPUC, and Ms. Santos discussed implementation of a lean operating system as part of the Companies' regionalization plan. The directors asked questions and discussed, among other things, metrics, costs, and regional leadership.

After the discussion, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Mr. Kalil and Mr. Keegan were excused from the meeting, and Brad Brian of Munger, Tolles & Olsen LLP joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian left the meeting, and Messrs. Kalil and Keegan re-entered the meeting.

Mr. Wong next presented the minutes of the prior meetings for the Boards' approval.

On motion made and seconded, the Board approved the minutes of the Board meetings held on January 29, 2021 and February 10, 2021.

Mr. Seavers, Chair of the Corporation's Finance Committee, led a discussion on the Committee's recommendations that the Boards (i) approve expenditures and execution of the Utility capital project, (ii) approve revised banking resolutions, (iii) approve 401(k) authorizations, and (iv) approve securitization authority. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures for the ADMS project, (ii) concurred with the proposed amended banking resolutions (see Resolution 1 in Appendix A), (iii) approved the 401(k) authorizations (see Resolution 2 in Appendix A), and (iv) authorized the rate-neutral securitization and related implementing actions (see Resolution 3 in Appendix A).

During the foregoing discussion, Messrs. Kalil and Keegan left the meeting.

The Compensation Committee action items were deferred to executive session.

Ms. Campbell, Chair of the Corporation's Safety and Nuclear Oversight (SNO) Committee, presented the committee's fourth quarter 2020 report to the Boards on the Utility's progress against its 2020 Wildfire Mitigation Plan. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

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

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee reported on the actions taken and key topics discussed at the Committee's most recent meeting.

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

The Board discussed the Compensation Committee's recommendations that (i) the Boards elect Margaret K. Becker as Vice President and Treasurer and Monica Klemann as Assistant Treasurer, effective May 1, 2021, and (ii) the Board elect Carla J. Peterman as Executive Vice President, Corporate Affairs, effective June 1, 2021, as described in Board materials.

After discussion, on motion made and seconded, the Board approved the organizational matters as presented.

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

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:15 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that any two of the Chief Financial Officer, the Controller, the Treasurer, and the Assistant Treasurer of this corporation (each, a "Finance Officer") are hereby authorized to designate one or more depositaries or custodians for this corporation's funds with any bank, trust company, mutual fund, broker, or other financial institution designated by any Finance Officer as a depositary or custodian of such funds (each, a "Finance Institution"), and to execute or agree to the Finance Institution's master agreements identifying the terms and conditions that will be applicable to agreements to be entered into with, or services to be provided by, such Finance Institution; and

BE IT FURTHER RESOLVED that any two Finance Officers or employees of this corporation or Pacific Gas and Electric Company designated by any Finance Officer as set forth in an incumbency certificate ("Designated Employees") are hereby authorized to open and close accounts on behalf of this corporation at any Finance Institution designated by any Finance Officer as a depositary or custodian of this corporation's funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this corporation, all other bank service agreements and forms with any Finance Institution designated by any Finance Officer as a depositary or custodian of this corporation's funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this corporation, service agreements to designate individuals to make short-term investments of funds with Finance Institutions or other investment managers meeting specified investment criteria, consistent with PG&E Corporation's short-term investment policy, as such policy may be revised from time to time; and

BE IT FURTHER RESOLVED that any Finance Officer is authorized to lend funds on behalf of this corporation to this corporation's subsidiaries or affiliates, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an

officer of the borrowing entity, and provided further that such loans may be executed with such terms and conditions as such Finance Officer shall determine to be appropriate; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees may adopt a company signature plate bearing the signature of this corporation (the "Company Signature Plate") for use on checks, drafts, and orders drawn upon any Finance Institution with which this corporation shall have moneys on deposit, or with which it shall have a regular account; and

BE IT FURTHER RESOLVED that checks, drafts, and orders drawn upon any Finance Institution with which this corporation shall have moneys on deposit, or with which it shall have a regular account, may be executed for and on behalf of this corporation using the Company Signature Plate as approved by any two Finance Officers or Designated Employees or by manual or facsimile signature (including any signature made with or generated by a signature plate, any similar device, or a computer) of any two Finance Officers or Designated Employees; and

BE IT FURTHER RESOLVED that checks, drafts, and orders obligating this corporation to pay money in amounts not exceeding ten thousand dollars ($10,000) per transaction or claim may be executed for and on behalf of this corporation and in its name by individuals designated by any Finance Officer; and

BE IT FURTHER RESOLVED that any check, draft, or order drawn by this corporation and executed in conformity with this resolution shall be sufficient authority as evidenced by the Company Signature Plate for a Finance Institution to pay the amount for which such check, draft, or order shall be drawn according to the terms thereof; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute bank service agreements to designate individuals to issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds of this corporation on deposit with any Finance Institution by wire, automated clearinghouse, or other electronic means of transfer; and

BE IT FURTHER RESOLVED that any Finance Officer shall forward to the Corporate Secretary of this corporation all designations of individuals as authorized signers pursuant to this resolution, and the Corporate Secretary or an Assistant Corporate Secretary of this corporation is hereby authorized to file with any bank or trust company a certified copy of this resolution accompanied by a list of specimen signatures of Finance Officers and Designated Employees; and

BE IT FURTHER RESOLVED that the following resolutions adopted by the Board of Directors are hereby superseded: (1) the resolution adopted on December 20, 2017 regarding bank depositaries, facsimile signatures and inter-company lending, (2) the resolution adopted on December 16, 2009 regarding bank depositaries, short-term investments, and inter-company lending, (3) the resolution adopted on June 21, 2006 regarding check signing and electronic funds transfer, and (4) the resolution adopted on October 20, 1999 regarding facsimile signatures.]

Resolution 2

WHEREAS, PG&E Corporation (the "Corporation") has adopted a tax-qualified savings plan for the benefit of certain employees of the Corporation and its subsidiaries known as the PG&E Corporation Retirement Savings Plan and has adopted a tax-qualified savings plans for the benefit of certain union-represented employees of Pacific Gas and Electric Company known as the PG&E Corporation Retirement Savings Plan for Union-Represented Employees (collectively, the "Plans");

WHEREAS, the assets of the Plans are held under a single master trust agreement between the Corporation and Fidelity Management Trust Company that allows the Employee Benefit Committee of the Corporation to direct the trustee of the Plans to purchase shares of Corporation common stock, no par value ("Common Stock"), for use under the Plans either (i) directly or indirectly from the Corporation or any shareholder of the Corporation, or (ii) through transactions on a national securities exchange;

WHEREAS, this Board of Directors, (i) by resolution adopted on June 15, 2011, previously authorized the offer and sale of 30 million shares of Common Stock to participants in

the Plans and, (ii) by resolution adopted on May 5, 2015, subsequently authorized the offer and sale of an additional 40 million shares of Common Stock to participants in the Plans;

WHEREAS, (i) a registration statement on Form S-8 covering the offer and sale of the initial 30 million shares of Common Stock pursuant to the Plans was filed with the Securities and Exchange Commission on August 5, 2011 and (ii) a registration statement on Form S-8 covering the offer and sale of the additional 40 million shares of Common Stock pursuant to the Plans was filed with the Securities and Exchange Commission on August 18, 2015;

WHEREAS, in order to effectuate the purposes of the Plans, it is desirable that an additional 20,000,000 shares of Common Stock be offered for sale under the Plans;

NOW, THEREFORE, BE IT RESOLVED that up to 20,000,000 shares of Common Stock may be offered and sold under the Plans at the price and upon the other terms and conditions provided in the Plans and, to the extent that all or a portion of the Common Stock are newly issued shares, up to 20,000,000 shares of Common Stock are hereby reserved for issuance;

BE IT FURTHER RESOLVED that the appropriate officers and counsel of the Corporation are hereby authorized and directed to prepare, execute personally or by attorney, in the name and on behalf of the Corporation, and file one or more registration statements or amended registration statements with the SEC to register the offer and sale of 20,000,000 shares of Common Stock (the "Shares") pursuant to the Plans;

BE IT FURTHER RESOLVED that the appropriate officers and counsel of the Corporation are hereby authorized and directed to prepare and file one or more listing applications with respect to the Shares with the New York Stock Exchange and any other exchange which such officers deem appropriate or necessary;

BE IT FURTHER RESOLVED that JOHN R. SIMON, BRIAN M. WONG, SUJATA PAGEDAR, J. ELLEN CONTI, LISA CRAWFORD, and JENNY KAN, are hereby authorized, jointly and severally, to sign on behalf of the Corporation one or more registration statements, and any and all amendments and supplements thereto, and to do any and all acts

necessary to satisfy the requirements of the Securities Act of 1933 and the regulations of the SEC adopted pursuant thereto with regard to the filing of said registration statement(s), and amendments and supplements, and the offer and sale of the Shares pursuant to the Plans or any other equity compensation plan that may be approved by the Board; and

BE IT FURTHER RESOLVED that the officers and counsel of the Corporation are hereby authorized and directed to take such action and execute such agreements and documents on behalf of the Corporation as may in their judgment be necessary or appropriate to carry out this resolution.]

Resolution 3

WHEREAS, Pacific Gas and Electric Company, a California corporation (the "Utility"), a subsidiary of PG&E Corporation, a California corporation (the "Corporation"), has previously filed applications on April 30, 2020 ("Stress Test Application") and January 6, 2021 (the "Financing Order Application," and together with the Stress Test Application, collectively the "Rate Neutral Securitization Applications") with the California Public Utilities Commission (the "CPUC") for authority to raise up to $7,500,000,000 (the "Authorized Amount") through the creation of one or more series of bonds ("Rate Neutral Bonds") as part of a structured financing (the "Securitization") designed to be rate neutral to customers;

WHEREAS, proposed decisions dated March 23, 2021 and April 6, 2021, subject to the expected approval by the CPUC on April 22, 2021 and May 6, 2021, respectively, authorize, among other things, the Rate Neutral Bonds up to the Authorized Amount;

WHEREAS, in connection with the Securitization, the Utility will create a grantor trust (the "Customer Credit Trust") to hold and invest certain specified and capped contributions authorized by the Corporation and made by the Utility in order to fund a credit (the "Customer Credit") that is anticipated to be sufficient to equal the charges approved by the CPUC to be collected from certain of the Utility's customers to pay principal, interest and other financing costs related to the Rate Neutral Bonds ("Fixed Recovery Charges) and associated fixed recovery tax amounts ("FRTA"), if any;

WHEREAS, funding of the Customer Credit Trust will be provided by the Corporation through the contributions not to exceed (1) an initial expected contribution of up to $2 billion if the full Authorized Amount of Rate Neutral Bonds are issued (the "Initial Shareholder Contribution") with up to $1 billion contributed in 2021 and up to $1 billion contributed in February of 2024, in each case the timing and amount as specified in the decision issued by the CPUC expected to be adopted on April 22, 2021 and expected to be substantially similar to the proposed decision issued March 23, 2021 on the Stress Test Application; (2) additional contributions ("Additional Shareholder Contributions") up to a total of $7.59 billion if the full Authorized Amount of Rate Neutral Bonds are issued based on a formula to calculate the incremental cash generated from reducing the Utility's taxes through applying shareholder-owned tax deductions or net operating losses ("Shareholder Tax Benefits"), which formula is expected to be adopted on May 6, 2021 and expected to be substantially similar to the proposed decision issued April 6, 2021 on the Financing Order Application; and (3) the investment returns of the assets of the Customer Credit Trust, net of fees, expenses, and computed tax liability or benefit ("Customer Credit Trust Returns");

WHEREAS, the CPUC may open a proceeding in 2040 in which the Utility will participate that could result in the direction from the CPUC that an additional contribution from the Corporation be made to the Customer Credit Trust up to a maximum of $775 million at that time (the "Contingent Contribution," together with the Initial Shareholder Contributions and the Additional Shareholder Contributions, and the Customer Credit Trust Returns, collectively the "Corporation Contribution");

WHEREAS, the proceeds of the Rate Neutral Bonds will, among other things, enable the Utility to retire the $6 billion of temporary utility debt that is presently required to be repaid exclusively by assets of the Corporation and pay or reimburse the Utility for payments to the Fire Victim Trust of $1.35 billion; and

WHEREAS, this Board of Directors of the Corporation (the "Board") believes that the Securitization and the related transactions, including the Corporation Contribution, are in the best interests of the Corporation and its shareholders.

NOW, THEREFORE, BE IT RESOLVED that the Board approves the Corporation Contributions and the related transactions;

BE IT FURTHER RESOLVED that the Corporation be, and hereby is, authorized to make the Corporation Contribution upon the terms and subject to the conditions approved by the CPUC in the decisions and orders on the Rate Neutral Securitization Applications;

BE IT FURTHER RESOLVED that the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Corporation (each, a "Delegated Officer" and, collectively, the "Delegated Officers") be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make the Corporation Contribution;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the foregoing, on behalf of the Corporation as the Delegated Officer or employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

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

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

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 21, 2021
PACIFIC GAS AND ELECTRIC COMPANY

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

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

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

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

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

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

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

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[1]

Following the discussion, Messrs. Plaster and Tavzel left the meeting. Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, and Charles Kalil and Christopher A. Keegan of Kirkland and Ellis LLP entered the meeting.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Benavides led a discussion on mental health in the workplace, PG&E's benefit plans for mental health and substance use disorders, and upcoming program improvements, such as launching leader mental health awareness and sensitivity training. The directors asked questions, and a discussion ensued.

Referring to Board materials, Mr. Foster provided a summary of recent financial results and forecasts, areas of recent investor interest, and updates on the securitization case at the CPUC. The directors asked questions and discussed, among other things, the use of the tower transaction proceeds and forecasting of wildfire expenses.

During the foregoing discussion, Jessica Hogle entered the meeting.

Mr. Kenney, with the participation of Ms. Hogle, led a discussion on recent regulatory and legislative matters, which are reflected in the Board materials. Mr. Kenney highlighted the passage of landmark state legislation addressing wildfire risk proposed by Governor Newsom that advances policies beyond utility solutions to include wildfire suppression, forest health, and community resilience. He also provided a status update on the recall effort regarding the Governor. Ms. Hogle provided an overview at the federal level. The directors asked questions, and a discussion ensued.

Ms. Hogle left the meeting at this point.

After a brief recess, the board recommenced with a presentation on regionalization by Ms. Santos, with the participation of Mr. Kenney. Referring to Board materials, Ms. Kenney provided a background on regionalization and the Utility's filing at the CPUC, and Ms. Santos discussed implementation of a lean operating system as part of the Companies' regionalization plan. The directors asked questions and discussed, among other things, metrics, costs, and regional leadership.

After the discussion, Ms. Anderson, Mr. Bennett, and Mr. D. Smith left the meeting, and Mr. Kalil and Mr. Keegan were excused from the meeting, and Brad Brian of Munger, Tolles & Olsen LLP joined the meeting.

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

[redacted]

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian left the meeting, and Messrs. Kalil and Keegan re-entered the meeting.

Mr. Wong next presented the minutes of the prior meetings for the Boards' approval.

On motion made and seconded, the Board approved the minutes of the Board meetings held on January 29, 2021 and February 10, 2021.

Mr. Seavers, Chair of the Corporation's Finance Committee, led a discussion on the Committee's recommendations that the Boards (i) approve expenditures and execution of the capital project, (ii) approve revised banking resolutions, and (iii) approve securitization authority. He invited questions and discussion on these recommendations.

After discussion, on motion made and seconded, the Board (i) approved expenditures and execution of the related agreements for the ADMS project, (ii) concurred with the proposed amended banking resolutions (see Resolution 1 in Appendix A), and (iii) authorized the rate-neutral securitization and related implementing actions (see Resolution 2 in Appendix A).

During the foregoing discussion, Messrs. Kalil and Keegan left the meeting.

The Compensation Committee action items were deferred to executive session.

Ms. Campbell, Chair of the Utility's Safety and Nuclear Oversight (SNO) Committee, presented the committee's fourth quarter 2020 report to the Boards on the Utility's progress against its 2020 Wildfire Mitigation Plan. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

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

Mr. Flexon, Chair of the Corporation's Nominating and Governance Committee reported on the actions taken and key topics discussed at the Committee's most recent meeting.

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

The Board discussed the Compensation Committee's recommendations that (i) the Boards elect Margaret K. Becker as Vice President and Treasurer and Monica Klemann as Assistant Treasurer, effective May 1, 2021, and (ii) the Board elect Christopher M. Patterson as Vice President, State Legislative Affairs, effective May 1, 2021, as described in Board materials.

After discussion, on motion made and seconded, the Board approved the organizational matters as presented.

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

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:15 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that any two of the Chief Financial Officer, the Controller, the Treasurer, and the Assistant Treasurer of this company (each, a "Finance Officer") are hereby authorized to designate one or more depositaries or custodians for this company's funds with any bank, trust company, mutual fund, broker, or other financial institution designated by any Finance Officer as a depositary or custodian of such funds (each, a "Finance Institution"), and to execute or agree to the Finance Institution's master agreements identifying the terms and conditions that will be applicable to agreements to be entered into with, or services to be provided by, such Finance Institution; and

BE IT FURTHER RESOLVED that any two Finance Officers or employees of this company designated by any Finance Officer as set forth in an incumbency certificate ("Designated Employees") are hereby authorized to open and close accounts on behalf of this company at any Finance Institution designated by any Finance Officer as a depositary or custodian of this company's funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this company, all other bank service agreements and forms with any Finance Institution designated by any Finance Officer as a depositary or custodian of this company's funds; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute, on behalf of this company, service agreements to designate individuals to make short-term investments of funds with Finance Institutions or other investment managers meeting specified investment criteria, consistent with PG&E Corporation's short-term investment policy, as such policy may be revised from time to time; and

BE IT FURTHER RESOLVED that any Finance Officer is authorized to lend funds on behalf of this company to this company's parent holding company or to this company's subsidiaries, provided that such loans are interest-bearing and are evidenced by one or more promissory notes signed by an officer of the borrowing entity, and provided further that such loans may be executed with such terms and conditions as such Finance Officer shall determine to be appropriate; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees may adopt a company signature plate bearing the signature of this company (the "Company Signature Plate") for use on checks, drafts, and orders drawn upon any Finance Institution with which this company shall have moneys on deposit, or with which it shall have a regular account; and

BE IT FURTHER RESOLVED that checks, drafts, and orders drawn upon any Finance Institution with which this company shall have moneys on deposit, or with which it shall have a regular account, may be executed for and on behalf of this company using the Company Signature Plate as approved by any two Finance Officers or Designated Employees or by manual or facsimile signature (including any signature made with or generated by a signature plate, any similar device, or a computer) of any two Finance Officers or Designated Employees; and

BE IT FURTHER RESOLVED that checks, drafts, and orders obligating this company to pay money in amounts not exceeding ten thousand dollars ($10,000) per transaction or claim may be executed for and on behalf of this company and in its name by individuals designated by any Finance Officer; and

BE IT FURTHER RESOLVED that any check, draft, or order drawn by this company and executed in conformity with this resolution shall be sufficient authority as evidenced by the Company Signature Plate for a Finance Institution to pay the amount for which such check, draft, or order shall be drawn according to the terms thereof; and

BE IT FURTHER RESOLVED that any two Finance Officers or Designated Employees are hereby authorized to execute bank service agreements to designate individuals to issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds of this company on deposit with any Finance Institution by wire, automated clearinghouse, or other electronic means of transfer; and

BE IT FURTHER RESOLVED that any Finance Officer shall forward to the Corporate Secretary of this company all designations of individuals as authorized signers pursuant to this resolution, and the Corporate Secretary or an Assistant Corporate Secretary of this company is hereby authorized to file with any bank or trust company a certified copy of this resolution accompanied by a list of specimen signatures of Finance Officers and Designated Employees; and

BE IT FURTHER RESOLVED that the following resolutions adopted by the Board of Directors are hereby superseded: (1) the resolution adopted on December 20, 2017 regarding bank depositaries, facsimile signatures and inter-company lending, (2) the resolution adopted on December 16, 2009 regarding bank depositaries, short-term investments, and inter-company lending, (3) the resolution adopted on June 21, 2006 regarding check signing and electronic funds transfer, and (4) the resolution adopted on October 20, 1999 regarding facsimile signatures.

Resolution 2

WHEREAS, Pacific Gas and Electric Company, a California corporation (the "Company") has previously filed applications on April 30, 2020 ("Stress Test Application") and January 6, 2021 (the "Financing Order Application," and together with the Stress Test Application, collectively the "Rate Neutral Securitization Applications") with the California Public Utilities Commission (the "CPUC") for authority to raise up to $7,500,000,000 (the "Authorized Amount") through the creation of one or more series of bonds ("Rate Neutral Bonds") as part of a structured financing (the "Securitization") designed to be rate neutral to customers;

WHEREAS, proposed decisions dated March 23, 2021 and April 6, 2021, subject to the expected approval by the CPUC on April 22, 2021 and May 6, 2021, respectively, authorize, among other things, the issuance of the Rate Neutral Bonds up to the Authorized Amount;

WHEREAS, this Board of Directors (the "Board") believes that the Securitization and the related transactions are in the best interests of the Company and its shareholders and it is beneficial to begin preparations for the Securitization following the April 20, 2021 meeting of the Board;

WHEREAS, in connection with the Securitization, the Company will form one or more wholly owned subsidiaries, each as a special purpose, limited liability company or other entity (each, a "SPE"), which will (1) purchase from the Company certain recovery property ("Recovery Property") created pursuant to one or more orders of the CPUC (each, a "Financing Order") and (2) be the issuer of Rate Neutral Bonds;

WHEREAS, in connection with the Securitization, the Company will create a grantor trust (the "Customer Credit Trust") to hold and invest certain specified and capped contributions authorized by PG&E Corporation and made by the Company in order to fund a credit (the "Customer Credit") that is anticipated to be sufficient to equal the charges approved by the CPUC to be collected from certain of the Company's customers to pay principal, interest and other financing costs related to the Rate Neutral Bonds ("Fixed Recovery Charges) and associated fixed recovery tax amounts ("FRTA"), if any;

WHEREAS, the Board believes that the creation of the Customer Credit Trust is in the best interests of the Company and its shareholders and it is beneficial to begin preparations for the Customer Credit Trust following the April 20, 2021 meeting of the Board;

WHEREAS, the Customer Credit Trust will be established pursuant to a trust agreement based upon the form of agreement attached as Exhibit A to the Proposed Decision of the CPUC, dated March 23, 2021, the final form of which will require the approval of the CPUC (the "Trust Agreement");

WHEREAS, the Trust Agreement will require the Company to establish a Customer Credit Trust Committee to direct and manage the Customer Credit Trust and perform all duties attendant thereto ("Committee"), which will consist of five (5) members ("Committee Members"), of which at least three (3) must not be affiliated with the Company ("Unaffiliated Members");

WHEREAS, the Trust Agreement provides that the Committee Members who are affiliated with the Company ("Affiliated Members") are to be nominated by the management of the Company, confirmed by the Company's Board and submitted as information to the CPUC;

WHEREAS, the Trust Agreement also provides that the Unaffiliated Members are to be nominated by the management of the Company, confirmed by the Company's Board and submitted to the CPUC for its approval;

WHEREAS, it is appropriate for the Company's Chief Financial Officer and Controller to be a Committee Member;

WHEREAS, the management of the Company is nominating David Thomason, Chief Financial Officer and Controller of the Company, as an Affiliated Member for a five-year term beginning on the date on which the Company receives authorization from the CPUC to establish the Customer Credit Trust (the "Authorization Date") and expiring on the day prior to the five-year anniversary of such date;

WHEREAS, the management of the Company is nominating Mr. Thomason to serve as Chair of the Committee;

WHEREAS, the management of the Company is nominating Tyson Smith, Managing Counsel of Strategy and Policy of the Company, as an Affiliated Member for a five-year term beginning on the Authorization Date and expiring on the day prior to the five-year anniversary of such date;

WHEREAS, the management of the Company is nominating Nancy Calkins, Colette Taylor and Lincoln Walworth as Unaffiliated Members;

WHEREAS, Nancy Calkins, Colette Taylor and Lincoln Walworth have agreed to serve as an Unaffiliated Members;

WHEREAS, the management of the Company is recommending appointment of Ms. Calkins for a five-year term beginning on the Authorization Date and expiring on the day prior to the five-year anniversary of such date, Ms. Taylor for a four-year term beginning on the Authorization Date and expiring on the day prior to the four-year anniversary of such date, and Mr. Walworth for a three-year term beginning on the Authorization Date and expiring on the day prior to the three-year anniversary of such date, in each case subject to the approval of the CPUC; and

WHEREAS, the Board believes that the appointment to the Committee of the foregoing Affiliated Members and Unaffiliated Members is in the best interests of the Company and its shareholders.

NOW, THEREFORE, BE IT RESOLVED that the Board approves the Securitization and the creation of the Customer Credit Trust;

BE IT FURTHER RESOLVED that the Board approves the following transactions relating to the Securitization: the formation of one or more SPEs, the entering into of agreements on behalf of the Company (in its capacity as the sole member of a SPE or other capacity) relating to the sale or assignment of Recovery Property, the servicing of Recovery Property, and the providing of administration services to such SPE;

BE IT FURTHER RESOLVED that the Board approves the issuance and sale of Rate Neutral Bonds by one or more SPEs not to exceed the Authorized Amount in one or more underwritten public or private offerings;

BE IT FURTHER RESOLVED that the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company (each, a "Delegated Officer" and, collectively, the "Delegated Officers") be, and each

of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (1) take all steps required to organize each SPE as a new entity, including filing with the appropriate secretary of state a certificate of formation or other equivalent charter documents of each SPE and appropriate filings with the CPUC, (2) negotiate, execute, and deliver a limited liability company agreement or other equivalent governing documents of each SPE (together, the "Governing Documents"), establishing, among other things, a management committee, on such terms and conditions as such Delegated Officer may deem necessary or advisable, (3) negotiate, execute, and deliver one or more recovery property purchase and sale agreements (each, a "Sale Agreement" and together, the "Sale Agreements") between the Company and a SPE, pursuant to which the Company will sell or assign its rights in, to and under Recovery Property and certain other related assets to a SPE on such terms and conditions as such Delegated Officer may deem necessary or advisable, (4) negotiate, execute, and deliver one or more recovery property servicing agreements (each, a "Servicing Agreement" and together, the "Servicing Agreements") between the Company, as Servicer, and a SPE on such terms and conditions as such Delegated Officer may deem necessary or advisable, (5) negotiate (as the sole member of a SPE) one or more indentures (each, an "Indenture" and together, the "Indentures"), including any supplemental indentures thereto, each providing for the issuance of one or more series of Rate Neutral Bonds on such terms as the Delegated Officer(s) negotiating the same may deem necessary or advisable and with such trustees, paying agents, calculation agents, authentication agents, registrars, or any other agents, intermediaries, or third-party service providers, as applicable, as may be selected by any of such Delegated Officers in their discretion, (6) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) (each, an "Intercreditor Agreement and together, the "Intercreditor Agreements"), among the Company, a SPE and certain creditors on such terms and conditions as such Delegated Officer may deem necessary or advisable, (7) negotiate, execute, and deliver one or more administration agreements (each, an "Administration Agreement" and together, the "Administration Agreements") between the Company and a SPE on such terms and conditions as such Delegated

Officer may deem necessary or advisable, (8) negotiate, execute, and deliver one or more purchase agreements or underwriting agreements (each, an "Underwriting Agreement" and together, the "Underwriting Agreements" and, together with the Governing Documents, the Sale Agreements, the Servicing Agreements, the Indentures, the Intercreditor Agreements and the Administration Agreements, the "Principal Agreements") among the Company, a SPE and the purchasers or underwriters named therein providing for the sale of Rate Neutral Bonds on such terms and conditions as such Delegated Officer may deem necessary or advisable and (9) negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate, execute, and deliver, on behalf of the Company, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the Principal Documents and the foregoing as the Delegated Officer or authorized employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of these resolutions;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as the sole member of a SPE or other capacity), to (1) take and adopt such action as may be required or permitted under the Governing Documents to appoint, or to ratify the appointment of, one or more managers (who may be one or more of such Delegated Officers) of each SPE, or otherwise to cause each SPE to take all actions in connection with the Securitization or thereafter in relation thereto, including the execution of the Principal Agreements, as such Delegated Officer may deem necessary or advisable, (2) take and adopt such action as may be required or permitted under the Indentures (as sole member of a SPE) to establish the terms of the Rate Neutral Bonds as such Delegated Officer may deem necessary or advisable, and (3) take and adopt such action as may be required or permitted under the Underwriting Agreements to cause the completion and closing of the Securitization as such Delegated Officer may deem necessary or advisable;

BE IT FURTHER RESOLVED that an initial capital contribution of $100 from the Company to a SPE in return for the issuance to the Company by a SPE of equity interest in a SPE is hereby approved;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to contribute additional capital of the Company from time to time to one or more SPEs, in such amounts as authorized by the CPUC (expected to be at least 50 basis points of the aggregate initial principal amount of the Rate Neutral Bonds or such higher amount as may be required by the rating agencies);

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to (1) establish the Customer Credit Trust pursuant to the Trust Agreement, (2) select a trustee for the Customer Credit Trust (the "Trustee"), (3) negotiate, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate with the Trustee the Trust Agreement, which shall contain material terms substantially in the form of such agreement attached as Exhibit A to the Proposed Decision of the CPUC, dated March 23, 2021 and such additional or alternative terms and conditions as such Delegated Officer or authorized employee may deem necessary or advisable, (4) submit the negotiated form of Trust Agreement to the CPUC for its review and approval, (5) upon receipt of CPUC approval of such form of agreement, execute and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to execute and deliver such approved form and (6) subject to any limitations in the Trust Agreement or an applicable decision or order of the CPUC, negotiate, execute, and deliver, or authorize and delegate authority to any such other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates and other items, including, without limitation, any amendments, supplements or modifications to the Trust Agreement (in accordance with the terms thereof and subject to the conditions set forth therein) or any of the foregoing, on behalf of the Company as the Delegated

Officer or employee negotiating the same may deem necessary or advisable to effectuate or carry out the purpose and intent of these resolutions;

BE IT FURTHER RESOLVED that the Trust Agreement will provide that the Trustee will be authorized to make distributions to the Company from the Customer Credit Trust only as specified in the Trust Agreement;

BE IT FURTHER RESOLVED the Company be, and hereby is, authorized to contribute to the Customer Credit Trust upon the terms and subject to the conditions approved by the CPUC in the decisions and orders on the Rate Neutral Securitization Applications;

BE IT FURTHER RESOLVED the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to make contributions to the Customer Credit Trust;

BE IT FURTHER RESOLVED the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to request that the Trustee make distributions to the Company from the Customer Credit Trust in accordance with the Trust Agreement and any applicable decision or order of the CPUC;

BE IT FURTHER RESOLVED that the appointment of David Thomason, who has been nominated by management of the Company (1) to serve a five-year term that begins on the Authorization Date and expires on the day prior to the five-year anniversary of such date and (2) to serve as Chair of the Committee, be and hereby is confirmed;

BE IT FURTHER RESOLVED that the appointment of Tyson Smith, who has been nominated by management of the Company to serve a five-year term that begins on the Authorization Date and expires on the day prior to the five-year anniversary of such date, be and hereby is confirmed;

BE IT FURTHER RESOLVED that the appointment of Nancy Calkins, who has been nominated by the management of the Company to serve a five-year term that begins on the

Authorization Date and expires on the day prior to the five-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the appointment of Colette Taylor, who has been nominated by the management of the Company to serve a four-year term that begins on the Authorization Date and expires on the day prior to the four-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the appointment of Lincoln Walworth, who has been nominated by the management of the Company to serve a three-year term that begins on the Authorization Date and expires on the day prior to the three-year anniversary of such date, be and hereby is hereby confirmed, subject to approval of the CPUC;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to (1) pay all fees and expenses of the Customer Credit Trust and (2) take and adopt such action as may be required or permitted under the Trust Agreement to cause the establishment and continued existence of the Customer Credit Trust and the Committee as such Delegated Officer may deem necessary or advisable;

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to prepare, or cause to be prepared, one or more registration statements on Form SF-1 or Form SF-3 (collectively, a "Registration

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

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

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

and the power of attorney of the Company to the Authorized Delegated Officers, and to each of them with full power and authority to act without the others;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (in its capacity as sole member of a SPE or other capacity), to designate the agent for service of process to be named in each Registration Statement and to be authorized to receive notices and communications from the SEC in connection with each Registration Statement;

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

BE IT FURTHER RESOLVED that, if deemed advisable, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (1) list or otherwise make Rate Neutral Bonds eligible for trading in such securities markets as any Delegated Officer deems advisable, (2) comply with the Securities Exchange Act of 1934, as amended, in connection with any offering of Rate Neutral Bonds, and/or (3) make Rate Neutral Bonds eligible for book entry and

otherwise with The Depository Trust Company, Euroclear Bank S.A/N.V., and Clearstream Banking, S.A., or any of their successors, as any such Delegated Officer deems advisable;

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

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

BE IT FURTHER RESOLVED that consistent with the foregoing resolutions, the Company be, and hereby is, authorized to, and the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Company (or in its capacity as sole member of a SPE or other capacity), to (i) enter into, execute, deliver and perform, as applicable, or cause to be entered

into, executed, delivered and performed, as applicable, and where necessary, advisable or appropriate, file or cause to be filed with the appropriate governmental authorities, instrumentalities or agencies, associations or stock exchanges, domestic or foreign, all other agreements, instruments and other documents, (ii) take or cause to be taken all other actions and do or cause to be done all other things to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, (iii) incur and pay or cause to be paid all fees, expenses and taxes arising in connection with matters encompassed by the foregoing resolutions (including all registration, filing, listing or other fees with the SEC, the New York Stock Exchange or any other exchange (domestic or foreign), the Financial Industry Regulatory Authority, Inc. or the Secretary of State of California and all fees and disbursements of counsel) and (iv) engage or otherwise retain the services of all investment banks, arrangers, advisors, agents or other persons, in each case as may be necessary, advisable or appropriate, in the good faith determination of any Delegated Officer, to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is necessary, advisable or appropriate);

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

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

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

April 21, 2021

A videoconference meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, April 21, 2021, at 10:30 a. m. The meeting was held concurrently with meetings of the Audit Committees (Audit), and the Safety and Nuclear Oversight (SNO) Committees of Pacific Gas and Electric Company (Utility) Boards of Directors, as well as the Technology and Cybersecurity (Tech & Cyber) Committee of the Corporation.

Committee members Cheryl F. Campbell, Mark E. Ferguson III, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers, attended by video, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also participating by video at the beginning of the meeting were directors Rajat Bahri, Kerry W. Cooper, Jessica L. Denecour, Robert C. Flexon, Arno L. Harris, William L. Smith, Benjamin F. Wilson, and John M. Woolard, as well as Patricia K. Poppe, John R. Simon, Adam L. Wright, Francisco Benavides, Sumeet Singh, Ajay Waghray, Stephen J. Cairns, Robert S. Kenney, David S. Thomason, J. Ellen Conti, Jenny Kan, Sujata Pagedar, Martin Strasburger, Joe Yu, along with Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.]

Ms. Conti opened the meeting with brief remarks about meeting safety. Quorum present, Mr. Woolard, Chair, presided. Ms. Conti served as secretary of the meeting.

Mr. Singh provided an overview of cyber risk, one of the enterprise-level risks that requires Board oversight. His discussion included references to materials that had been provided to the Audit, CPP, SNO, and Tech & Cyber Committee members (Committee Members) in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Key Risk Indicators (KRIs), the current exposure trend and cybersecurity threats facing the Companies, and factors affecting the Companies' mitigation status. Mr. Strasburger then presented the Committee with a risk status summary which emphasized the continued effort to implement layers of protection to reduce both the likelihood and potential impact of a risk event. He discussed KRIs in further detail and the Committee Members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Alejandro T. Vallejo along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar) entered the meeting during the foregoing presentation.

Mr. Strasburger left the meeting at this point and Ms. Deborah W. Powell joined the meeting.

Mr. Singh presented an overview on Enterprise Records and Information Management (ERIM) risk, one of the enterprise level cross-cutting factors identified that requires Board oversight. Referring to meeting materials that were included for the Committees review, he discussed the complex nature of the risk and the critical management of records for compliant and safe operations. Mr. Vallejo gave a risk status summary and explained the programmatic and risk-informed approach that the Companies are taking to address ERIM risk. He described ongoing and planned management actions between ERIM and the Enterprise Data Management Program, that, managed holistically, will effectively mitigate related risks.

The Committee Members asked questions and discussed, among other things, the desire for an update on the Companies' risk assessment registry and a schedule for the Companies long-term goals regarding ERIM.

Mr. James M. Welsch and Ms. E. Christine Cowsert joined the meeting during the foregoing discussion.

Referring to meeting materials, Mr. Simon ad Mr. Vallejo presented an update to the Committee Members on PG&E's compliance program maturity and compliance performance. They discussed the compliance framework that PG&E implemented in 2016, based on the Federal Sentencing Guidelines, changes to maturity model assessments in recent years, and proposed levels of oversight of compliance risks to help determine work priorities. Mr. Vallejo presented a update regarding notices of violations (NOVs) and nonconformances (NCs) and discussed management's next steps, which included an effort by the Compliance and Ethics and Enterprise and Operational Risk Management teams to continue to integrate efforts to increase visibility on PG&E's highest operational and compliance risks. The Committee Members asked questions and discussed, among other matters, ways to reduce NOVs and NCs. Management committed to an update at a future meeting.

Mr. Welsch, Ms. Cowsert, Ms. Powell, Mr. Singh, Mr. Vallejo, and Ms. Pagedar left the meeting at this point, and Mr. Christopher A. Pezzola joined the meeting.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2021, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting. Among other things, he discussed the results of these audits, modifications to the IA 2021 audit plan, and the status of high-risk issues. The Committee Members asked questions about the status of audits and open issues.

Ms. Anderson, Mr. Bennett, Mr. Kalil, Mr. Keegan, and Mr. D. Smith left the meeting at this point.

[THE FOLLOWING PARAGRAPHS CONTAIN ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Wright, Mr. Benavides, Mr. Waghray, Mr. Cairns, Mr. Kenney, Mr. Thomason, Mr. Pezzola, Mr. Yu, Ms. Kan, Ms. Conti, left the meeting, and the meeting continued in executive session with Mr. Bahri, Ms. Cooper, Ms. Denecour, Mr. Flexon, Mr. Smith, Mr. Wilson, Mr. Woolard, Ms. Poppe, and Mr. Simon present.

Following the executive session, the secretary was informed that the Committee further discussed various topics covered during the regular session of the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:05 p.m.

J. ELLEN CONTI
Secretary

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

April 21, 2021

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 on Wednesday, April 21, 2021, at 10:30 a. m. The meeting was held concurrently with meetings of the Audit Committees (Audit), and the Safety and Nuclear Oversight (SNO) Committees of PG&E Corporation (Corporation) Boards of Directors, as well as the Technology and Cybersecurity (Tech & Cyber) Committee of the Corporation.

Committee members Cheryl F. Campbell, Mark E. Ferguson III, W. Craig Fugate, Michael R. Niggli, and Dean L. Seavers, attended by video, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also participating by video at the beginning of the meeting were directors Rajat Bahri, Kerry W. Cooper, Jessica L. Denecour, Robert C. Flexon, Arno L. Harris, William L. Smith, Benjamin F. Wilson, and John M. Woolard, as well as Patricia K. Poppe, John R. Simon, Adam L. Wright, Francisco Benavides, Sumeet Singh, Ajay Waghray, Stephen J. Cairns, Robert S. Kenney, David S. Thomason, J. Ellen Conti, Jenny Kan, Sujata Pagedar, Martin Strasburger, Joe Yu, along with Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.]

Ms. Conti opened the meeting with brief remarks about meeting safety. Quorum present, Mr. Woolard, Chair, presided. Ms. Conti served as secretary of the meeting.

Mr. Singh provided an overview of cyber risk, one of the enterprise-level risks that requires Board oversight. His discussion included references to materials that had been provided to the Audit, CPP, SNO, and Tech & Cyber Committee members (Committee Members) in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Key Risk Indicators (KRIs), the current exposure trend and cybersecurity threats facing the Companies, and factors affecting the Companies' mitigation status. Mr. Strasburger then presented the Committee with a risk status summary which emphasized the continued effort to implement layers of protection to reduce both the likelihood and potential impact of a risk event. He discussed KRIs in further detail and the Committee Members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Alejandro T. Vallejo along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar) entered the meeting during the foregoing presentation.

Mr. Strasburger left the meeting at this point and Ms. Deborah W. Powell joined the meeting.

Mr. Singh presented an overview on Enterprise Records and Information Management (ERIM) risk, one of the enterprise level cross-cutting factors identified that requires Board oversight. Referring to meeting materials that were included for the Committees review, he discussed the complex nature of the risk and the critical management of records for compliant and safe operations. Mr. Vallejo gave a risk status summary and explained the programmatic and risk-informed approach that the Companies are taking to address ERIM risk. He described ongoing and planned management actions between ERIM and the Enterprise Data Management Program, that, managed holistically, will effectively mitigate related risks.

The Committee Members asked questions and discussed, among other things, the desire for an update on the Companies' risk assessment registry and a schedule for the Companies long-term goals regarding ERIM.

Mr. James M. Welsch and Ms. E. Christine Cowsert joined the meeting during the foregoing discussion.

Referring to meeting materials, Mr. Simon ad Mr. Vallejo presented an update to the Committee Members on PG&E's compliance program maturity and compliance performance. They discussed the compliance framework that PG&E implemented in 2016, based on the Federal Sentencing Guidelines, changes to maturity model assessments in recent years, and proposed levels of oversight of compliance risks to help determine work priorities. Mr. Vallejo presented a update regarding notices of violations (NOVs) and nonconformances (NCs) and discussed management's next steps, which included an effort by the Compliance and Ethics and Enterprise and Operational Risk Management teams to continue to integrate efforts to increase visibility on PG&E's highest operational and compliance risks. The Committee Members asked questions and discussed, among other matters, ways to reduce NOVs and NCs. Management committed to an update at a future meeting.

Mr. Welsch, Ms. Cowsert, Ms. Powell, Mr. Singh, Mr. Vallejo, and Ms. Pagedar left the meeting at this point, and Mr. Christopher A. Pezzola joined the meeting.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2021, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting. Among other things, he discussed the results of these audits, modifications to the IA 2021 audit plan, and the status of high-risk issues. The Committee Members asked questions about the status of audits and open issues.

Ms. Anderson, Mr. Bennett, Mr. Kalil, Mr. Keegan, and Mr. D. Smith left the meeting at this point.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE
PACIFIC GAS AND ELECTRIC COMPANY - April 21, 2021

[THE FOLLOWING PARAGRAPHS CONTAIN ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL INFORMATION.]

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Wright, Mr. Benavides, Mr. Waghray, Mr. Cairns, Mr. Kenney, Mr. Thomason, Mr. Pezzola, Mr. Yu, Ms. Kan, Ms. Conti, left the meeting, and the meeting continued in executive session with Mr. Bahri, Ms. Cooper, Ms. Denecour, Mr. Flexon, Mr. Smith, Mr. Wilson, Mr. Woolard, Ms. Poppe, and Mr. Simon present.

Following the executive session, the secretary was informed that the Committee further discussed various topics covered during the regular session of the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:05 p.m.

J. ELLEN CONTI
Secretary