

## PUBLIC UTILITIES COMMISSION

505 VAN NESS AVENUE



December 10, 2020

**Advice Letter 5700-E****AL 5817-E****AL 5899-E**

Erik Jacobson  
Director, Regulatory Relations  
Pacific Gas and Electric Company  
77 Beale Street, Mail Code B13U  
P.O. Box 770000  
San Francisco, California 94177

**SUBJECT: Quarterly Reports on WMP Implementation and Safety Culture in  
Compliance with Public Utilities Code Section 8389(e)(7)**

Dear Mr. Jacobson,

This disposition letter approves Pacific Gas and Electric Company's (PG&E's) Advice Letters (AL) 5700-E, 5817-E and 5899-E, effective as of the dates of their initial filing.

**Summary**

The Energy Division (ED), in consultation with the Wildfire Safety Division (WSD), has determined that each of the ALs complies with the statute by including the information required by Section 8389(e)(7). The Alliance for Nuclear Responsibility (A4NR) protest of AL 5700-E is moot.

**Background**

As required by Public Utilities Code Section 8389(e)(7), which was added by Assembly Bill (AB) 1054 on July 12, 2019, Pacific Gas and Electric (PG&E) filed a series of quarterly Tier 1 advice letters following the approval of its initial Safety Certification on August 23, 2019:

5700-E filed on November 27, 2019, covering the 3<sup>rd</sup> Quarter of 2019;  
5786-E filed on March 20, 2020, covering 4<sup>th</sup> Quarter 2019;<sup>1</sup>  
5817-E filed on April 30, 2020, covering 1<sup>st</sup> Quarter 2020;  
5899-E filed on July 31, 2020, covering 2<sup>nd</sup> Quarter 2020; and  
5984-E filed on October 28, 2020, covering 3<sup>rd</sup> Quarter of 2020.<sup>2</sup>

The purpose of these ALs is to comply with the requirements of 8389(e)(7) that the utility file a Tier 1 AL "on a quarterly basis that details the implementation of both its approved wildfire mitigation plan and recommendations of the most recent safety culture assessment, and a statement of

<sup>1</sup> AL 5786-E was approved by Energy Division on April 21, 2020.

<sup>2</sup> AL 5984-E was approved by Energy Division on December 8, 2020.

recommendations of the board of directors' safety committee meetings that occurred during the quarter." Section 8389(e)(7) also requires that the AL "shall summarize the implementation of safety committee recommendations from the electrical corporation's previous advice letter filing."

### **Protests**

On December 17, 2019, the Alliance for Nuclear Responsibility (A4NR) filed a timely protest of AL 5700-E, on the grounds that PG&E's filing was incomplete because it failed to include meeting minutes from the utility's Safety and Nuclear Operations Committee (SNOC) or minutes from meetings of the Board of Directors that addresses recommendations from SNOC.

The A4NR protest was not based on requirements of Section 8389(e)(7), but on Ordering Paragraph 2 of Decision (D.)19-06-008, which expanded reporting conditions imposed on PG&E in D.18-11-050 for quarterly reports to the Safety & Enforcement Division of certain information in compliance with the Safety Culture recommendations from NorthStar Consulting. Along with several other areas of information, D.19-06-008 additionally required PG&E in its quarterly reports to supply "non-confidential versions of the minutes of all board meetings and safety committee meetings."<sup>3</sup>

PG&E replied to the A4NR protest on December 20, 2019, stating: "A4NR errs in conflating the requirements of PG&E's filing pursuant to Section 8389(e)(7) with the requirements of D.19-06-008. Section 8389(e)(7) does not require PG&E to produce board minutes and, therefore, said minutes cannot be considered material such that an omission would give grounds to a valid protest. It is D.19-06-00[8] that requires PG&E to produce certain board and committee minutes in its quarterly compliance report to the Safety and Enforcement Division."

Additionally, PG&E stated that the meeting minutes were not yet available at the time it filed its quarterly report because they had not yet been edited and approved by the Board of Directors, and were therefore not yet available.

### **Discussion**

Subsequent to the filings related to AL 5700-E, PG&E also filed AL 5786-E, 5817-E, 5899-E, and 5984-E, also in compliance with Sec 8389(e)(7). AL 5786-E and AL 5817-E did include the redacted meeting minutes that were subject to the A4NR protest of AL 5700.

A4NR did not protest AL 5786-E, AL 5817-E, AL 5899-E or AL 5984-E.

A4NR's protest is out of scope, in that the statute does not impose the same requirements as D.18-11-050. In any event, it appears that alleged deficiency was cured via the subsequent filings in the later ALs. In all other respects, AL 5700-E and the subsequent ALs comply with the requirements of Section 8389(e)(7).

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<sup>3</sup> Issued in I.15-08-019, Order Instituting Investigation into Whether Pacific Gas and Electric Company's and PG&E Corporation's Organizational Governance and Culture Prioritize Safety. While this investigation remains open, it was supplanted on certain issues of Safety Governance and reporting by I.19-09-016, the Investigation to Consider the Ratemaking and Other Implications of a Proposed Plan for Resolution of Voluntary Case filed by Pacific Gas and Electric Company Pursuant to Chapter 11 of the Bankruptcy Code...

Erik Jacobson  
December 10, 2020  
Page 2

Staff contacted A4NR, which reported, "A4NR no longer considers these disclosures a live issue." The protest is therefore moot.

**Disposition**

The Energy Division (ED), in consultation with the Wildfire Safety Division (WSD), has determined that AL 5700-E, AL 5817-E and AL 5899-E comply with the statute by including the information required by Section 8389(e)(7), and that the Alliance for Nuclear Responsibility (A4NR) protest is moot. The ALs are effective as of their initial filing dates.

Sincerely,



Caroline Thomas Jacobs  
Director Wildfire Safety Division



Edward Randolph  
Deputy Executive Director for Energy and Climate Policy/  
Director, Energy Division

cc: Service Lists for I.15-08-019, I.19-09-016 and Service List for R.18-10-007  
John L. Geesman, Attorney for Alliance for Nuclear Responsibility,  
[john@dicksongeesman.com](mailto:john@dicksongeesman.com)

April 30, 2020

**Advice 5817-E**

(Pacific Gas and Electric Company ID U 39 E)

Public Utilities Commission of the State of California

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

Per Public Utilities Code Section 8389(e)(7), Pacific Gas and Electric Company (PG&E) hereby submits this Tier 1 Advice Letter (AL) detailing the status of its approved wildfire mitigation plan, recommendations of the most recent safety culture assessment, recommendations of the board of directors' safety committee meetings that occurred during the quarter, and a summary of the implementation of safety committee recommendations from the previous Advice Letter filing (if any), as well as other information to help illustrate the above.

**Purpose**

The purpose of this AL is to comply with Public Utilities Code (PUC) Section 8389(e)(7), established by California Assembly Bill (AB) 1054, for the first quarter of 2020—the third quarter following PG&E's receipt of its Initial Safety Certification on August 23, 2019.

**Background**

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

The electrical corporation is implementing its approved wildfire mitigation plan. The electric corporation shall file a Tier 1 advice letter on a quarterly basis that details the implementation of both its approved wildfire mitigation plan and recommendations of the most recent safety culture assessment, and a statement of the recommendations of the board of directors' safety committee meetings that occurred during the quarter. The advice letter shall also summarize the implementation of the safety committee recommendations from the electrical corporation's previous advice letter

filing. If the division has reason to doubt the veracity of the statements contained in the advice letter filing, it shall perform an audit of the issue of concern.

### **Q1 2020 Update**

#### **Implementation of Approved Wildfire Mitigation Plan (WMP)**

PG&E filed its 2020 WMP with the CPUC's Wildfire Safety Division (WSD) on February 7, 2020<sup>1</sup>. As of the end of the first quarter, the WSD's review of PG&E's (and other utility's) WMP remains underway with an anticipated approval in late May or early June. As such, PG&E does not have an approved 2020 WMP at this time. Nonetheless, PG&E committed to a number of specific targets in the proposed 2020 WMP and is working towards completing that work while the WMP is reviewed. Status against those key work targets for 2020 year-end completion through the end of the first quarter is below. Despite the impacts of COVID-19 mitigation measures, PG&E is generally on track through the end of the first quarter and remains committed to the original targets outlined in the 2020 WMP. PG&E's workplan incorporates a planned ramp up from the first quarter into increased work completion pace in the second and third quarter of the year.

Plan Area	Wildfire Mitigation Activity	Actual Units	Target Units	% Complete Through Q1
Vegetation Management	Enhanced Vegetation Management (line miles)	573	1,800	32%
Grid Design and System Hardening	System Hardening (line miles)	45	221	20%
	Butte County Rebuild (Underground line miles)	3	20	15%
	Temporary Microgrids (operationally ready microgrids)	0	4 to 10	0% <sup>2</sup>
	Distribution Segmentation (automated devices)	91	592	15%
	Transmission Line Switches	6	23	26%
Asset Management and Inspections	Transmission HFTD Enhanced Inspections (structures)	82	~22K	0% <sup>3</sup>
	Distribution HFTD Enhanced Inspections (poles)	4,450	~344K	1% <sup>3</sup>
	Substation HFTD Enhanced Inspections	0	~105	0% <sup>3</sup>
Situational Awareness	Weather Stations	36	400	9%
	HD Cameras	19	200	10%

<sup>1</sup> PG&E's 2020 WMP is available at [www.pge.com/wildfiremitigationplan](http://www.pge.com/wildfiremitigationplan).

<sup>2</sup> Preparation work is in flight for microgrids to reduce Public Safety Power Shutoffs (PSPS) customer impacts, units will not be confirmed until operationally ready.

<sup>3</sup> Asset Inspections planned to begin in earnest in the second quarter.

Implementation of the Recommendations of Most Recent Safety Culture Assessment.

On April 30, 2020, PG&E submitted its sixth Safety Culture and Governance quarterly report for the first quarter of 2020, in compliance with CPUC Decision 18-11-050. Attachment A, Safety Culture and Governance Quarterly Report No. 06-2020, details PG&E's implementation of recommendations from its most recent safety culture assessments.

Recommendations of Board of Directors Safety Committee Meetings During Q4 2019

The PG&E Board of Directors' Safety and Nuclear Oversight (SNO) Committee is an important part of PG&E's Board-level oversight of safety, enterprise risk, and other matters. A parallel SNO Committee also concurrently exists at the PG&E Corporation Board. Details regarding the SNO Committee's duties, composition, and activities were described in a prior quarter's advice letter (Advice Letter 5700-E) and are not repeated here.

During the first quarter of 2020, the SNO Committee (and the PG&E Corporation SNO Committee) met three times, on February 11, 2020 (concurrent session with the PG&E Corporation and PG&E Company Audit Committees), on February 20, 2020, and on March 27, 2020.

During the February 11, 2020 meeting, the SNO Committees and Audit Committees reviewed summaries of open high-risk audit issues with operational risks, including safety, and the status of action plans to address these issues. Examples include issues that were identified in Internal Audit's evaluation of controls and processes relating to: (1) access to customer gas facilities for atmospheric corrosion inspections, (2) electric transmission and distribution asset management, inspections, and repairs, (3) the electric and hydro Supervisory Control and Data Acquisition (SCADA) systems, (4) the brake inspection program for regulated vehicles and equipment, (5) contractor safety oversight and monitoring, and (6) monitoring and verification of "grade zero" gas distribution leak survey results.

During the February 20, 2020 joint meeting of the PG&E and PG&E Corporation SNO Committees, the Committees reviewed a safety report, which included a discussion of a serious injury or fatality (SIF) event, a safety tailboard presentation (similar in style and content to safety educational information provided to employees generally), and a review of the One PG&E Safety Plan. The Committees received and discussed a presentation relating to PSPS mitigation efforts as part of the 2020 WMP, a report regarding the Gas Operations Compliance and Risk Mitigation plan, and a report regarding the Generation line of business (LOB) operating results (including safety performance). The Committees reviewed summaries of two top enterprise risks – the risk of a loss of containment in gas facilities due to a cross bore event, and the risk of motor vehicle safety incidents involving PG&E vehicles or vehicles operated on behalf of PG&E – and a top enterprise risk topic

– records and information management. The Committees also received a written report on PG&E's 2019 safety program and performance.

During the March 27, 2020 joint meeting of the PG&E and PG&E Corporation SNO Committees, the Committees reviewed summaries of the following top enterprise risks: the risk of an employee workplace safety incident, the risk of a contractor workplace safety incident, and the risk of a loss of containment at a natural gas storage containment well or reservoir.

In addition, the SNO Committee made the following specific safety-related recommendations to management during the first quarter of 2020:

- Regularly provide the Committees PG&E's Days Away, Restricted or Transferred (DART) rate with 30-, 60-, and 90-day averages. Provide the Committees further updates on how leadership is faring in terms of improving results.
- Provide a cost/benefits analysis of new PG&E medical clinics in urban areas after rollout.
- Consider appropriateness of practices regarding disciplinary action decisions.
- Continue to expedite risk reduction activities relating to the potential consequences of a cross bore event (despite a low find rate that is consistent with the find rate of other utilities), recognizing that this will be a long-term process.
- Improve PG&E's ability to track commitments it is making in regulatory filings.
- Develop a comprehensive strategy for data integrity and records management, including IT solutions.
- Consider developing tools to simplify how employees work in the field with an eye towards reducing distractions among field workers.
- Review agreements with contractors to understand how safety is addressed, and evaluate whether the agreements appropriately incentivize and reward strong safety performance and penalize poor safety records.
- Understand and evaluate all types of safety infractions.

Implementation of Recommendations/Guidance and Direction disclosed in Advice Letter 5786-E

The following summarizes actions that management has taken to implement guidance and direction from the SNO Committees that was described in Advice Letter 5786-E for the fourth quarter of 2019.

- Recommendation #1: Notify the Audit and SNO Committees if any open high-risk issues in Internal Audit's third quarter 2019 report are not closed by the target dates identified in that report.

Management's response: Management has incorporated the recommended information into its periodic reports to the Committees regarding auditing results.

- Recommendation #2: Evaluate whether it is practical to have field employees work in pairs instead of alone, in light of potential threats to their safety (e.g., a recent incident where an employee was shot at, threats against PG&E and executives on social media, etc.), and report findings back to the Committees.

Management's response: Each of the three operational LOBs have conducted the recommended evaluation. Lone workers continue to exist in the Electric Operations LOB, Gas Operations LOB to a limited extent, and in the Power Generation LOB, and it is not practical to fully eliminate lone workers in all instances.

However, each LOB has policies in place to enhance employee safety – including for lone employees – in instances with heightened potential of third-party threats. In the case of PSPS, Power Generation leaders implemented a no lone worker expectation due to increased third-party aggressive behavior incidents with our employees in the field, and Gas Operations has instituted policies to pair employees up who are interacting with customers or are working in areas with known animosity towards PG&E. Electric Operations leaders support pairing up, as appropriate during increased periods of sensitivity and social unrest.

In addition, efforts to add individuals to crew complements must consider company efforts to maintain employee safety and social distancing in response to the COVID-19 pandemic.

- Recommendation #3: Analyze employee DART injuries to better understand factors affecting DART results (e.g., to discern whether there are patterns as to who is getting injured and/or the types of injuries) and report findings back to the Committees.

Management's Response: Management has conducted this analysis and is expected to provide its findings to the SNO Committees in the next quarter. The Safety and Health department analyzed 2019 DART case data, looking at the number of cases and DART rates, distribution of cases and rates among business lines, location of cases, nature of injuries, and types of occupations with the highest number of cases, and the distribution of DART cases during 2015-2019 in different age groups and different levels of experience. These results indicated that certain populations of employees were experiencing higher incidences of DART cases than others, and that the majority of DART cases were due to sprains and strains.



To address the findings, several efforts are underway to review the populations with higher DART cases and enhance injury prevention services and early intervention care for employees, many of which have been discussed with the SNO Committees.

- Recommendation #4: Consider adding Customer Care and IT data to the “LOB Level 2 Breakdown” information in the Safety Performance Review materials that are provided to the SNO Committees, and report any decisions back to the Committees.

Management's Response: Management has added the requested information to its safety review materials for the Committees.

### **Protests**

Anyone wishing to protest this submittal may do so by letter sent via U.S. mail, facsimile or E-mail, no later than May 20, 2020, which is 20 days after the date of this submittal. Protests must be submitted to:

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

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

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

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

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

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

Any person (including individuals, groups, or organizations) may protest or respond to an advice letter (General Order 96-B, Section 7.4). The protest shall contain the following information: specification of the advice letter protested; grounds for the protest; supporting

factual information or legal argument; name, telephone number, postal address, and (where appropriate) e-mail address of the protestant; and statement that the protest was sent to the utility no later than the day on which the protest was submitted to the reviewing Industry Division (General Order 96-B, Section 3.11).

**Effective Date**

PG&E requests that this Tier 1 advice submittal become effective upon date of submittal, which is April 30, 2020.

**Notice**

In accordance with General Order 96-B, Section IV, a copy of this advice letter is being sent electronically and via U.S. mail to parties shown on the attached list and the parties on the service list for R.18-10-007, R.18-12-005, and I.15-08-019. Address changes to the General Order 96-B service list should be directed to PG&E at email address PGETariffs@pge.com. For changes to any other service list, please contact the Commission's Process Office at (415) 703-2021 or at Process\_Office@cpuc.ca.gov. Send all electronic approvals to PGETariffs@pge.com. Advice letter submittals can also be accessed electronically at: <http://www.pge.com/tariffs/>.

\_\_\_\_\_/S/

Erik Jacobson  
Director, Regulatory Relations

**Attachment:**

Attachment A: Safety and Culture Governance Quarterly Report

cc: Service Lists R.18-10-007, R.18-12-005, and I.15-08-019



## ADVICE LETTER SUMMARY

ENERGY UTILITY



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

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

Utility type:

☒ ELC ☐ GAS ☐ WATER  
☐ PLC ☐ HEAT

Contact Person: Kimberly Loo

Phone #: (415)973-4587

E-mail: PGETariffs@pge.com

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

EXPLANATION OF UTILITY TYPE

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

(Date Submitted / Received Stamp by CPUC)

Advice Letter (AL) #: 5817-E

Tier Designation: 1

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

Keywords (choose from CPUC listing): Compliance

AL Type: ☐ Monthly ☒ Quarterly ☐ Annual ☐ One-Time ☐ Other:

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

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

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

Confidential treatment requested? ☐ Yes ☒ No

If yes, specification of confidential information:

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

Resolution required? ☐ Yes ☒ No

Requested effective date: 4/30/20

No. of tariff sheets: 0

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

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

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

Tariff schedules affected: N/A

Service affected and changes proposed<sup>1</sup>: N/A

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

<sup>1</sup>Discuss in AL if more space is needed.

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

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

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

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

Clear Form

## **Attachment A**

### **Safety and Culture Governance Quarterly Report**

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**PACIFIC GAS AND ELECTRIC COMPANY**  
**SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT**  
**NO. 06-2020**  
**IN COMPLIANCE WITH CPUC DECISION 18-11-050**  
**SUBMITTED APRIL 30, 2020**

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PACIFIC GAS AND ELECTRIC COMPANY  
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT  
NO. 06-2020  
IN COMPLIANCE WITH CPUC DECISION 18-11-050  
SUBMITTED APRIL 30, 2020

TABLE OF CONTENTS

I.	Introduction.....	1
II.	Executive Summary.....	1
III.	Sustainability Update .....	3
	A. Ongoing Execution and Sustainability .....	4
	B. Additional NorthStar Recommendations.....	6
	C. Changes to PG&E Execution of Plans.....	10
IV.	Board of Directors Reporting.....	11
	A. BOD and SNO Committee Meeting Minutes .....	11
	B. BOD Safety-Related Training .....	12
V.	One PG&E Occupational Health and Safety Plan and Key Safety Metrics.....	13
	A. Introduction .....	13
	B. Employee Safety .....	13
	1. Safety Management System.....	13
	2. Musculoskeletal Disorders (MSD), Sprains and Strains .....	14
	3. Safety Leadership .....	16
	4. Serious Injury and Fatality Prevention .....	16
	5. Injury Management.....	17
	6. Health and Wellness .....	18
	C. Contractor Safety .....	21
	D. Motor Vehicle Safety .....	23
	E. Conclusion .....	25

**PACIFIC GAS AND ELECTRIC COMPANY  
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT  
NO. 06-2020  
IN COMPLIANCE WITH CPUC DECISION 18-11-050**

**I. Introduction**

Pacific Gas and Electric Company (PG&E or the Company) submits this sixth Safety Culture and Governance Quarterly Report (Report) in compliance with California Public Utilities Commission (CPUC or Commission) Decision (D.) 18-11-050.<sup>1</sup> In that decision, the Commission directed PG&E to implement the recommendations of the Commission's Safety and Enforcement Division (SED), as set forth in a report prepared by NorthStar Consulting Group (NorthStar), no later than July 1, 2019, and to serve quarterly reports on the status of its implementation and ongoing execution to the service list for this proceeding. In addition, in compliance with D. 19-06-008, adopted by the Commission on June 13, 2019, PG&E and PG&E Corporation also provide details of safety-specific training, education, and support given to the PG&E and PG&E Corporation Boards of Directors (BODs).

This Report provides an update on PG&E's ongoing execution and sustainability of NorthStar's recommendations between January 1, 2020 and March 31, 2020. Additionally, this Report discusses the BODs' safety training, education, and support for the same time period, and the One PG&E Occupational Health and Safety Plan<sup>2</sup> (One PG&E Plan) and associated safety performance metrics.

This Report is organized as follows:

- Executive Summary
- Sustainability Update
- Board of Directors' Reporting
- One PG&E Plan and Key Safety Metrics

**II. Executive Summary**

In this sixth update to the Commission, PG&E certifies the ongoing execution of NorthStar's recommendations that are summarized in Section III of the Report.

As part of PG&E's commitment to strengthening public and workforce safety, Francisco Benavides was appointed as Vice President and Chief Safety Officer (CSO) by the BODs for both PG&E Corporation and the Utility effective March 9. Mr. Benavides brings over 30 years of experience to PG&E and has held senior

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<sup>1</sup> See Order Instituting Investigation (OII) on the Commission's Own Motion to Determine Whether Pacific Gas and Electric Company and PG&E Corporation's Organizational Culture and Governance Prioritize Safety (I.15-08-019).

<sup>2</sup> The One PG&E Occupational Health and Safety Plan is reviewed annually.



leadership positions over safety, health and environmental functions with global companies. Mr. Benavides reports directly to PG&E Corporation's Chief Executive Officer (CEO) and the BODs' Safety and Nuclear Oversight (SNO) Committees. Mr. Benavides is responsible for developing the company's workforce and public safety strategy.

During the first quarter of 2020, PG&E experienced three serious injuries or fatalities (SIF). One contract employee lost his life and two employees sustained serious injuries. This is unacceptable. No one should lose their life or sustain a life-threatening or life-altering injury while performing work for PG&E. PG&E is taking actions to bring a sense of urgency, improve the investigation process and increase the data collection on the cause of incidents. PG&E will implement strategies to reduce serious injuries and the rate of high-potential incidents as a part of a multi-year safety strategy being developed by the new CSO.

To improve workforce safety and learn from safety incidents as soon as they occur, PG&E has improved its communication process with a Safety Flash. The goal of the Safety Flash is to increase enterprise learning opportunities by rapidly sharing safety incidents and key takeaways with employees to prevent recurring safety incidents. The focus is on safety incidents arising from hazards that exist in more than one Line of Business (LOB).

A key part of PG&E's safety efforts involves the Leader in the Field (LIF) program, which has a goal of ensuring that field-facing supervisors make a time commitment of 50% of base hours to provide safety and quality at the source of the work we execute. Across all supervisors, year-to-date time in the field has increased from 27% to 33%. For managers, year-to-date performance similarly improved from 16% to 18%. Within the specific LOBs: Power Generation time in the field increased from 38% to 39%, Electric Operations increased from 28% to 35%, and Gas Operation increased from 24% to 30%. In light of the recent stay-at-home orders issued due to the COVID-19 pandemic, PG&E leaders with field personnel that provides essential services are utilizing virtual meetings when possible and following social distancing practices when in the field to protect the health and safety of PG&E employees and customers.

Another part of PG&E's overarching strategy for workforce safety is to improve access to health care for our employees at the time they need it. Getting quicker care has shown to reduce the severity of injuries. On January 21, 2020, we started deploying Mobile Medics in locations across our service area with the highest occupational injury risk. The Mobile Medics service dispatches an Emergency Medical Technician (EMT) to employees who report an injury where they are at the time of the injury, whether it be in the field at a job site or at a PG&E work facility. The EMT provides an evaluation, first aid care and telemedicine. If a higher level of care is necessary, the EMT will refer the employee to a health clinic. By the end of March, Mobile Medics services were available in Fresno and Sacramento; future locations include Auburn, Stockton, Paradise, San Jose, Bakersfield and Santa Rosa areas. PG&E will review implementation data on the roll-out and will provide an update in the next Report.

In 2019, PG&E formed the Independent Safety Oversight Committee (ISOC) to provide external oversight of our safe work practices. In the first quarter of 2020, PG&E responded to a report by the ISOC, described in the prior quarterly Report.<sup>3</sup> The first ISOC report focused on processes related to wildfire public safety risks in Electric Operations. The ISOC team evaluated five programs: Enhanced Vegetation Management; System Hardening; the Wildfire Safety Inspection program; the Public Safety Power Shutoff program; and real time monitoring and intelligence. The major areas for improvement identified by the ISOC were the lack of effective collaboration within PG&E and with external stakeholders on permitting practices, lack of effective work and resource planning, lack of accurate and trustworthy data, and lack of effective change management. PG&E appointed owners for each of these areas during the first quarter of 2020 in order to develop and execute a gap closure plan and liaised with the ISOC on the proposed plans. The action owners began reporting out progress on these plans to the Utility CEO and the CSO. The ISOC team will review progress against that gap closure plan in subsequent meetings with PG&E.

In D.19-06-008, the Commission directed PG&E to provide certain BOD-related information “in the quarterly reports submitted to SED pursuant to D.18-11-050.” Information in compliance with this requirement is provided in Section IV of this Report.

Consistent with PG&E’s previous quarterly Reports, Section V of this Report has a progress update on the One PG&E Plan, including first quarter safety performance.

Attachment 1 to this Report provides a Glossary of Safety Terms.

Attachment 2 to this Report includes approved BOD and SNO Committee meeting minutes.

### **III. Sustainability Update**

PG&E continues to execute on NorthStar’s recommendations and has verified the sustainability of its Safety OII plans for the period of January 1, 2020, through March 31, 2020. Temporary gaps occurred in the execution of one PG&E Safety OII plan (F-5\_Best Practice Coordination, which includes IV-5\_IV-6\_IV-7\_V-1\_V-2\_V-5), and PG&E has taken actions to address them as described in Section III (C).

All but two PG&E Safety OII plans are considered implemented and ongoing, and compliance with the NorthStar recommendations is certified by the Plan Owners and Sponsors quarterly. The two plans that do not require ongoing

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<sup>3</sup> See PG&E’s “Safety Culture and Governance Quarterly Report No. 05-2019,” submitted on January 31, 2020.

execution are IX-4 Speak-up Effectiveness<sup>4</sup> and VIII-8 OQ Feasibility Study,<sup>5</sup> with a one-time compliance certification in the fourth quarter of 2019.

Compliance certifications for the first quarter of 2020 are shown in Table 1 below, and the status of the additional NorthStar recommendations is provided in Table 2.

#### A. Ongoing Execution and Sustainability

**Table 1**  
**Matrix of Sustainability Plans<sup>6</sup>**

	PG&E Implementation Plan	Certification Due Date	Certification Status <sup>7</sup>	Approver	Initial Implementation
1	Safety Culture and Governance OII - F-2 Supv in the Field includes V-4	03/31/2020	Certified	Jan Nimick	Report No. 04-2019
2	Safety Culture and Governance OII - F-3 SLD includes VIII-1	03/31/2020	Certified	Chris Pickett	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	03/31/2020	Certified	Jan Nimick	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	03/31/2020	Not Certified <sup>8</sup>	Roy Vlaovich	Report No. 01-2018
5	Safety Culture and Governance OII - III-1 Board Qualifications	03/31/2020	Certified	Brian Wong	Report No. 01-2018
6	Safety Culture and Governance OII - IV-2 CSO Org Position	03/31/2020	Certified	Brian Wong	Report No. 01-2018
7	Safety Culture and Governance OII - F-1 OII Implementation Plan	03/31/2020	Certified	Jan Nimick	Report No. 01-2018
8	Safety Culture and Governance OII - IX-1 Safety Communication	03/31/2020	Certified	Keith Stephens	Report No. 01-2018
9	Safety Culture and Governance OII - IX-2 Safety Culture Metrics	03/31/2020	Certified	David Hatton	Report No. 01-2018
10	Safety Culture and Governance OII - IX-3 Reach Every Employee	03/31/2020	Certified	Julie Kane	Report No. 01-2018
11	Safety Culture and Governance OII - III-5 IA Safety Role	03/31/2020	Certified	Stephen Cairns	Report No. 01-2018

<sup>4</sup> See completion narrative in PG&E's "Safety Culture and Governance Quarterly Report No. 01-2018", submitted on December 30, 2018.

<sup>5</sup> See completion narrative in PG&E's "Safety Culture and Governance Quarterly Report No. 03-2019", submitted on July 31, 2019.

<sup>6</sup> 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). See implementation details in Table 2.

<sup>7</sup> MetricStream compliance certification status.

<sup>8</sup> See description of the identified gaps and remediation plan in Section III (C) below.

	<b>PG&amp;E Implementation Plan</b>	<b>Certification Due Date</b>	<b>Certification Status<sup>7</sup></b>	<b>Approver</b>	<b>Initial Implementation</b>
12	Safety Culture and Governance OII - IV-3 _Safety Dept Roles and Responsibilities_ includes IV-4	03/31/2020	Certified	Jan Nimick	Report No. 01-2018
13	Safety Culture and Governance OII - IV-1 CSO Experience	03/31/2020	Certified	Jan Nimick	Report No. 01-2018
14	Safety Culture and Governance OII - VI-1 _Separate Safety Expenditures-RAMP	03/31/2020	Certified	Stephanie Williams	Report No. 01-2018
15	Safety Culture and Governance OII - VI- 2 Safety IPP includes III-4	03/31/2020	Certified	Jan Nimick	Report No. 02-2019
16	Safety Culture and Governance OII - VI-3 Risk and Bus Case Planning	03/31/2020	Certified	Jan Nimick	Report No. 02-2019
17	Safety Culture and Governance OII - VI-4 PPM for Power Gen	03/31/2020	Certified	Andrew Abranches	Report No. 03-2019
18	Safety Culture and Governance OII - VI-5 _Session D Link to Sessions 1 and 2	03/31/2020	Certified	Janaize Markland	Report No. 02-2019
19	Safety Culture and Governance OII - VII-1 _STIP and LTIP Metrics includes VII-4 VII-5	03/31/2020	Certified	John Lowe	Report No. 02-2019
20	Safety Culture and Governance OII - VII-2 Former STIP metric tracking	03/31/2020	Certified	Stephanie Williams	Report No. 01-2018
21	Safety Culture and Governance OII - VII-3 LTIP Safety Weight	03/31/2020	Certified	John Lowe	Report No. 02-2019
22	Safety Culture and Governance OII - VII-6 BPR Metrics	03/31/2020	Certified	Stephanie Williams	Report No. 01-2018
23	Safety Culture and Governance OII - VII-7 _Expanded Best Practice Sharing	03/31/2020	Certified	Jan Nimick	Report No. 02-2019
24	Safety Culture and Governance OII - VIII-10 _PwrGen Training Completion	03/31/2020	Certified	Chris Pickett	Report No. 01-2018
25	Safety Culture and Governance OII - VIII-11 PwrGen Refresher Training	03/31/2020	Certified	Chris Pickett	Report No. 03-2019
26	Safety Culture and Governance OII - VIII-2 Field-first Training Profiles	03/31/2020	Certified	Chris Pickett	Report No. 03-2019
27	Safety Culture and Governance OII - VIII-3 SLD 360	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
28	Safety Culture and Governance OII - VIII-4 _Mandatory Refresher Training	03/31/2020	Certified	Chris Pickett	Report No. 03-2019
29	Safety Culture and Governance OII - VIII-5 Human Performance Training	03/31/2020	Certified	Chris Pickett	Report No. 03-2019
30	Safety Culture and Governance OII - VIII-6 OQ Status Reporting	03/31/2020	Certified	Evelina Cowser	Report No. 01-2018
31	Safety Culture and Governance OII - VIII-7 2014 OQ Review	03/31/2020	Certified	Evelina Cowser	Report No. 03-2019
32	Safety Culture and Governance OII - VIII-9 PwrGen Apprentice Program	03/31/2020	Certified	Chris Pickett	Report No. 03-2019
33	Safety Culture and Governance OII - X-1 SEMS-CAP Integration	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018

	PG&E Implementation Plan	Certification Due Date	Certification Status <sup>7</sup>	Approver	Initial Implementation
34	Safety Culture and Governance OII - X-2 _CAP-NH Costs and Benefits	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
35	Safety Culture and Governance OII - X-3 _CAP-NH Reporting Benefits	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
36	Safety Culture and Governance OII - X-4 _IA Review of Serious Incident Investigations	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
37	Safety Culture and Governance OII - X-5 _WGE Documentation Improvement	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
38	Safety Culture and Governance OII - X-6 _Central Repository for Investigation info	03/31/2020	Certified	Wayne Edmiston	Report No. 01-2018
39	Safety Culture and Governance OII - X-7 _ Safety Communication Protocol	03/31/2020	Certified	Diane Thurman	Report No. 01-2018
40	Safety Culture and Governance OII - X-8 _Cause Evaluation Process includes X-9	03/31/2020	Certified	Wayne Edmiston	Report No. 02-2019
41	Safety Culture and Governance OII - XI-1 _Surprise Inspections for Cont Safety	03/31/2020	Certified	Roy Vlaovich	Report No. 01-2018
42	Safety Culture and Governance OII - XI-2 _Solely Responsible Cont Language	03/31/2020	Certified	Jamie Martin	Report No. 01-2018
43	Safety Culture and Governance OII - XI-3 _Cont Incident Closure Criteria	03/31/2020	Certified	Roy Vlaovich	Report No. 01-2018
44	Safety Culture and Governance OII - XI-4 _Cont Safety best Practice Sharing	03/31/2020	Certified	Roy Vlaovich	Report No. 02-2019
45	Safety Culture and Governance OII - XI-5 _LOB Guidelines for Cont Safety	03/31/2020	Certified	Roy Vlaovich	Report No. 02-2019
46	Safety Culture and Governance OII - XI-6 _PwrGen Contractor On-boarding	03/31/2020	Certified	Jan Nimick	Report No. 01-2018
47	Safety Culture and Governance OII - V-6 _Reduce Overall Mileage	03/31/2020	Certified	Paula Gerfen	Report No. 02-2019

## 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,<sup>9</sup> and included a set of additional recommendations in the NorthStar Report - First Update.<sup>10</sup> PG&E agreed with the additional recommendations and embraced the opportunity to further improve its safety culture and governance. Details and supporting documentation related to these additional recommendations were provided to NorthStar in response to data

<sup>9</sup> NorthStar Report, issued on May 8, 2017.

<sup>10</sup> NorthStar Report - First Update, issued on March 29, 2019.

request # 1087, submitted on December 17, 2019. The current status of PG&E's implementation of these additional recommendations is provided in Table 2 below.

Three additional recommendations under PG&E's Safety OII plan F-2 Supervisors in the Field, which includes V-4, are still being implemented.

- *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.*

PG&E continues to increase the number of leaders in Electric Operations, Gas Operations, and Power Generation, and to focus on increasing the understanding of the importance of leaders spending more time in the field. In the first quarter of 2020, the three organizations added a total of 48 leaders, thus decreasing the span of direct reports. Quarterly reports from Human Resources Data Analytics show that less than 10% of leaders are out of span as of this Report.

- *Move completed work review to the jobsite, allowing for immediate feedback before electronic records and paperwork are finalized.*

As a standard practice, Gas Operations and Power Generation review work as it is being performed, allowing for supervisor jobsite work review and immediate feedback, therefore having a "completed work review."

As NorthStar noted, Electric Operation's two-step practice to a completed work review, which includes a return to the work site to assess quality, may impact the supervisors' time in the field. To address the comment, the System Inspection group is actively piloting an approach to limit the need for supervisor "post work review" in the field. System Inspections is implementing mobile technology to enable work quality analysis and data trending, without "post work review" or field work verification. This shift will allow for the number of supervisor post-work field verification to be reduced, allowing supervisors to have more time with their crews.

- *Reduce travel requirements for field personnel and supervisors who are frequently assigned to work or attend meetings outside their normal work locations.*

PG&E has reduced the frequency of travel and added remote attendance options for large business meetings, such as All Hands and All Employee Calls. PG&E has also worked to provide regionalized sessions for key in-person meetings such as Safety Summits, Grassroots Safety Meetings, Listening Sessions, and Workplan Overviews. These shifts in leadership practice help limit the travel demand on field leaders while still including them in core business discussions.

Additionally, PG&E's Plan of Reorganization provides a vision of regionalized operating structures. This will help to reduce the demand for out-of-area travel to meetings.

**Table 2**  
**Matrix of Additional NorthStar Recommendations and**  
**PG&E's Implementation Status**

	<b>PG&amp;E Implementation Plan</b>	<b>NorthStar Recommendation</b>	<b>Status</b>
<b>1</b>	<b>F-1_OII Implementation Plan</b>	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
<b>2</b>	<b>F-1_OII Implementation Plan</b>	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
<b>3</b>	<b>F-1_OII Implementation Plan</b>	Develop processes to ensure the sustainability of the implementation of NorthStar's recommendations.	Implemented Under Existing Plan
<b>4</b>	<b>F-1_OII Implementation Plan</b>	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
<b>5</b>	<b>F-1_OII Implementation Plan</b>	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
<b>6</b>	<b>F-4 Comprehensive Safety Strategy _includes III-2_III- 3_V-3</b>	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
<b>7</b>	<b>F-4 Comprehensive Safety Strategy _includes III-2_III- 3_V-3</b>	Communicate results of Internal Audit (IA) safety-related audits and LOB management response to Safety, Health and Enterprise CAP (reporting to the CSO).	Milestones Complete
<b>8</b>	<b>F-4 Comprehensive Safety Strategy _includes III-2_III- 3_V-3</b>	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
<b>9</b>	<b>F-4 Comprehensive Safety Strategy _includes III-2_III- 3_V-3</b>	Conduct an annual (or biennial) blue sky strategic safety planning exercise to concentrate on the changing environment, potential risks and threats. The exercise should force a comprehensive analysis of all safety-related opportunities and threats and a formal, proactive action plan. The planning exercise should: <ul style="list-style-type: none"> <li>• Consider the environmental, financial, political, technological, infrastructure, public, workforce and other risks and safety advancements.</li> <li>• Include executives, management and potentially the BODs.</li> <li>• Be facilitated by an outside expert.</li> <li>• Cover ALL potential contributors to safety.</li> </ul>	Implemented Under Existing Plan
<b>10</b>	<b>F-2_Supv in the Field_includes V-4</b>	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.	Plan in Progress

	<b>PG&amp;E Implementation Plan</b>	<b>NorthStar Recommendation</b>	<b>Status</b>
11	<b>F-2_Supv in the Field_includes V-4</b>	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	<b>F-2_Supv in the Field_includes V-4</b>	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	<b>F-2_Supv in the Field_includes V-4</b>	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	<b>F-2_Supv in the Field_includes V-4</b>	Move completed work review to the jobsite, allowing for immediate feedback before electronic records and paperwork are finalized.	Plan in Progress
15	<b>F-2_Supv in the Field_includes V-4</b>	Reduce travel requirements for field personnel and supervisors who are frequently assigned to work or attend meetings outside their normal work locations.	Plan in Progress
16	<b>F-3_SLD_includes VIII-1</b>	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
17	<b>F-3_SLD_includes VIII-1</b>	On an annual basis, revise Safety Leadership Development (SLD) training to address any areas of concern identified in the review of SafetyNet observation data.	Milestones Complete
18	<b>III-1_Board Qualifications</b>	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	<b>III-1_Board Qualifications</b>	Continue to update the BOD on safety and other significant industry issues.	Implemented Under Existing Plan
20	<b>III-1_Board Qualifications</b>	Encourage BOD members to inquire and challenge PG&E executives to ensure a robust governance process. Revise PG&E Corp.'s Governance Guidelines to include expectations for Directors. As an example, see the Sempra Energy Corporate Governance Guidelines. Among other items, the Sempra Energy Guidelines include the following: <ul style="list-style-type: none"> <li>• Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management.</li> <li>• 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....</li> <li>• 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.</li> </ul>	Milestones Complete



	<b>PG&amp;E Implementation Plan</b>	<b>NorthStar Recommendation</b>	<b>Status</b>
<b>21</b>	<b>IX-1_Safety Communication</b>	Implement the recommendations identified in the outside vendor's communications audit.	Milestones Complete
<b>22</b>	<b>IX-1_Safety Communication</b>	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.

- Under PG&E's Safety OII plan F-5\_Best Practice Coordination, which includes IV-5\_IV-6\_IV-7\_V-1\_V-2\_V-5 recommendations, Electric Operations hired approximately 50 Field Safety Specialist (FSS) at the end of 2019 to primarily perform contractor safety observations to replace contract FSS. During the first quarter of 2020, PG&E identified areas in which these recommendations were not being followed due to a lack of awareness of the requirements. To ensure that all LOBs are aware of the NorthStar recommendations, Safety, Health, ECAP and DOT (SHED) will reiterate these requirements by utilizing Daily Digest. Additionally, SHED is working with Electric Operations to resolve the areas of concern.
  - IV-6, Roles and Responsibilities - A highly detailed division of safety responsibilities was created and utilized, but with the establishment of the Electric Operations FSS team and the re-purposing of the SHED FSS team, it is no longer applicable. Discussions have begun and a refreshed, high-level division of responsibilities has been agreed to.
  - IV-7 and V-5, Training - SHED developed a five-year training plan consistent with the response to these Safety OII recommendations. Electric Operations will create a training plan to meet this requirement. SHED will develop a process to close the awareness gap.
  - IV-5, Safety Certifications - SHED committed to either hiring new FSS with safety certifications or requiring them to obtain such certifications within one year of hire. Electric Operations will have all FSS obtain a Certified Utility Safety Professional (CUSP) certification during 2020. A control in the hiring process is being implemented. The job profiles for the FSS job family have been updated with the certification requirements. These will be published in May 2020 and all other FSS job descriptions will be removed from the system.
  - F-5, Greater Coordination between Corporate Safety and LOBs - A regular weekly coordination meeting was established as part of the initial implementation of this recommendation. Due to personnel changes in late 2019, this meeting ceased but frequent ad-hoc communication continued. Beginning in May 2020, a similar meeting will be reinstated.

- V1, Best Practices and V-5 Safety Support at the Supervisor/Foreperson Level - Both recommendations were unaffected by the changes.
- PG&E anticipates changes to Safety Oil plan VII-1 - STIP and LTIP Metrics, which includes VII-4 and VII-5. Currently, PG&E does not have 2020 Short Term Incentive Plan (STIP) that has received Bankruptcy Court approval. As required under the Chapter 11 reorganization filing, a proposed STIP plan for 2020 was submitted to the Bankruptcy court on January 31, 2020.

#### **IV. 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.<sup>11</sup>

##### **A. BOD and SNO Committee Meeting Minutes**

Attachment 2 to this Report includes non-confidential versions of approved minutes for the following BOD or SNO Committee meetings that were held on or after June 13, 2019,<sup>12</sup> 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 were held concurrently on the following dates:

October 4, 2019
October 11, 2019
October 17, 2019
October 24, 2019
October 27, 2019
November 1, 2019
November 6, 2019
November 12, 2019
November 15, 2019
November 16, 2019
November 21, 2019
December 2, 2019
December 4, 2019
December 5, 2019
December 10-11, 2019
December 12, 2019

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<sup>11</sup> D.19-06-008, *mimeo*, p. 4

<sup>12</sup> Effective date of D.19-06-008.

December 13, 2019
December 15, 2019
December 19, 2019
December 30, 2019

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

November 19, 2019 (concurrent with Audit and CPP Committees)
December 10, 2019

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 first quarter of 2020, consistent with the directors’ commitment to each conduct at least three site visits per year, non-employee directors of PG&E and PG&E Corporation made various field visits and facility tours to meet with employees, observe employees and contractors performing work in the field, and tour safety training facilities and operating facilities. Activities during the first quarter of 2020 included individual directors (1) visiting various job sites to observe locate and mark work and other gas and electric work, and (2) visiting the Sacramento Customer Contact Center and meeting with customer service employees.
- In January 2020, the PG&E Corporation Compliance and Public Policy (CPP) Committee received a report on PG&E’s fourth quarter 2019 Wildfire Safety Plan progress.
- In February 2020, the PG&E Corporation CPP Committee reviewed a draft of the Committee’s fourth quarter 2019 oversight report to the BODs on PG&E’s progress against its Wildfire Safety Plan.
- In January and February 2020, the PG&E Corporation CPP Committee received a report regarding the companies’ Wildfire Mitigation Plan.
- In February 2020, the Audit Committees and the SNO Committees reviewed summaries of open high-risk audit issues with operational risks, including safety, and the status of action plans to address these issues: (1) the electric and hydro Supervisory Control and Data Acquisition systems, (2) the brake inspection program for regulated vehicles and equipment, (3) electric transmission and distribution asset management, inspection, and repairs, (4) contractor safety oversight in gas operations and power generation, (5) access for atmospheric corrosion inspections, and (6) distribution leak surveys.

- In February 2020, the PG&E Corporation CPP Committee received a report on the wildfire maturity model.
- In February 2020, the SNO Committees received a safety report, which included a review of the One PG&E Safety Plan and a serious injury and fatality update.
- In February 2020, the SNO Committees also received a report regarding public safety power shutoff mitigation efforts under the Wildfire Mitigation Plan.
- In February 2020, the SNO Committees also received reports on top enterprise risk topics and enterprise risks, including cybersecurity, cross-core loss of containment from gas distribution facilities, records and information management, and motor vehicle safety incidents.
- In February 2020, the BODs received the PG&E Corporation CPP Committee's fourth quarter 2019 oversight report on PG&E's progress against its Wildfire Safety Plan.
- In March 2020, the SNO Committees received reports on top enterprise risk topics and enterprise risks, including potential loss of containment at natural gas storage wells or reservoirs, employee workforce safety incidents, and contractor workforce safety incidents.
- During the first quarter of 2020, in-person regular meetings of the BODs and the SNO Committees included a safety tailboard similar to those presented to employees. Topics covered during the first quarter of 2020 included (1) rattlesnake awareness and (2) poison oak prevention and awareness.

## **V. One PG&E Occupational Health and Safety Plan and Key Safety Metrics**

### **A. Introduction**

The One PG&E Plan encompasses Employee Safety, Contractor Safety, Motor Vehicle Safety, and the Enterprise Safety Management System (ESMS), as well as eight focus areas to facilitate execution and reporting. The One PG&E Safety Plan was revised and reviewed on February 20, 2020. As the CSO sets the Company's workforce safety strategy going forward, this plan will continue to be factored in.

### **B. Employee Safety**

#### **1. Safety Management System**

PG&E is committed to developing and adopting the ESMS to define how PG&E consistently manages all safety domains under a single, comprehensive governance framework. The ESMS will establish governance and oversight of public safety practices, which primarily includes asset management; occupational health and safety practices, which primarily affect workforce safety; environmental management practices; and safety-related business functions, which support the practices outlined above. See Table 3 for progress in the first quarter of 2020.

**Table 3**

Work stream	Objectives	Q1 2020 Progress
Implement Enterprise Safety Management System	<ul style="list-style-type: none"> <li>•Implement the ESMS by 2022.</li> <li>•Including third party certification.</li> </ul>	<ul style="list-style-type: none"> <li>•Drafted key policies and standards to define the ESMS for the company.</li> </ul>
Independent Safety Oversight Committee	<ul style="list-style-type: none"> <li>•Implement an ISOC to provide safety assurance across PG&amp;E by December 31, 2020.</li> </ul>	<ul style="list-style-type: none"> <li>•Received and responded to initial ISOC report covering Electric Operations.</li> <li>•Published enterprise ISOC standard.</li> <li>•Confirmed ISOC visit schedule and members for 2020 visits and implementation (impact of coronavirus TBD).</li> </ul>
Management of Change	<ul style="list-style-type: none"> <li>•Implement Management of Change (MOC) software within Gas Operations by December 31, 2020.</li> <li>•Implement MOC software in its Electric Operations and Dam Operations by December 31, 2021.</li> <li>•Provide an annual report on the procurement, development, and implementation of MOC software for PG&amp;E's operations to the SED and the Office of the Safety Advocates (OSA) at the CPUC and/or OSA's successor.</li> <li>•The first report will cover activities performed during 2020 and be presented to SED, OSA, and/or OSA's successor by July 1, 2021.</li> </ul>	<ul style="list-style-type: none"> <li>•Drafted a policy and standard for enterprise MOC that defines MOC requirements for implementation in a software system.</li> <li>•Established an owner for enterprise MOC implementation.</li> </ul>
Safety Culture	<ul style="list-style-type: none"> <li>•Implement a safety culture consistent with safety leadership commitments.</li> </ul>	<ul style="list-style-type: none"> <li>•Drafted definition of safety culture around safety values and actions.</li> <li>•Established an owner for enterprise safety values and actions implementation.</li> </ul>

## 2. Musculoskeletal Disorders (MSD), Sprains and Strains

PG&E's MSD program supports the prevention of injury through changes and re-design of key programs such as office, vehicle, industrial ergonomics, and the Industrial Athlete program. These programs are designed to take a systematic approach to identifying the ergonomic risk factors associated with performing physical work. See Table 4 for progress in the first quarter of 2020.

**Table 4**

Work stream	Objectives	Q1 2020 Progress
Office Ergonomics	<ul style="list-style-type: none"> <li>•Work with each LOB to proactively identify leading indicators that could result in injury.</li> <li>•Reduce the number of evaluators and increase their hours to have a smaller more streamlined cohesive support staff.</li> <li>•Establish weekly meetings with evaluators to understand and address situations and share best practices.</li> <li>•Refine reporting in case management.</li> <li>•Use data to conduct predictive analysis.</li> <li>•Pilot centralized ordering for efficiencies.</li> </ul>	<ul style="list-style-type: none"> <li>•Analysis of current data shows that approximately 30% employees are not current on their annual training and 45% have identified issues that have not been resolved. The gap has been attributed to the training being housed in vendor software while acknowledgment of completion is in PG&amp;E's system. To resolve the issue, PG&amp;E is linking the 2 systems.</li> <li>•Additional analysis of data revealed that 45% of employees have identified issues that have not been resolved. To assist employees, PG&amp;E is taking a proactive approach of scheduling workstation evaluations, beginning with the highest risk, and those with most issues, employees.</li> <li>•Evaluator team has been restructured to have 9 full-time evaluators allowing for better case management and quality assurance. This is a shift from fragmented model of 30 part-time evaluators, which caused delays in the past.</li> </ul>
Industrial Athlete	<ul style="list-style-type: none"> <li>•Train all industrial athlete specialist in industrial ergonomics software.</li> <li>•Develop heat maps to overlay data to reflect impact of services.</li> <li>•Focus on field workforce only.</li> </ul>	<ul style="list-style-type: none"> <li>•All industrial athletes began training in January 2020 on software and industrial ergonomic principles. The objective is to expand the number of evaluations occurring across the enterprise to create a robust data source with a hierarchical risk-rating system to address industrial ergonomics.</li> </ul>
Industrial Ergonomics	<ul style="list-style-type: none"> <li>•Perform assessments based on injury data.</li> <li>•Partner with LOB on risk mitigations using electromyographical (EMG) data.</li> <li>•Broaden program to risk-based approach addressing musculoskeletal health hazards.</li> </ul>	<ul style="list-style-type: none"> <li>•Industrial ergonomics - Communications and partnership across all LOBs to understand and incorporate industrial ergonomics into daily work practices continues to grow. Each year shows approximately a 20 percent increase in request for industrial ergonomic evaluations.</li> <li>•12 specialists were trained on the industrial software and are using it to capture quantitative data on work task.</li> <li>•Humantech industrial ergonomics software is in place with HR attribute build out. Systematically working with all LOBs and grassroot teams to capture data on work.</li> </ul>
Vehicle Ergonomics	<ul style="list-style-type: none"> <li>•Revise vehicle ergonomic evaluation process. Focus on objective, quantitative data.</li> <li>•Develop form in software.</li> <li>•Partner with Transportation Services on process, procedures and vehicle design.</li> </ul>	<ul style="list-style-type: none"> <li>•Trained new industrial athlete specialists on vehicle ergonomics.</li> <li>•Continued partnership with fleet to ensure that vehicle ergonomics principles are discussed, and where feasible, incorporated up front versus a later retrofit. This has shown significant 70% reduction in reports of discomfort on new vehicle where ergonomics was incorporated on design process.</li> </ul>

### 3. Safety Leadership

All employees who are new to operational leadership positions are required to attend Safety Leadership Development (SLD) workshops within 90 days of being profiled for the training. The profiling occurs automatically when an employee assumes a new leadership role. PG&E is looking for ways to integrate the skills and language from the SLD Program into other safety programs, such as LIF, to build and reinforce PG&E's desired safety culture. See Table 5 for progress in the first quarter of 2020.

**Table 5**

Work stream	Objectives	Q1 2020 Progress
Safety Leadership Development Workshops	•Ensure PG&E Academy curriculum is aligned with Operational Learning/SLD priorities.	•The SLD program is in a self-sustaining mode. Major themes from the analysis of SLD observations were incorporated during the annual update cycle and implemented in January of 2020. Thirty-two new leaders completed the training in the first quarter.
SLD Observations	•Promote the use of SLD observation checklist to guide and inform LIF engagements.	•Corporate Field Safety provided feedback to the LOBs and FSS on the SLD observation results to assist with continuous improvement.
Learning Teams	•Learning teams have now been turned over to LOBs to conduct as needed.	•The goal for Learning Teams is for LOBs to establish and maintain the capacity to conduct Learning Teams when appropriate. Diablo Canyon Power Plant and Supply Chain have embraced Learning Teams, and Gas Operations and Information Technology are piloting Learning Teams.
Operational Learning	•Refine Operational Learning tools and processes.	•Team formed in the first quarter to prioritize Operational Learning initiatives.
Strategy & Prevention Debriefs	•Collaborate with communications and LOB field-facing leaders to develop a method to consistently deliver critical information to the appropriate audience in a timely manner.	•To improve the effectiveness and speed of sharing incident learnings, a Safety Flash protocol and standard template were developed.

### 4. Serious Injury and Fatality Prevention

PG&E investigates incidents that result in an actual employee SIF, meaning a fatality, a life-threatening or life-altering injury or illness. PG&E also identifies incidents with SIF potential to understand the conditions that led to the incident, learn from the investigation findings, and develop corrective actions. PG&E investigates SIF actual events for contractors, provided that they were conducting work under the supervision of PG&E, on PG&E property, or on PG&E assets. See Table 6 for progress in the first quarter of 2020.

**Table 6**

Work stream	Objectives <sup>13</sup>	Q1 2020 Progress
SIF Investigations	<ul style="list-style-type: none"> <li>•Improve SIF and Cause Evaluation (CE) processes and tools.</li> <li>•Improve timeliness and clarity of SIF-related communications to provide actionable intelligence to LOBs.</li> <li>•Analyze SIF investigations and share key learnings.</li> </ul>	<ul style="list-style-type: none"> <li>•Review of SIF investigation guidelines, policies, procedures, standards, and manuals in parallel with reviewing all CE guidelines, policies, procedures, standards and manuals to identify redundancies, inconsistencies, and gaps.</li> <li>•New approval process has reduced several days of lag time in sharing information about SIF incidents when they first occur and once an investigation has been completed.</li> <li>•Evaluated all SIF-Potential incidents to identify any safety successes to share with LOBs.</li> </ul>
Safety Observations	<ul style="list-style-type: none"> <li>•Expand user population in SafetyNet.</li> <li>•Evaluation of SafetyNet tool and product enhancements.</li> <li>•Increase ownership of SafetyNet within the LOBs.</li> <li>•Identify additional training &amp; support materials.</li> </ul>	<ul style="list-style-type: none"> <li>•Completed internal SafetyNet audit and identified issues causing less-than-optimal data.</li> <li>•Created in-depth plan and initiated re-launch of the SafetyNet tool.</li> <li>•Engaged LOBs and gathered SafetyNet revision requirements from Shared Services, SHED, Materials, and Power Generation.</li> <li>•Onboarded and trained four employees to support Safety Observations team activities.</li> </ul>
Near Hit	<ul style="list-style-type: none"> <li>•Identify and develop a strategy and plan for Near Hits for the enterprise.</li> </ul>	<ul style="list-style-type: none"> <li>•Onboarded new program lead to re-launch the Near Hits program.</li> <li>•Implemented "Near Hits at Home" mechanism to collect and analyze near hits for remote workers during COVID-19 shelter-in-place directives.</li> </ul>

## 5. Injury Management

PG&E provides a number of Injury Management programs, such as timely injury reporting, a Return to Work (RTW) Task Program, on-site medical clinics, and Mobile Medics, to improve employees' overall well-being, and to promote early return to work. Early intervention and convenient access to care helps to reduce the severity of injuries and leads to better outcomes. In addition, PG&E's RTW Task Program allows employees to return to work with medical restrictions that might otherwise prevent them from working. See Table 7 for progress in the first quarter of 2020.

<sup>13</sup> The Essential Controls program was suspended in the fourth quarter of 2019 with resources focused on process improvements in other programs that provide greater impact on safety, such as SIF investigations and the SafetyNet observation tool.



**Table 7**

Work stream	Objectives	Q1 2020 Progress
Timely Reporting	<ul style="list-style-type: none"> <li>•Continue targeted leadership conversations.</li> <li>•Improve employee experience.</li> </ul>	<ul style="list-style-type: none"> <li>•Nurse Care Line: 4% improvement year-to-date (YTD) in timely reporting, as compared to same time last year.</li> <li>•YTD timely reporting: 77%</li> </ul>
RTW Task Program	<ul style="list-style-type: none"> <li>•Provide additional return to work opportunities.</li> <li>•Reduce unavailable workforce and lost work days (LWD).</li> </ul>	<ul style="list-style-type: none"> <li>• Placed 33 employees into task assignments.</li> <li>• Saved 748 LWD by returning employees to work who otherwise would have remained off work.</li> <li>• Added 3 new assignments into Task Bank.</li> <li>• Finalized Task Bank procedures.</li> </ul>
On-site Clinics	<ul style="list-style-type: none"> <li>•Provide convenient access to primary and urgent care and wellness services for both work-related and non-work-related injuries and conditions.</li> </ul>	<ul style="list-style-type: none"> <li>•Concord Gateway clinic opened in January of 2020.</li> <li>•San Francisco General Office, Fresno, and San Carlos onsite clinics continue to provide health services.</li> </ul>
Fit4U Pilot Program	<ul style="list-style-type: none"> <li>•Prevent repeat injuries.</li> <li>•Long Term Program Goals - Reduce Workers' Compensation claims (count, duration, cost).</li> <li>•Improve long-term overall health and well-being through a lifestyle change</li> </ul>	<ul style="list-style-type: none"> <li>•Following the September 2019 conclusion of the Fit4U pilot, the data has been maturing which will allow for analysis and decision regarding the program effectiveness (expected in the second quarter).</li> </ul>
Mobile Medics	<ul style="list-style-type: none"> <li>•More immediate, convenient, on-location medical care for employees.</li> <li>•Prevent work-related discomfort, pain or injuries from worsening.</li> </ul>	<ul style="list-style-type: none"> <li>•Mobile Medics in place in Fresno and Sacramento</li> </ul>

## 6. Health and Wellness

PG&E's Health and Wellness (H&W) programs use employee education and engagement to help employees take action to improve their overall well-being and to reduce risks of health conditions and injuries. PG&E promotes healthy lifestyles by improving access to and awareness of available H&W resources, which include mental health and Employee Assistance Program (EAP) services. See Table 8 for progress in the first quarter of 2020.

**Table 8**

Work stream	Objectives	Q1 2020 Progress
Health Screenings	<ul style="list-style-type: none"> <li>•Maintain &gt;80% participation.</li> <li>•Expand awareness of lab and physician screening options.</li> </ul>	<ul style="list-style-type: none"> <li>•As of the first quarter of 2020, 16,944 employees (77%) have completed their health screenings.</li> </ul>
Health Coaching	<ul style="list-style-type: none"> <li>•Reduce workforce health and safety risks by providing access to telephonic, onsite and digital health coaching support.</li> </ul>	<ul style="list-style-type: none"> <li>•Redesigned and simplified digital health coaching offering.</li> <li>•Onsite health coaching - 120 employees completed onsite appointments.</li> <li>•Transitioned onsite health coaching to telephonic due to workforce shelter-in-place/remote work order.</li> </ul>
Health Promotion	<ul style="list-style-type: none"> <li>•Provide total wellbeing solution for PG&amp;E's workforce through H&amp;W portal/application.</li> <li>•Drive workforce awareness and engagement in wellness programs and benefits through Wellness Ambassador Network.</li> </ul>	<ul style="list-style-type: none"> <li>•H&amp;W portal enrollment – 2,316 (10%) employees enrolled.</li> <li>•Launched 4-week step-based Team Challenge to promote awareness.</li> <li>•Monthly H&amp;W Roundup newsletters to Wellness Ambassadors and Safety leads; COVID-19 resources highlighted.</li> <li>•The program has 353 Wellness Ambassadors as of the first quarter of 2020.</li> </ul>
Mental Health Support	<ul style="list-style-type: none"> <li>•Increase awareness and enhance support for mental health conditions as a health and safety risk factor.</li> <li>•Deploy new mindfulness resilience resources.</li> <li>•Grow Peer Volunteer Program (PVP) to cover all LOBs and service territory.</li> </ul>	<ul style="list-style-type: none"> <li>• Department of Transportation (DOT) communication re: Kaiser substance use disorder treatment coverage.</li> <li>• Support employees during shelter-in-place via telemedicine, communications, webinars, remote access to onsite EAPs.</li> <li>• Virtual mindfulness sessions to support employees during shelter-in-place and "Mindfulness for Sleep" webinar.</li> <li>• PVP Quarterly Meeting in February 2020.</li> </ul>
Telemedicine	<ul style="list-style-type: none"> <li>•Promote Anthem and Kaiser telemedicine programs.</li> </ul>	<ul style="list-style-type: none"> <li>•2020 YTD telemedicine visits - 367 total all modes, 328 registrations.</li> <li>• Increased telemedicine communications due to COVID-19, shelter-in-place/remote work order.</li> </ul>
Condition Management	<ul style="list-style-type: none"> <li>•Expand Knova Solutions program for Human Capital Risk (HUI) risk scores from top 5% to top 20%, include dependents</li> </ul>	<ul style="list-style-type: none"> <li>•Utilization as of March 2020 - total enrollment 794; 560 employees and 234 dependents with high health risks.</li> </ul>

PG&E has identified key performance metrics tied to the Employee Safety focus areas above. In 2020, PG&E is focusing on a few key metrics that are meaningful indicators of safety performance. As a result, the following metrics have been removed from the quarterly reports:

- OSHA<sup>14</sup>
- LWD Case Count
- SIF Timeliness of Corrective Actions
- SIF Quality of Corrective Actions
- Workforce Unavailable due to Health
- Timely Reporting of Injuries

The metrics that were removed are still tracked and available for leadership reporting as needed.

PG&E established Days Away, Restricted or Transferred (DART) targets for 2020 to move the rate from 4<sup>th</sup> quartile to 3<sup>rd</sup> quartile. The company continues to see challenges with SIF events (actual and potential), repetitive motion injuries in the contact centers and strains from lifting, pulling and pushing in field workers. The company is reviewing the historical SIF data including investigations, incident history and Corrective Action Program (CAP) closure to inform a strategy for eliminating SIF and reducing the rate of high-risk incidents. Efforts are underway to reduce the non-serious and repetitive motion injuries including expanded clinics, mobile medics, on-site ergonomic specialists and expansion of the industrial athlete program.

Table 9 below summarizes key metrics performance and established targets for 2018 - 2020. Figure 1 below provides current performance with respect to employee safety metrics as of March 31, 2020.

**TABLE 9**  
**2018 - 2020 PERFORMANCE AND ESTABLISHED TARGETS**

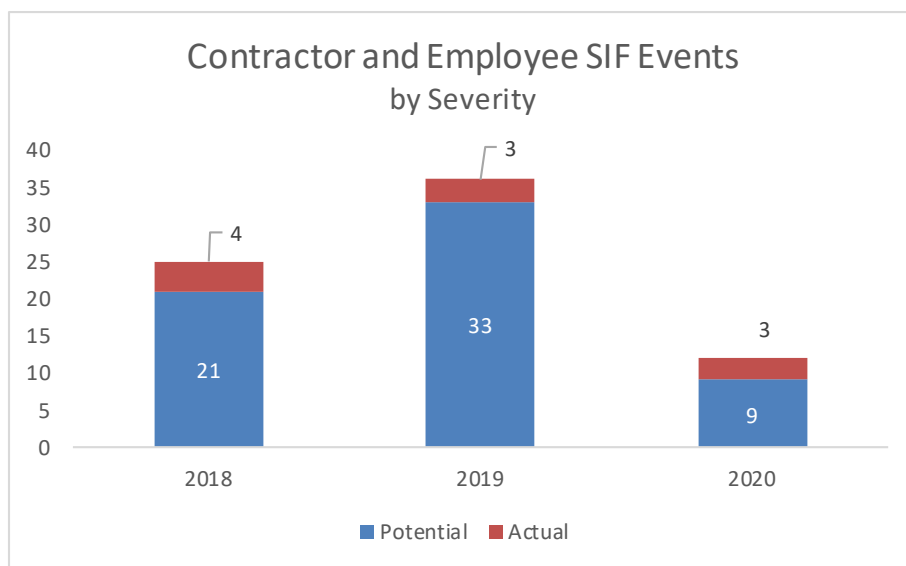
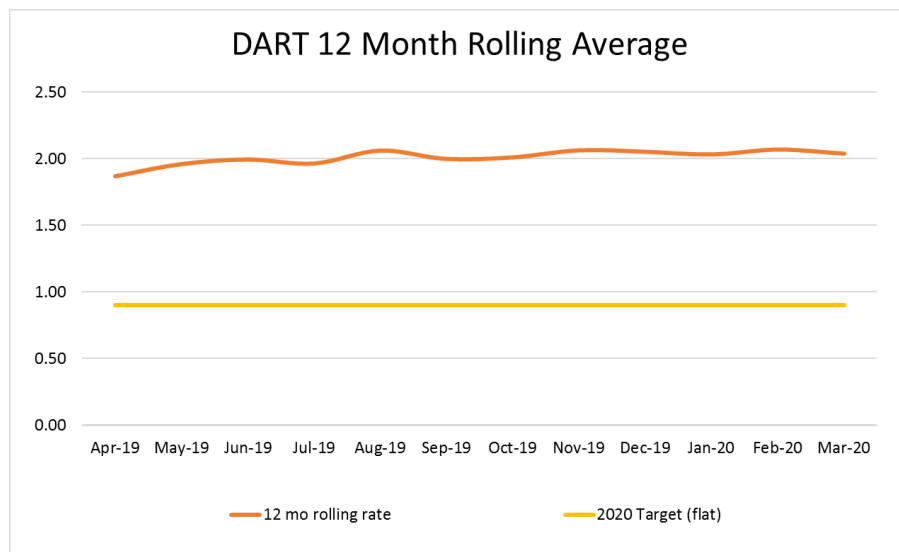
Metric	2018		2019		2020*		
	Actual	Target	Actual	Target	YTD Actual	YTD Target	EOY Target
Employee SIF Count (Actual and Potential)	22		33		11		
DART Case Count	1.81	1.88	2.05	1.34	2.04	1.77	0.90

*\*2020 rates and targets are based on 12 month rolling rates*

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<sup>14</sup> Occupational Safety and Health Administration

**FIGURE 1**  
**CURRENT PERFORMANCE AS OF MARCH 31, 2020**



### **C. Contractor Safety**

PG&E's Contractor Safety Program requires primary contractors and subcontractors performing medium- and high-risk work to meet minimum pre-qualification requirements. PG&E monitors the implementation of the program requirements by conducting compliance assessments in the LOBs and performing Management and Organization Assessments (MOAs) on contractors who are new in business (less than three years) or have experienced rapid growth (significant increase in employees working for PG&E). See Table 10 for progress in the first quarter of 2020.

**Table 10**

Work stream	Objectives	Q1 2020 Progress
Training & Qualifications	<ul style="list-style-type: none"> <li>•Develop and implement new training requirements for PG&amp;E employees and contractors.</li> </ul>	<ul style="list-style-type: none"> <li>• Tracking Contractor Safety Program training completions for contractors and PG&amp;E employees.</li> <li>•ISN Badging: Requiring contractors to track their worker's OSHA training (EOY 2020 completion date; ~ 20% of contractors have completed).</li> <li>•Added three additional PG&amp;E safety orientations in ISN for contractors.</li> </ul>
Field Observations	<ul style="list-style-type: none"> <li>•Utilize PG&amp;E observation tool for capturing safety observations on contractors.</li> </ul>	<ul style="list-style-type: none"> <li>• 17,610 Field Observations were conducted and feedback provided.</li> </ul>
Contractor Safety Forums	<ul style="list-style-type: none"> <li>•Communicate and share PG&amp;E's safety culture.</li> </ul>	<ul style="list-style-type: none"> <li>• 18 LOB workstreams began planning their 2020 Contractor Safety Forums, to be completed by year end.</li> </ul>
Program Scope/Contractor Management	<ul style="list-style-type: none"> <li>•Utilize ISN to track increase in contractor workers and contractors that are in business less than three years.</li> <li>•Establish requirements for minimum Safety Officers on projects.</li> <li>•Increase safety oversight in the field.</li> </ul>	<ul style="list-style-type: none"> <li>• 22 MOA assessments were conducted to evaluate the contract safety management structure.</li> <li>• Implemented a new field safety inspection team to perform field audits on contractors. Eleven inspections completed with 6 non-compliance findings identified, with 4 of them high-risk. High-risk findings have been communicated to the contractors. Contractors are expected to complete a Corrective Action Plan identifying short- and long-term corrective actions to prevent recurrence.</li> </ul>

Table 11 below summarizes key metrics performance in 2018 - 2020.  
Figure 2 below provides current performance with respect to contractor safety metrics as of March 31, 2020.

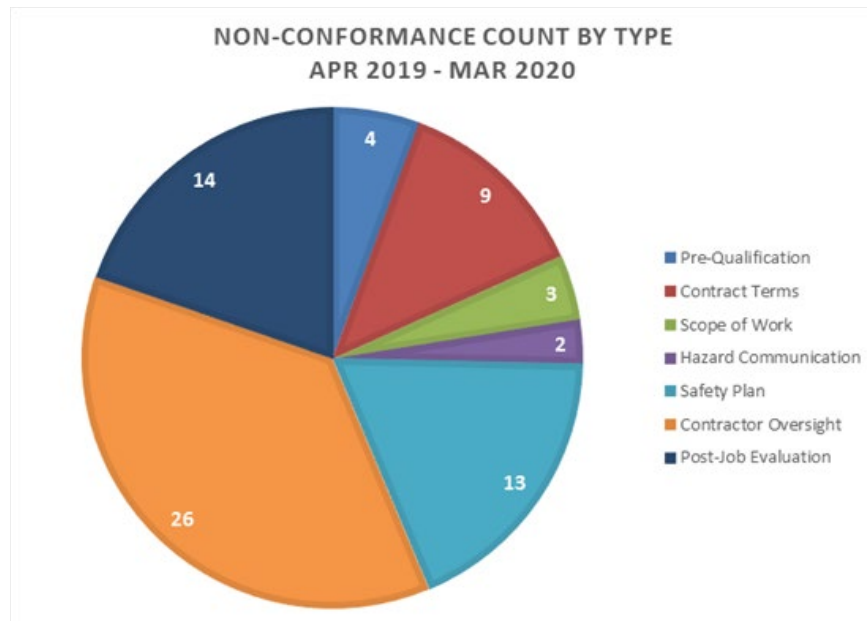
**TABLE 11**  
**2018 - 2020 PERFORMANCE**

Metric	2018		2019		2020		
	Actual	Target	Actual	Target	YTD Actual	YTD Target	EOY Target
Contractor SIF Count (a)	3		3		1		
% of Contractor Assessments with Non-Conformance Findings (b)	10.3%		12.5%		11.1%		

(a) PG&E only tracks SIF Actual events for Contractors.

(b) An assessment is determined to be not met if one or more non-conformances are found.

**FIGURE 2**  
**CURRENT PERFORMANCE AS OF MARCH 31, 2020 (a)**



(a) An assessment is determined to be not met if one or more non-conformances are found.

#### **D. Motor Vehicle Safety**

PG&E's Motor Vehicle Safety program is focused on preventing and reducing the risk of motor vehicle incidents (MVI) to mitigate harm to employees and the public. PG&E is leveraging technology and data for driver feedback and interventions to reduce risks associated with driver's behavior and improving availability of data to field leaders to enable targeted risk assessments and coaching. See Table 12 for progress in the first quarter of 2020.

**Table 12**

Work stream	Objectives	Q1 2020 Progress
360 App	•360 Walk Around App - Mobile application designed to require 360-degree walkaround prior to driving. Developed for non-regulated company drivers.	•Launched kickoff meetings and development sessions with IT to develop requirements, specifications, and initial design of the application.
UCLA Risk Assessment	•Partnering with UCLA to conduct risk assessment of the MVS Program. Desired outcomes will be to identify gaps, and to inform future mitigations, alternatives, and program recommendations.	•First draft reviewed with team and feedback provided to UCLA. UCLA is working on the updated analysis, recommendations, and final report.
Safe Backing Training	•Safe Backing Training (TECH-9161) - This course is for all company drivers and reviews safe backing principles, company policies, and proper use of spotter/backers. Available to all PG&E employees.	•Course was developed and is available to all employees in PG&E's My Learning portal.
Vehicle Safety	•Vehicle Safety Technology (VST) Installation and Activation: PG&E's Transportation Services will	•Pilot installations of 337 devices delayed due to the COVID-19 response.

Work stream	Objectives	Q1 2020 Progress
Technology (VST)	install and activate VST in all on-road PG&E owned vehicles (approx. 10,000) by the end of 2022. The technology will provide better visibility into the risk assessment process.	
Post Incident Review	<ul style="list-style-type: none"> <li>•Post Incident Review - Procedure outlines leadership requirements to perform a consistent review of available information and corrective actions of an employee following an MVI. This procedure is designed to provide employees with timely coaching and reduce overall risk. The procedure will be rolled out enterprise wide with a dashboard for leaders to have access to a single source containing multiple data points related to driver/vehicle risk. Estimated implementation by 2021.</li> </ul>	<ul style="list-style-type: none"> <li>•Partnered with various stakeholders to facilitate agreement and consensus on required actions and details involved in the procedure</li> </ul>

In 2020, PG&E is focusing on key metrics that are indicators of safety performance. As a result, the following metric has been removed from the quarterly reports:

- Serious Preventable Motor Vehicle Incident (SPMVI) Count

The SPMVI metric is still tracked and available for leadership reporting as needed.

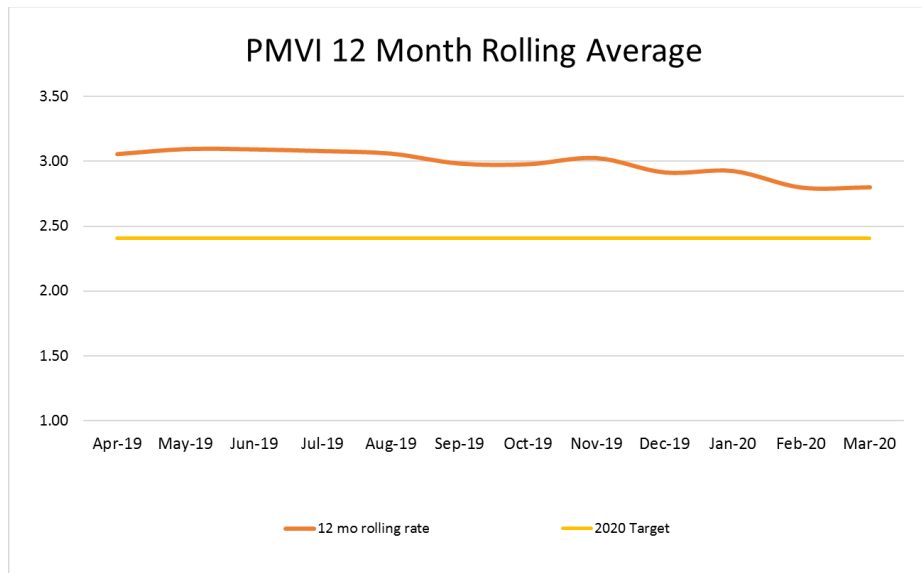
Table 13 below summarizes key metrics performance in 2018 - 2020. Figure 3 provides current performance with respect to motor vehicle safety metrics as of March 31, 2020. The preventable motor vehicle incidents (PMVI) rate is improving with first quarter results only slightly above target.

**TABLE 13**  
**2018–2020 PERFORMANCE AND ESTABLISHED TARGETS**

Metric	2018		2019		2020*		
	Actual	Target	Actual	Target	YTD Actual	YTD Target	EOY Target
PMVI Case Count	2.79	2.34	2.91	2.45	2.80	2.79	2.41

\*2020 rates and targets are based on 12 month rolling rates

**FIGURE 3**  
**CURRENT PERFORMANCE AS OF MARCH 31, 2020**



## **E. 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**

**GLOSSARY OF SAFETY TERMS**

### **SIF Timeliness of Corrective Actions:**

The total number of Serious Injuries or Fatalities (SIF) corrective actions completed on time (as measured by the due date accepted by Line of Business Corrective Action Review Boards (CARB)) divided by the total number of SIF corrective actions past due or completed. A SIF corrective action is one that is tied to a SIF actual or potential injury or near hit. This metric includes Electric Operations, Gas Operations, Generation, Information Technology (IT), Supply Chain and Customer Care, as well as any SIF actual events from any line of business. Includes corrective actions with initial due date on or before month end reporting and corrective actions with initial due date after month end reporting but already completed.

### **SIF Quality of Corrective Actions:**

The quality of SIF corrective actions as determined by the corrective action quality framework created by Dr. Mark Fleming. Quality is determined by assessing whether or not the corrective actions address all incident causes identified, extent of condition, hierarchy of controls, if the corrective action's effectiveness is measurable, and if the corrective actions have appropriate timelines for completion. A SIF corrective action is one that is tied to a SIF actual or potential injury or near hit. The assessment is performed by an independent third party after acceptance by Line of Business CARBs.

### **SIF Index: SIF Effectiveness of Action Completion**

The effectiveness of corrective actions as measured by the number of repeat SIF Exposure Factors over a 36-month period. Only SIF incidents in Electric Operations, Gas Operations or Generation are included in this metric. Only investigations that have been approved by the Line of Business-specific CARBs are included in Long-Term Incentive Plan reporting.

### **SIF Exposure Factors List**

1. Animal Attack or Bite
2. Assault or Violent Attack
3. Confined Space
4. Heavy Equipment Operation or Traffic Hazards
5. Control of Hazardous Energy
6. Dropped Object of Sufficient Mass to Cause Injury
7. Excavation
8. Hazardous Chemicals/Material
9. Heat Exposures
10. Helicopter Use
11. Welding, Grinding, Cutting, Hot Work Permits
12. Live Electrical Work
13. Grounding (Live Electrical Work Supplement)
14. Mobile Equipment Use (i.e., Lifts, Cranes, Forklifts, etc.)
15. Off-road Vehicle Use
16. Powered Tool use
17. Public Safety
18. Work at Heights (4 ft. or Greater)

## 19. Suspended Loads and Rigging

**SIF Exposure Rate:** SIF Exposure rate is the number of actual or potential SIF per 200,000 hours worked. Includes Electric, Gas, Generation, IT, Supply Chain, Customer Care.

**Days Away, Restricted and Transfer (DART) Rate:** includes Occupational Safety and Health Administration (OSHA)-recordable injuries that result in lost time or restricted duty per 200,000 hours worked.

**Preventable Motor Vehicle (PMVI) Rate:** the total number of motor vehicle incidents for which the driver could have reasonably avoided, per 1 million miles driven.

### **Lost Work Day Case Rate (LWD)**

This measures the number of Lost Workday (LWD) cases incurred for employees and staff augmentation per 200,000 hours worked, or for approximately every 100 employees. A LWD Case is a current year OSHA Recordable incident that has resulted in at least one LWD. An OSHA Recordable incident is an occupational (job related) injury or illness that requires medical treatment beyond first aid, or results in work restrictions, death or loss of consciousness.

### **Workforce Unavailable Due to Health**

This is a percentage of PG&E's workforce that is out due to the following:

- Sick time
  - Family sick time excluded
- Short Term Disability (<1 year)
- Long Term Disability (> 1 year)
- Workers Compensation
- Family and Medical Leave Act
  - Due to one's own medical condition
- Company medical leave

**PACIFIC GAS AND ELECTRIC COMPANY**

**ATTACHMENT 2**

**BOARDS OF DIRECTORS AND SAFETY AND NUCLEAR OVERSIGHT**

**COMMITTEE MEETING MINUTES**

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 4, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Friday, October 4, 2019, at 8:00 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, 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 attended by telephone, as permitted by the Utility's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, and Linda Y.H. Cheng, along with Brad D. Brian of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, and Mario A. Ponce of Simpson Thacher & Bartlett LLP, Richard Hall, Christopher J. Kelly, Kevin J. Orsini, and George E. Zobitz of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Jessica Liou of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - October 4, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Buckman, Mr. Brian, and Mr. Orsini left the meeting during the foregoing discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Cheng, Mr. Hall, Mr. Hort, Mr. Kelly, Ms. Liou, Mr. Mesterharm, Mr. Ziman, and Mr. Zobitz were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, and Mr. Ponce present during portions of the executive session meeting.

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, and Mr. Ponce present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson and Mr. Vesey absent, the

SPECIAL BOARD MEETING - October 4, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

independent directors met in executive session without any management present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:15 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 4, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, October 4, 2019, at 8:00 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and Alejandro D. Wolff attended by telephone, as permitted by the Corporation's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, and Linda Y.H. Cheng, along with Brad D. Brian of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, and Mario A. Ponce of Simpson Thacher & Bartlett LLP, Richard Hall, Christopher J. Kelly, Kevin J. Orsini, and George E. Zobitz of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Jessica Liou of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]



SPECIAL BOARD MEETING - October 4, 2019  
PG&E CORPORATION

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Buckman, Mr. Brian, and Mr. Orsini left the meeting during the foregoing discussion.

[THE FOLLOWING PARAGRAPH CONTAINS ATTORNEY-CLIENT PRIVILEGED AND [REDACTED]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Cheng, Mr. Hall, Mr. Hort, Mr. Kelly, Ms. Liou, Mr. Mesterharm, Mr. Ziman, and Mr. Zobitz were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, and Mr. Ponce present during portions of the executive session meeting.

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, and Mr. Ponce present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson and Mr. Vesey absent, the

SPECIAL BOARD MEETING - October 4, 2019  
PG&E CORPORATION

independent directors met in executive session without any management present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:15 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility] was held on Friday, October 11, 2019, at 8:00 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies] Board of Directors.

Directors Richard R. Barrera (who joined during the meeting as noted below), Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell (who joined during the meeting as noted below), Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, Andrew M. Vesey, and Alejandro D. Wolff attended by telephone, as permitted by the Utility's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Janet C. Loduca, and Linda Y.H. Cheng, along with Paul C. Curnin and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

The meeting was convened in executive session with Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, Ms. Cheng, Mr. Curnin, and Mr. Qusba present.

Ms. Schmidt, on behalf of Mr. Leffell, Chair of the PG&E Corporation Nominating and Governance Committee, discussed the Committee's recommendation relating to the size of the Companies' respective Boards of Directors, determinations by the Boards regarding the independence and qualifications of two candidates for the Boards, and the election of the two candidates to the Boards, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. She and Mr. Leffell reviewed the background and reasons for the proposed actions, including the

SPECIAL BOARD MEETING - October 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

background and experience of each candidate. The directors asked questions and discussed the proposed actions.

Directors Richard R. Barrera and Michael J. Leffell joined the meeting during the foregoing discussion.

On motion made and seconded, the Board adopted a resolution (1) amending the Bylaws so that the exact number of directors is set by a Board resolution, (2) fixing the exact number of directors at 16 to accommodate the election of William L. Smith and John M. Woolard as directors, (3) affirming the Board's determinations regarding Mr. Smith's and Mr. Woolard's independence and qualifications, and (4) electing Mr. Smith and Mr. Woolard to the Board, effective upon the adjournment of this meeting (see Resolution 1 in Attachment A).

The Board concluded its executive session. The following individuals joined the meeting at this point: Julie M. Kane and Robert S. Kenney, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Timothy G. Cameron, C. Daniel Haaren, Richard Hall, Christopher J. Kelly, and George E. Zobitz of Cravath, Swaine & Moore LLP (Cravath), Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin and Jessica Liou of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on October 9, 2019 across portions of its service area, customer impacts, the status of the safety inspection and restoration process, the performance of the Utility's website during the PSPS event, and media coverage relating to the PSPS event. The directors asked questions and discussed, among other matters, customer sentiment regarding the PSPS event, the Companies' PSPS communications plan, and several directors' visits to the Utility's Emergency Operations Center during the PSPS event.

Jason P. Wells, along with Kevin J. Orsini of Cravath, joined the meeting during the foregoing presentation and discussion.

SPECIAL BOARD MEETING - October 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Schmidt and Mr. Curnin left the meeting during  
the foregoing discussion.

On motion made and seconded, the Board approved  
the terms of the debt commitment letters substantially on  
the terms discussed with the Board, and authorized and  
directed the officers of the Utility to negotiate, execute,  
and deliver debt commitment letters in substantially the  
form presented at this meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - October 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Ms. Campbell, Mr. Wells, and Mr. Orsini left the meeting, and Ms. Schmidt rejoined the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:00 a.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

Bylaw Amendment

BE IT RESOLVED that, effective immediately, Section 1 of Article II of the Bylaws of this company is hereby amended as follows:

1. **Number.** The Board of Directors of this Company shall consist of such number of directors, not less than nine (9) nor more than seventeen (17). The exact number of directors shall be ~~fifteen (15) until changed,~~ within the limits specified above, fixed from time to time by an amendment to this Bylaw a resolution duly adopted by the Board of Directors ~~or the shareholders.~~

Size of Board of Directors

BE IT RESOLVED that the exact number of directors of this corporation shall be fixed at 16.

Director Candidate Independence and Qualifications

WHEREAS, following a candidate search process, this Board of Directors has identified two new director candidates to serve on the Board of this company: William L. Smith and John M. Woolard;

WHEREAS, each of the above-named candidates has submitted a completed 2019 Screening Questionnaire for Director Candidates and a completed 2019 Questionnaire for Director Candidates (together, the "D&O Questionnaires"); and

WHEREAS, the Board has considered the above-named candidates' responses to the D&O Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that William L. Smith and John M. Woolard are each (1) independent, as independence is defined in this company's Corporate Governance Guidelines, including the categorical independence standards adopted by the Board, and including the requirement that an independent director not have material relationships with the company, and (2) independent for purposes of service on the Audit Committee, as "independence" is defined in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 and Sections 801(g) and 803(B)(2)(a)(i) of the NYSE American Company Guide; and

SPECIAL BOARD MEETING - October 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

BE IT FURTHER RESOLVED that the Board affirms its belief that each of the above-named individuals is "financially literate;" 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 the company to the NYSE American that the Board has made such determinations regarding the independence and required qualifications of each candidate, if elected, as described above.

Election of Directors

BE IT RESOLVED that William L. Smith and John M. Woolard are hereby each elected a director of Pacific Gas and Electric Company, effective upon adjournment of this meeting, to serve until the next annual meeting of shareholders of this company until his successor is elected and qualified, except in the case of his death, resignation, or removal.



PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 11, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, October 11, 2019, at 8:00 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera (who joined during the meeting as noted below), Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell (who joined during the meeting as noted below), Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and Alejandro D. Wolff attended by telephone, as permitted by the Corporation's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Janet C. Loduca, and Linda Y.H. Cheng, along with Paul C. Curnin and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

The meeting was convened in executive session with Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, Ms. Cheng, Mr. Curnin, and Mr. Qusba present.

Ms. Schmidt, on behalf of Mr. Leffell, Chair of the Nominating and Governance Committee, discussed the Committee's recommendation relating to the size of the Companies' respective Boards of Directors, determinations by the Boards regarding the independence and qualifications of two candidates for the Boards, and the election of the two candidates to the Boards, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. She and Mr. Leffell reviewed the background and reasons for the proposed actions, including the background and experience of each candidate. The directors asked questions and discussed the proposed actions.

SPECIAL BOARD MEETING - October 11, 2019  
PG&E CORPORATION

Directors Richard R. Barrera and Michael J. Leffell joined the meeting during the foregoing discussion.

On motion made and seconded, the Board adopted a resolution (1) fixing the exact number of directors at 15 to accommodate the election of William L. Smith and John M. Woolard as directors, (2) affirming the Board's determinations regarding Mr. Smith's and Mr. Woolard's independence and qualifications, and (3) electing Mr. Smith and Mr. Woolard to the Board, effective upon the adjournment of this meeting (see Resolution 1 in Attachment A).

The Board concluded its executive session. The following individuals joined the meeting at this point: Julie M. Kane and Robert S. Kenney, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Timothy G. Cameron, C. Daniel Haaren, Richard Hall, Christopher J. Kelly, and George E. Zobitz of Cravath, Swaine & Moore LLP (Cravath), Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin and Jessica Liou of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on October 9, 2019 across portions of its service area, customer impacts, the status of the safety inspection and restoration process, the performance of the Utility's website during the PSPS event, and media coverage relating to the PSPS event. The directors asked questions and discussed, among other matters, customer sentiment regarding the PSPS event, the Companies' PSPS communications plan, and several directors' visits to the Utility's Emergency Operations Center during the PSPS event.

Jason P. Wells, along with Kevin J. Orsini of Cravath, joined the meeting during the foregoing presentation and discussion.

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

[REDACTED]

SPECIAL BOARD MEETING - October 11, 2019  
PG&E CORPORATION

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Schmidt and Mr. Curnin left the meeting during the foregoing discussion.

On motion made and seconded, the Board approved the terms of the debt commitment letters substantially on the terms discussed with the Board, and authorized and directed the officers of the Corporation to negotiate, execute, and deliver debt commitment letters in substantially the form presented at this meeting.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

SPECIAL BOARD MEETING - October 11, 2019  
PG&E CORPORATION

During the foregoing discussion, Ms. Campbell, Mr. Wells, and Mr. Orsini left the meeting, and Ms. Schmidt rejoined the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:00 a.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

Size of Board of Directors

BE IT RESOLVED that the exact number of directors of this corporation shall be fixed at 15.

Director Candidate Independence and Qualifications

WHEREAS, following a candidate search process, this Board of Directors has identified two new director candidates to serve on the Board of this corporation: William L. Smith and John M. Woolard;

WHEREAS, each of the above-named candidates has submitted a completed 2019 Screening Questionnaire for Director Candidates and a completed 2019 Questionnaire for Director Candidates (together, the "D&O Questionnaires"); and

WHEREAS, the Board has considered the above-named candidates' responses to the D&O Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that William L. Smith and John M. Woolard are each (1) 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 the corporation, and (2) independent for purposes of service on the Audit Committee, as "independence" is defined in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 and Section 303A.07 of the NYSE Listed Company Manual; and

BE IT FURTHER RESOLVED that the Board affirms its belief that each of the above-named individuals is "financially literate;" 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 the corporation to the NYSE that the Board has made such determinations regarding the independence and required qualifications of each candidate, if elected, as described above.

Election of Directors

SPECIAL BOARD MEETING - October 11, 2019  
PG&E CORPORATION

BE IT RESOLVED that William L. Smith and John M. Woolard are hereby each elected a director of PG&E Corporation, effective upon adjournment of this meeting, to serve until the next annual meeting of shareholders of this corporation or until his successor is elected and qualified, except in the case of his death, resignation, or removal.

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 17, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, October 17, 2019, at 8:45 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins (who joined during the meeting as noted below), Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Nora Mead Brownell and Frederick W. Buckman were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Mr. Johnson, Chief Executive Officer of the Corporation (in the absence of Ms. Brownell, Chair of the Board of the Corporation), presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson referred to the letters that Governor Newsom and California Public Utilities Commission (CPUC) President Marybel Batjer sent him on October 14, 2019 regarding the October 9-12, 2019 Public Power Shutoff Program (PSPS) event, and discussed the responses that he would send later in the day to Governor Newsom and President Batjer, and the Companies' PSPS communications plan.

SPECIAL BOARD MEETING - October 17, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kenneth S. Ziman of Lazard joined the meeting  
during the foregoing discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane,  
Ms. Loduca, Ms. Cheng, Mr. Brian, Mr. Haaren, Mr. Hall,  
Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and  
Mr. Ziman were excused, and the meeting continued in  
executive session, with Mr. Johnson, Mr. Vesey, Mr. Goldin,  
Mr. Ponce, and Mr. Qusba present during portions of the  
executive session meeting.

Ms. Cheng was recalled and informed that (1) with  
Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Qusba



SPECIAL BOARD MEETING - October 17, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson and Mr. Vesey absent, the independent directors met in executive session without any management present.

Director Eric D. Mullins joined the meeting by telephone during the foregoing executive session with Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:15 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 17, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, October 17, 2019, at 8:45 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins (who joined during the meeting as noted below), Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Nora Mead Brownell and Frederick W. Buckman were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Mr. Johnson, Chief Executive Officer of the Corporation (in the absence of Ms. Brownell, Chair of the Board of the Corporation), presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson referred to the letters that Governor Newsom and California Public Utilities Commission (CPUC) President Marybel Batjer sent him on October 14, 2019 regarding the October 9-12, 2019 Public Power Shutoff Program (PSPS) event, and discussed the responses that he would send later in the day to Governor Newsom and President Batjer, and the Companies' PSPS communications plan.

SPECIAL BOARD MEETING - October 17, 2019  
PG&E CORPORATION

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kenneth S. Ziman of Lazard joined the meeting  
during the foregoing discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane,  
Ms. Loduca, Ms. Cheng, Mr. Brian, Mr. Haaren, Mr. Hall,  
Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and  
Mr. Ziman were excused, and the meeting continued in  
executive session, with Mr. Johnson, Mr. Vesey, Mr. Goldin,  
Mr. Ponce, and Mr. Qusba present during portions of the  
executive session meeting.

Ms. Cheng was recalled and informed that (1) with  
Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Qusba

SPECIAL BOARD MEETING - October 17, 2019  
PG&E CORPORATION

present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson and Mr. Vesey absent, the independent directors met in executive session without any management present.

Director Eric D. Mullins joined the meeting by telephone during the foregoing executive session with Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:15 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 24, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, October 24, 2019, 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) Board of Directors.

Directors Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Richard R. Barrera was absent.

Also participating by telephone at the beginning of the meeting were Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on October 23, 2019, customer impacts, the status of the safety inspection and restoration process, process improvements implemented after the PSPS event earlier in the month, the performance of the Utility's website and call center during the PSPS event, Community Resource Centers opened by the Utility in affected counties, the potential for another PSPS event during the coming weekend, and the Kincade fire that began in Sonoma County on October 23, 2019. The directors asked questions and discussed, among other matters, the

SPECIAL BOARD MEETING - October 24, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

Kincadee fire, and the potential PSPS event that might be initiated during the coming weekend.

Jason P. Wells joined the meeting during the foregoing presentation and discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Bleich and Mr. Hort left the meeting during the foregoing discussion. Mr. Brian left the meeting after the discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

SPECIAL BOARD MEETING - October 24, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:55 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 24, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, October 24, 2019, 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) Board of Directors.

Directors Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director Richard R. Barrera was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on October 23, 2019, customer impacts, the status of the safety inspection and restoration process, process improvements implemented after the PSPS event earlier in the month, the performance of the Utility's website and call center during the PSPS event, Community Resource Centers opened by the Utility in affected counties, the potential for another PSPS event during the coming weekend, and the Kincadee fire that began in Sonoma County on October 23, 2019. The directors asked questions and discussed, among other matters, the



SPECIAL BOARD MEETING - October 24, 2019  
PG&E CORPORATION

Kincadee fire, and the potential PSPS event that might be initiated during the coming weekend.

Jason P. Wells joined the meeting during the foregoing presentation and discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Bleich and Mr. Hort left the meeting during the foregoing discussion. Mr. Brian left the meeting after the discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

SPECIAL BOARD MEETING - October 24, 2019  
PG&E CORPORATION

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:55 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 27, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Sunday, October 27, 2019, at 12:00 noon. 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Andrew M. Vesey was absent.

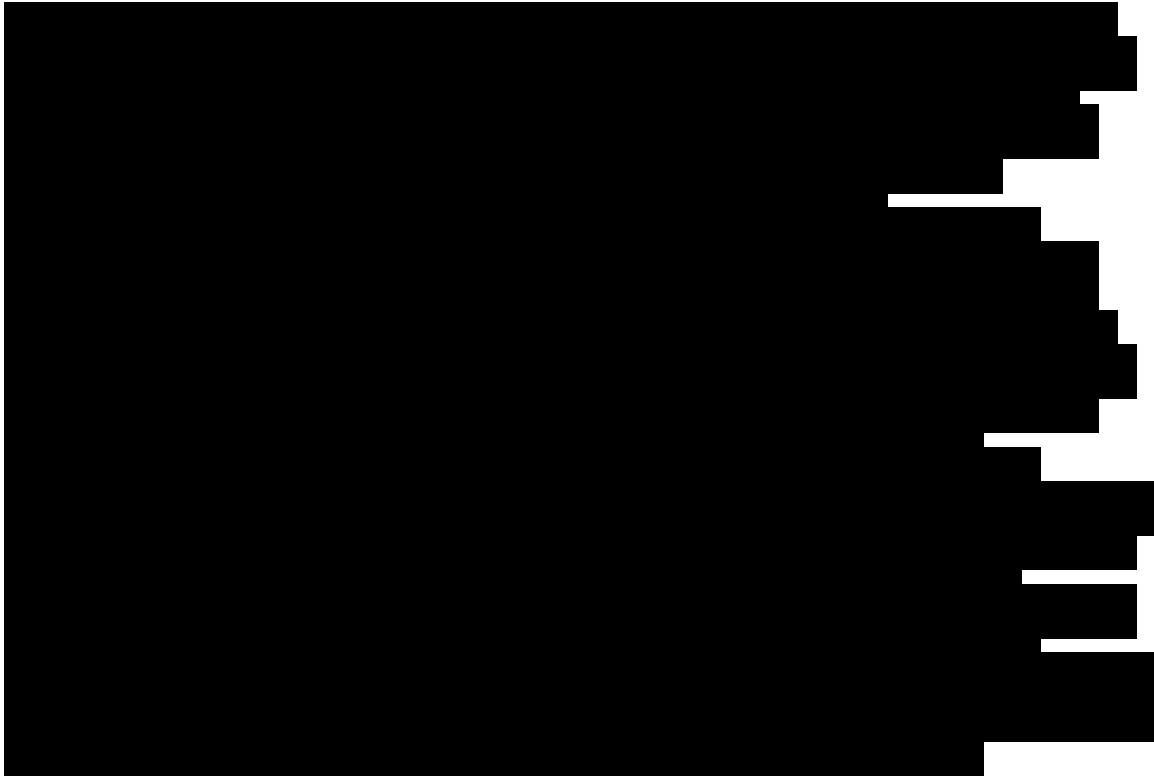
Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - October 27, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Ziman left the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:00 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - October 27, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Sunday, October 27, 2019, at 12:00 noon. 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws.

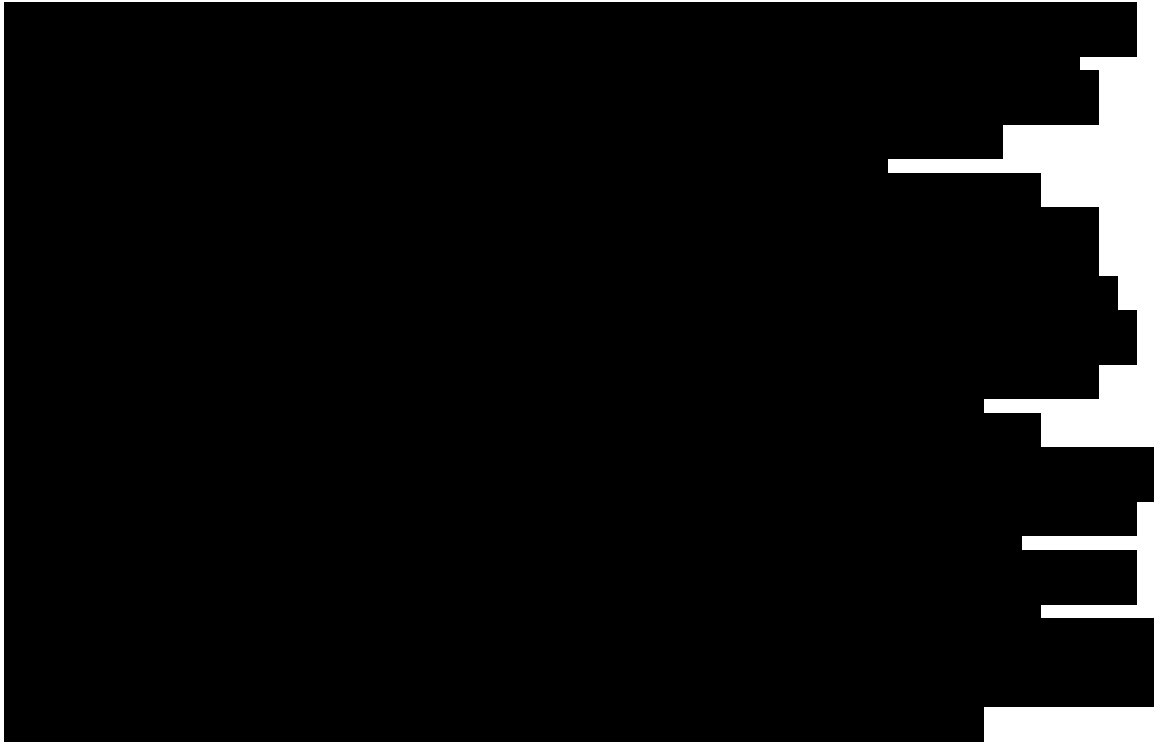
Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - October 27, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Ziman left the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:00 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 1, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Friday, November 1, 2019, 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) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Frederick W. Buckman was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson noted that the Governor's office announced a press conference later in the day to address the Governor's "call for fundamental change to PG&E" and to "lay out a path forward to ensure the overly broad application of Public Safety Power Shutoffs (PSPS) will never happen again." He commented on the Governor's request for a meeting with the Companies' management and advisors the following week.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the PSPS events that the Utility initiated on October 23, October 26, and

SPECIAL BOARD MEETING - November 1, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

October 29, 2019; customer impacts; the Utility's efforts to reduce PSPS impacts in the future; instances of weather-related equipment damage and hazards that have been identified in post-PSPS inspections; the post-PSPS inspection and restoration process; and Community Resource Centers opened by the Utility in affected counties. The directors asked questions and discussed, among other matters, customer impacts of the recent PSPS events.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory and legislative matters. Among other things, he discussed the California Public Utilities Commission's (CPUC) expected issuance of an Order Instituting Investigation (OII) relating to the PSPS events initiated by the California investor-owned utilities (IOU) in September and October 2019; the possibility of state legislation authorizing the CPUC to temporarily appoint a Public Administrator to oversee the management of the Utility; the possibility of a special state legislative session to address wildfires, PSPS programs, and homeowners insurance cancellations; an upcoming State Senate Energy, Utilities, and Communications Committee oversight hearing on IOUs' PSPS programs; the CPUC's OII regarding the Companies' joint plan of reorganization; and discovery requests in the CPUC's OII regarding the Companies' safety culture and governance.



SPECIAL BOARD MEETING - November 1, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present, the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:45 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 1, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, November 1, 2019, 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) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director Frederick W. Buckman was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson noted that the Governor's office announced a press conference later in the day to address the Governor's "call for fundamental change to PG&E" and to "lay out a path forward to ensure the overly broad application of Public Safety Power Shutoffs (PSPS) will never happen again." He commented on the Governor's request for a meeting with the Companies' management and advisors the following week.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the PSPS events that the Utility initiated on October 23, October 26, and

SPECIAL BOARD MEETING - November 1, 2019  
PG&E CORPORATION

October 29, 2019; customer impacts; the Utility's efforts to reduce PSPS impacts in the future; instances of weather-related equipment damage and hazards that have been identified in post-PSPS inspections; the post-PSPS inspection and restoration process; and Community Resource Centers opened by the Utility in affected counties. The directors asked questions and discussed, among other matters, customer impacts of the recent PSPS events.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory and legislative matters. Among other things, he discussed the California Public Utilities Commission's (CPUC) expected issuance of an Order Instituting Investigation (OII) relating to the PSPS events initiated by the California investor-owned utilities (IOU) in September and October 2019; the possibility of state legislation authorizing the CPUC to temporarily appoint a Public Administrator to oversee the management of the Utility; the possibility of a special state legislative session to address wildfires, PSPS programs, and homeowners insurance cancellations; an upcoming State Senate Energy, Utilities, and Communications Committee oversight hearing on IOUs' PSPS programs; the CPUC's OII regarding the Companies' joint plan of reorganization; and discovery requests in the CPUC's OII regarding the Companies' safety culture and governance.

SPECIAL BOARD MEETING - November 1, 2019  
PG&E CORPORATION

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present, the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:45 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 6, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, November 6, 2019, at 5:00 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Michael J. Leffell and Eric D. Mullins were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, Robert S. Kenney, and David S. Thomason, along with Paul C. Curnin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Henry Weissmann of Munger, Tolles & Olson LLP, and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - November 6, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[REDACTED] that

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

The directors discussed a recent employee safety incident involving two linemen who were injured as a result of an electrical arc flash that occurred when a crew was replacing insulators on an energized transmission line in Vacaville.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Thomason, Mr. Hall, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Mr. Qusba present during portions of the executive session meeting.

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Mr. Qusba present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson absent, the independent directors met in executive session without any management present.

SPECIAL BOARD MEETING - November 6, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 6:15 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 6, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, November 6, 2019, at 5:00 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Michael J. Leffell and Eric D. Mullins were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, Robert S. Kenney, and David S. Thomason, along with Paul C. Curnin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Henry Weissmann of Munger, Tolles & Olson LLP, and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]



SPECIAL BOARD MEETING - November 6, 2019  
PG&E CORPORATION

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

The directors discussed a recent employee safety incident involving two linemen who were injured as a result of an electrical arc flash that occurred when a crew was replacing insulators on an energized transmission line in Vacaville.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Thomason, Mr. Hall, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Mr. Qusba present during portions of the executive session meeting.

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Mr. Qusba present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson absent, the independent directors met in executive session without any management present.

SPECIAL BOARD MEETING - November 6, 2019  
PG&E CORPORATION

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 6:15 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 12, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Tuesday, November 12, 2019, at 1:35 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, and Alejandro D. Wolff attended by telephone, as permitted by the Utility's Bylaws. Director John M. Woolard was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation), presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Ms. Brownell noted Frederick W. Buckman's resignation from the Board effective November 12, 2019, and expressed the Board's appreciation for his service.

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

[REDACTED]

SPECIAL BOARD MEETING - November 12, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:15 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 12, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Tuesday, November 12, 2019, at 1:35 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, and Alejandro D. Wolff attended by telephone, as permitted by the Corporation's Bylaws. Director John M. Woolard was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Janet C. Loduca, and Linda Y.H. Cheng, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation), presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Ms. Brownell noted Frederick W. Buckman's resignation from the Board effective November 12, 2019, and expressed the Board's appreciation for his service.

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

[REDACTED]

SPECIAL BOARD MEETING - November 12, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:15 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Friday, November 15, 2019, at 8:10 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Andrew M. Vesey was absent.

Also participating by telephone at the beginning of the meeting were Janet C. Loduca and Linda Y.H. Cheng, along with Timothy G. Cameron and Evan R. Chesler of Cravath, Swaine & Moore LLP (Cravath), Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Stephen Karotkin of Weil, Gotshal & Manges LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Johnson, Ms. Loduca, Mr. Cameron, Mr. Chesler, Mr. Curnin, Mr. Goldin, Mr. Karotkin, Mr. Ponce, and Mr. Qusba present.

The Board concluded its executive session.

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

[REDACTED]

SPECIAL BOARD MEETING - November 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

The following individuals joined the meeting at this point: John R. Simon, Jason P. Wells, and Julie M. Kane, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall of Cravath, Gregory Hort and Kenneth S. Ziman of Lazard, and James A. Mesterharm of AlixPartners.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Kane presented a report on the Utility's monitorship and probation in connection with the federal criminal case related to the 2010 San Bruno explosion. Among other things, she discussed the federal Monitor's recent activities and evaluation of the Utility's 2019 Wildfire Safety Plan, and the District Court's recent decision regarding the Utility's community service obligations under the terms of probation.

At this point, Mr. Johnson, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Brian, Mr. Cameron, Mr. Chesler, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that with Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present, the independent directors continued their discussion



SPECIAL BOARD MEETING - November 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:30 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 15, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, November 15, 2019, at 8:10 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were Janet C. Loduca and Linda Y.H. Cheng, along with Timothy G. Cameron and Evan R. Chesler of Cravath, Swaine & Moore LLP (Cravath), Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Stephen Karotkin of Weil, Gotshal & Manges LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Johnson, Ms. Loduca, Mr. Cameron, Mr. Chesler, Mr. Curnin, Mr. Goldin, Mr. Karotkin, Mr. Ponce, and Mr. Qusba present.

The Board concluded its executive session.

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

[REDACTED]

SPECIAL BOARD MEETING - November 15, 2019  
PG&E CORPORATION

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

The following individuals joined the meeting at this point: John R. Simon, Jason P. Wells, and Julie M. Kane, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall of Cravath, Gregory Hort and Kenneth S. Ziman of Lazard, and James A. Mesterharm of AlixPartners.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Kane presented a report on the Utility's monitorship and probation in connection with the federal criminal case related to the 2010 San Bruno explosion. Among other things, she discussed the federal Monitor's recent activities and evaluation of the Utility's 2019 Wildfire Safety Plan, and the District Court's recent decision regarding the Utility's community service obligations under the terms of probation.

At this point, Mr. Johnson, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Brian, Mr. Cameron, Mr. Chesler, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that with Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Qusba present, the independent directors continued their discussion

SPECIAL BOARD MEETING - November 15, 2019  
PG&E CORPORATION

regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:30 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 16, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Saturday, November 16, 2019, at 10:05 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey (who joined during the meeting as noted below), Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Eric D. Mullins was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca and Linda Y.H. Cheng, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - November 16, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Andrew M. Vesey joined the meeting during the foregoing discussion.

On motion made and seconded, the Board authorized and directed the officers of the Corporation to negotiate revisions to the equity backstop commitment letters substantially on the terms discussed with the Board.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:05 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 16, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Saturday, November 16, 2019, at 10:05 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director Eric D. Mullins was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca and Linda Y.H. Cheng, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - November 16, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Andrew M. Vesey joined the meeting during the foregoing discussion.

On motion made and seconded, the Board authorized and directed the officers of the Corporation to negotiate revisions to the equity backstop commitment letters substantially on the terms discussed with the Board.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:05 a.m.

LINDA Y.H. CHENG  
Secretary



PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 21, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Friday, November 21, 2019, at 12:00 noon. 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, William D. Johnson, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Cheryl F. Campbell and Michael J. Leffell were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin and Mario A. Ponce of Simpson Thacher & Bartlett LLP, C. Daniel Haaren of Cravath, Swaine & Moore LLP, Gregory Hort of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on November 20, 2019, customer impacts, the post-PSPS inspection and restoration process, incidents of weather-related equipment damage and hazards that have been identified in post-PSPS inspections, the Utility's communications and coordination with the California Department of Forestry and Fire Protection and the California Governor's Office of Emergency Services, and Community Resource Centers opened by the Utility in affected counties. The directors asked questions and discussed,

SPECIAL BOARD MEETING - November 21, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

among other matters, customer feedback regarding the October and November PSPS events.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kenneth S. Ziman of Lazard joined the meeting during the foregoing discussion.

Ms. Kane presented a report on the Utility's monitorship in connection with the federal criminal case related to the 2010 San Bruno explosion. Among other things, she discussed the Companies' invitation to the federal Monitor to attend the Board meeting and/or the PG&E Corporation Compliance and Public Policy Committee in December. The directors asked questions and discussed various aspects of Ms. Kane's presentation.

Mr. Kenney presented a report on regulatory matters. Among other things, he discussed the status of discussions with the California Public Utilities Commission (CPUC) and other parties regarding the potential settlement of the Utility's 2020 General Rate Case as well as the CPUC's investigation relating to the 2017 Northern California wildfires. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

Mr. Bleich left the meeting during the foregoing presentation.

SPECIAL BOARD MEETING - November 21, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Brian, Mr. Haaren, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Curnin, and Mr. Ponce present.

Ms. Cheng was recalled and informed that with Mr. Johnson, Mr. Curnin, and Mr. Ponce present, the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:30 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - November 21, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, November 21, 2019, at 12:00 noon. 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Fred J. Fowler, William D. Johnson, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Cheryl F. Campbell and Michael J. Leffell were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin and Mario A. Ponce of Simpson Thacher & Bartlett LLP, C. Daniel Haaren of Cravath, Swaine & Moore LLP, Gregory Hort of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Public Safety Power Shutoff (PSPS) event that the Utility initiated on November 20, 2019, customer impacts, the post-PSPS inspection and restoration process, incidents of weather-related equipment damage and hazards that have been identified in post-PSPS inspections, the Utility's communications and coordination with the California Department of Forestry and Fire Protection and the California Governor's Office of Emergency Services, and Community Resource Centers opened by the Utility in affected counties. The directors asked questions and discussed,

SPECIAL BOARD MEETING - November 21, 2019  
PG&E CORPORATION

among other matters, customer feedback regarding the October and November PSPS events.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kenneth S. Ziman of Lazard joined the meeting during the foregoing discussion.

Ms. Kane presented a report on the Utility's monitorship in connection with the federal criminal case related to the 2010 San Bruno explosion. Among other things, she discussed the Companies' invitation to the federal Monitor to attend the Board meeting and/or the Compliance and Public Policy Committee in December. The directors asked questions and discussed various aspects of Ms. Kane's presentation.

Mr. Kenney presented a report on regulatory matters. Among other things, he discussed the status of discussions with the California Public Utilities Commission (CPUC) and other parties regarding the potential settlement of the Utility's 2020 General Rate Case as well as the CPUC's investigation relating to the 2017 Northern California wildfires. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

Mr. Bleich left the meeting during the foregoing presentation.

SPECIAL BOARD MEETING - November 21, 2019  
PG&E CORPORATION

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Brian, Mr. Haaren, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Curnin, and Mr. Ponce present.

Ms. Cheng was recalled and informed that with Mr. Johnson, Mr. Curnin, and Mr. Ponce present, the directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:30 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 2, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Monday, December 2, 2019, at 4:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, Andrew M. Vesey, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Fred J. Fowler, William L. Smith, and Alejandro D. Wolff were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with John R. Boken and David Hindman of AlixPartners, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Itzhak Gartenberg, Andrew Shannahan, and Thomas A. Wagner of Knighthood Capital Management LLC (Knighthood), Matthew Goren and Stephen Karotkin of Weil, Gotshal & Manges LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Joshua M. Mester of Jones Day, Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Karotkin, and Mr. Wagner led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. Among other things, they discussed recent discussions that the Companies and certain of the Corporation's shareholders have had with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement of the Chapter 11 cases and prepetition non-subrogation wildfire-related claims, as well as claims arising from the 2016 Ghost Ship fire; and potential terms of such a

SPECIAL BOARD MEETING - December 2, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

settlement. The representatives of Knighthood, who had participated as representatives of the Corporation's shareholders in certain of the discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement, were invited to provide the Board with their views on the potential settlement with these parties and discussions relating thereto.

Mr. Gartenberg, Mr. Mester, Mr. Shannahan, and Mr. Wagner left the meeting at this point.

The directors asked questions regarding the matters discussed earlier in the meeting, and a discussion ensued.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:55 p.m.

LINDA Y.H. CHENG  
Secretary



PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 2, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Monday, December 2, 2019, at 4:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Fred J. Fowler, William L. Smith, and Alejandro D. Wolff were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with John R. Boken and David Hindman of AlixPartners, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Itzhak Gartenberg, Andrew Shannahan, and Thomas A. Wagner of Knighthood Capital Management LLC (Knighthood), Matthew Goren and Stephen Karotkin of Weil, Gotshal & Manges LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Joshua M. Mester of Jones Day, Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Karotkin, and Mr. Wagner led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. Among other things, they discussed recent discussions that the Companies and certain of the Corporation's shareholders have had with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement of the Chapter 11 cases and prepetition non-subrogation wildfire-related claims, as well as claims arising from the 2016 Ghost Ship fire; and potential terms of such a

SPECIAL BOARD MEETING - December 2, 2019  
PG&E CORPORATION

settlement. The representatives of Knighthood, who had participated as representatives of the Corporation's shareholders in certain of the discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement, were invited to provide the Board with their views on the potential settlement with these parties and discussions relating thereto.

Mr. Gartenberg, Mr. Mester, Mr. Shannahan, and Mr. Wagner left the meeting at this point.

The directors asked questions regarding the matters discussed earlier in the meeting, and a discussion ensued.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:55 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 4, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, December 4, 2019, at 3:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, and Andrew M. Vesey attended by telephone, as permitted by the Utility's Bylaws. Directors Alejandro D. Wolff and John M. Woolard were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Timothy G. Cameron, C. Daniel Haaren, and Richard Hall of Cravath, Swaine & Moore LLP (Cravath), Paul C. Curnin, Nicholas S. Goldin, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Itzhak Gartenberg and Thomas A. Wagner of Knighthead Capital Management LLC (Knighthead), Gregory Hort of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Joshua M. Mester of Jones Day, James A. Mesterharm of AlixPartners, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Karotkin, and Mr. Wagner led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. Among other things, they discussed the status of discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement of the Chapter 11 cases and prepetition non-subrogation wildfire-related claims, as well as claims arising from the 2016 Ghost Ship fire. The representatives of Knighthead, who had participated as representatives of the Corporation's

SPECIAL BOARD MEETING - December 4, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

shareholders in certain of the discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement, were invited to provide the Board with their views on the potential settlement with these parties and discussions relating thereto.

At this point, Mr. Gartenberg, Mr. Mester, and Mr. Wagner left the meeting. Kenneth S. Ziman of Lazard joined the meeting during the foregoing discussion.

The directors asked questions regarding the matters discussed earlier in the meeting, and a discussion ensued.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kevin J. Orsini of Cravath and Eli Silverman of Lazard joined the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:35 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 4, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, December 4, 2019, at 3:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Corporation's Bylaws. Directors Alejandro D. Wolff and John M. Woolard were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Linda Y.H. Cheng, along with Timothy G. Cameron, C. Daniel Haaren, and Richard Hall of Cravath, Swaine & Moore LLP (Cravath), Paul C. Curnin, Nicholas S. Goldin, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Itzhak Gartenberg and Thomas A. Wagner of Knighthead Capital Management LLC (Knighthead), Gregory Hort of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Joshua M. Mester of Jones Day, James A. Mesterharm of AlixPartners, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Karotkin, and Mr. Wagner led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. Among other things, they discussed the status of discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement of the Chapter 11 cases and prepetition non-subrogation wildfire-related claims, as well as claims arising from the 2016 Ghost Ship fire. The representatives of Knighthead, who had participated as representatives of the Corporation's

SPECIAL BOARD MEETING - December 4, 2019  
PG&E CORPORATION

shareholders in certain of the discussions with the Tort Claimants Committee, the Governor's office, and other parties regarding the potential settlement, were invited to provide the Board with their views on the potential settlement with these parties and discussions relating thereto.

At this point, Mr. Gartenberg, Mr. Mester, and Mr. Wagner left the meeting. Kenneth S. Ziman of Lazard joined the meeting during the foregoing discussion.

The directors asked questions regarding the matters discussed earlier in the meeting, and a discussion ensued.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Kevin J. Orsini of Cravath and Eli Silverman of Lazard joined the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:35 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 5, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, December 5, 2019, at 4:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, Andrew M. Vesey, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors William L. Smith and Alejandro D. Wolff were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with John R. Boken of AlixPartners, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath), Itzhak Gartenberg of Knighthead Capital Management LLC (Knighthead), Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Joshua M. Mester of Jones Day, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson).

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Simon, Mr. Hall, Mr. Karotkin, Thomas A. Wagner (who joined the meeting during the discussion), and Mr. Weissmann led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. This included a discussion of certain materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed key terms of a proposed settlement with the Tort Claimants Committee, certain attorneys representing individual wildfire claimants, and certain of the

SPECIAL BOARD MEETING - December 5, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

Corporation's shareholders to resolve prepetition non-subrogation claims related to the 2017 and 2018 wildfires, the 2015 Butte fire, and the 2016 Ghost Ship fire; the timeframe for entering into a Restructuring Support Agreement with the parties to the settlement; and next steps. The directors asked questions, and a discussion ensued.

Thomas A. Wagner of Knighthead joined the meeting during the foregoing discussion. In the foregoing discussion, Mr. Wagner, who had participated as a representative of the Corporation's shareholders in certain of the discussions with representatives of the Tort Claimants Committees and other parties regarding the proposed settlement, was invited to provide the Board with his perspective on the potential settlement with these parties and discussions relating thereto.

Mr. Gartenberg, Mr. Mester, and Mr. Wagner left the meeting after the discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board adopted a resolution authorizing the execution of a Restructuring Support Agreement with the parties to the settlement (see Resolution 1 in Attachment A).



SPECIAL BOARD MEETING - December 5, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:55 p.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

BE IT RESOLVED that that the officers of the Utility be, and each of them hereby is, authorized, empowered, and directed, by and on behalf of the Utility, (1) to execute and deliver the Restructuring Support Agreement by and among the Companies, the Tort Claimants Committee, certain attorneys for fire victims, and certain of the Corporation's shareholders, in substantially the form presented to the Board, and (2) to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Utility, all such certificates, instruments, agreements, or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of this resolution and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, or documents.

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 5, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, December 5, 2019, at 4:30 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 Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors William L. Smith and Alejandro D. Wolff were absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with John R. Boken of AlixPartners, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath), Itzhak Gartenberg of Knighthood Capital Management LLC (Knighthood), Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Joshua M. Mester of Jones Day, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson).

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

Mr. Johnson, Mr. Simon, Mr. Hall, Mr. Karotkin, Thomas A. Wagner (who joined the meeting during the discussion), and Mr. Weissmann led a discussion regarding the Companies' Chapter 11 cases, the 2017 Northern California wildfires, and the 2018 Camp fire. This included a discussion of certain materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed key terms of a proposed settlement with the Tort Claimants Committee, certain attorneys representing

SPECIAL BOARD MEETING - December 5, 2019  
PG&E CORPORATION

individual wildfire claimants, and certain of the Corporation's shareholders to resolve prepetition non-subrogation claims related to the 2017 and 2018 wildfires, the 2015 Butte fire, and the 2016 Ghost Ship fire; the timeframe for entering into a Restructuring Support Agreement with the parties to the settlement; and next steps. The directors asked questions, and a discussion ensued.

Thomas A. Wagner of Knighthood joined the meeting during the foregoing discussion. In the foregoing discussion, Mr. Wagner, who had participated as a representative of the Corporation's shareholders in certain of the discussions with representatives of the Tort Claimants Committees and other parties regarding the proposed settlement, was invited to provide the Board with his perspective on the potential settlement with these parties and discussions relating thereto.

Mr. Gartenberg, Mr. Mester, and Mr. Wagner left the meeting after the discussion.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board adopted a resolution authorizing the execution of a Restructuring Support Agreement with the parties to the settlement (see Resolution 1 in Attachment A).

SPECIAL BOARD MEETING - December 5, 2019  
PG&E CORPORATION

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 5:55 p.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

BE IT RESOLVED that that the officers of the Corporation be, and each of them hereby is, authorized, empowered, and directed, by and on behalf of the Corporation, (1) to execute and deliver the Restructuring Support Agreement by and among the Companies, the Tort Claimants Committee, certain attorneys for fire victims, and certain of the Corporation's shareholders, in substantially the form presented to the Board, and (2) to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Corporation, all such certificates, instruments, agreements, or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of this resolution and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, or documents.

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A regular meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held beginning at 4:50 p.m. on Tuesday, December 10, 2019, at the office of the Utility, 77 Beale Street, San Francisco, California. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors. The first portion of the meeting was held concurrently with a meeting of the Compliance and Public Policy (CPP) Committee of the PG&E Corporation Board of Directors.

Present at 77 Beale Street were directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Michael J. Leffell, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard. Directors Jeffrey L. Bleich, Fred J. Fowler, and Dominique Mielle attended by telephone, as permitted by the Utility's Bylaws. No director was absent.

Also present at 77 Beale Street at the beginning of the meeting were John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, Fong Wan, James M. Welsch, Linda Y.H. Cheng, Jane K. Yura, Eric Montizambert, and Alejandro Vallejo, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar), Paul C. Curnin, Mario A. Ponce, Sandeep Qusba, and Sara A. Ricciardi of Simpson, Thacher & Bartlett LLP, and Mark R. Filip and Charles J. Kalil II of Kirkland & Ellis LLP (Kirkland).

Quorum present, Ms. Schmidt, Chair of the PG&E Corporation CPP Committee meeting, presided as chair of the concurrent meeting with that committee. Ms. Cheng served as secretary of the meeting.

Mr. Filip and Mr. Kalil presented an update on the Utility's monitorship. They referred to the update that Mr. Filip presented to the Boards of Directors at their meeting on September 11, 2019, and discussed, among other things, the Monitor team's ongoing vegetation management

BOARD MEETING – December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

field inspections; the expected timeframe for issuance of the Monitor's third report; the open dialogue and communications between the Monitor team and PG&E management and employees; the Monitor team's electric distribution infrastructure and asset inspections during 2019 and planned electric infrastructure and asset inspections in 2020; the Monitor team's observations regarding the Utility's recent Public Safety Power Shutoff events and emergency preparedness efforts; and the Monitor team's ongoing evaluation of the Utility's gas transmission integrity management work, data integrity, and compliance and ethics program. The directors asked questions and discussed various aspects of Mr. Filip's and Mr. Kalil's presentation.

Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Giammona, Ms. Kane, Ms. Kay, Mr. Lewis, Ms. Loduca, Mr. Mistry, Mr. Wan, Mr. Welsch, Ms. Cheng, Ms. Yura, Mr. Montizambert, Mr. Vallejo, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were excused from the meeting, and the meeting continued in executive session, with Mr. Curnin, Mr. Filip, Mr. Kalil, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present during portions of the executive session meeting.

After the executive session, Ms. Schmidt informed Ms. Cheng that the following discussions took place:

- With Mr. Curnin, Mr. Filip, Mr. Kalil, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the independent directors discussed the Monitor's team's views and observations regarding various aspects of the Utility's operations and culture. Ms. Mielle, Mr. Filip, and Mr. Kalil then left the meeting.
- With Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

Mr. Mullins and Mr. Qusba left the meeting at this point.

The meeting recessed at 5:35 p.m. and reconvened at 8:45 a.m. on Wednesday, December 11, 2019.



BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

At this point, Mr. Johnson re-entered the meeting, and Ms. Mielle and Mr. Mullins rejoined the meeting by telephone.

Ms. Brownell, Chair of the Board of the Corporation, presided over the remainder of the meeting.

The meeting continued in executive session with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Ms. Ricciardi present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that, with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Ms. Ricciardi present, (1) Mr. Johnson reported on recent developments at the Companies and provided an overview of matters that would be discussed later in the meeting, and (2) the directors discussed various matters that would be covered later in the meeting.

The following individuals entered the meeting at this point: Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, Fong Wan, James M. Welsch, and Walter R. Posey, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar, Charles J. Kalil II of Kirkland, James A. Mesterharm of AlixPartners, and Eli Silverman and Kenneth S. Ziman of Lazard.

Mr. Posey presented a safety tailboard on working safely near trees. The directors asked questions and discussed various aspects of his presentation.

Mr. Posey left the meeting at this point.

The directors discussed various field visits and safety observations and facility tours that they had attended, as well as the tour of the Diablo Canyon Power Plant that several directors would be attending the following day.

Mr. Wells reviewed the Financial and Business Highlights report for November 2019, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions and discussed various aspects of Mr. Wells' presentation.

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Utility's work to restore service in response to power outages caused by a recent winter storm.

At this point, (1) Ms. Kay, Mr. Mistry, and Mr. Welsch left the meeting, (2) the following individuals entered the meeting: Robert S. Kenney, Peter E. Kenny, and Sumeet Singh, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath), and (3) Richard Hall of Cravath joined the meeting by telephone.

Mr. Lewis, Mr. Kenny, and Mr. Singh presented an update on the Utility's Community Wildlife Safety Program, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the Utility's continuing progress in enhancing its readiness and responsiveness to the threat of potential wildfires across its service territory; the Utility's wildfire risk reduction strategy; 2019 fire ignition trends; the Utility's progress in completing the commitments made in its 2019 Wildfire Safety Plan (WSP); enhanced risk analysis that is being incorporated into the development of the Utility's 2020 Wildfire Mitigation Plan (WMP); and the Utility's activities to minimize the scope, duration, and frequency of future PSPS events. The directors asked questions and discussed, among other matters, the Utility's enhanced vegetation management and system hardening work, the Utility's progress in completing its commitments under the 2019 WSP, and the Utility's 2020 WMP.

Mr. Bleich left the meeting during the foregoing presentation and discussion. Mr. Lewis, Mr. Wan, Mr. Welsch, Mr. Kenney, Mr. Kenny, Mr. Singh, Ms. Anderson, Mr. Bennett, Mr. Kalil, and Mr. D. Smith left the meeting after the presentation and discussion.

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

[REDACTED]

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian and Mr. Orsini left the meeting, and Fong Wan, Christopher A. Foster, and Katherine K. Davis entered the meeting.

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

[REDACTED]

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Sandeep Qusba of Simpson entered the meeting, and Mr. Barrera left the meeting. Mr. Vesey, Mr. Wan, Mr. Foster, and Ms. Davis left the meeting after the discussion.

Ms. Cheng presented consent items relating to (1) the number of directors on the Board, (2) election of an Assistant Corporate Secretary, and (3) approval of minutes, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board adopted a resolution fixing the number of authorized directors at 15 (see Resolution 1 in Attachment A).

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

On motion made and seconded, the Board approved the minutes of the Board meetings held on June 14, 2019, June 20 and 21, 2019, June 27, 2019, July 9, 2019, July 12, 2019, July 16, 2019, July 19, 2019, and July 25, 2019.

In the absence of Mr. Barrera, Chair of the PG&E Corporation Finance Committee, Mr. Wells presented a report on the actions taken and items discussed at the Committee's meetings on November 15, 2019, November 25, 2019, and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board concur with the 2020 preliminary operating expense

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

and capital expenditure budgets contained in the preliminary 2020 Financial Performance Plan, as described in materials that had been provided to directors in advance of the meeting and that are included in the records of this Board. He referred to materials that had been provided to the directors in advance of the meeting regarding the Butte County Rebuild Program (Program), and stated that management will return to the Finance Committee and the Boards in early 2020 with an updated Program cost estimate and an updated proposal for approval of Program expenditures.

On motion made and seconded, the Board concurred with the preliminary operating expense and capital expenditure budgets contained in the 2020 Financial Performance Plan, as presented.

Ms. Schmidt, Chair of the PG&E Corporation CPP Committee, presented a report on the items discussed at the Committee's meetings on November 25, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she presented the Committee's third quarter 2019 report to the Board on the Utility's progress against its Wildfire Safety Plan.

At this point, Mr. Brian, Mr. Karotkin, Mr. Orsini, and Mr. Weissmann left the meeting, and Mr. Kalil re-entered the meeting.

Mr. Leffell, Chair of the PG&E Corporation Nominating and Governance Committee, presented a report on the actions taken and items discussed at the Committee's meeting held earlier in the day, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board (1) appoint (a) William L. Smith to the PG&E Corporation Compensation Committee, the PG&E Corporation Finance Committee, and the PG&E Corporation and Utility Safety and Nuclear Oversight (SNO) Committees, and (b) John M. Woolard to the PG&E Corporation CPP Committee and the PG&E Corporation Nominating and Governance Committee, and (2) amend the Corporate Governance Guidelines to (a) add a new "Expectations for Directors" section, and (b) revise the "Characteristics of Directors" section to add meeting attendance as a consideration for re-nominating

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

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

On motion made and seconded, the Board appointed Mr. Smith to the SNO Committee, as presented.

On motion made and seconded, the Board approved amendments to the Corporate Governance Guidelines, as presented.

Ms. Moore, Chair of the PG&E Corporation Compensation Committee, presented a report on the actions taken and items discussed at the Committee's meetings on November 1, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she reported on the Committee's recommendation that the independent members of the Board (1) approve the treatment of 2019 Long-Term Incentive Plan (LTIP) awards for the Utility Chief Executive Officer (CEO) under various post-service and post-change in control scenarios, and (2) delegate authority to the Senior Vice President, Human Resources to implement awards reflecting these terms, as described in materials that had been provided to directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the independent directors (1) approved the treatment of 2019 LTIP awards for the Utility CEO under various post-service and post-change in control scenarios, and (2) delegated authority to the Senior Vice President, Human Resources to implement awards reflecting these terms, as presented.

Ms. Mielle, Chair of the Audit Committee, presented a report on the actions taken and items discussed at the Committee's meetings on November 5, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the SNO Committee, presented a report on the items discussed at the Committee's concurrent meeting with the Audit Committee and the PG&E Corporation Compliance and Public Policy Committee on November 19, 2019 and the SNO Committee's meeting on

BOARD MEETING - December 10 and 11, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

The secretary noted that, in advance of the meeting, the directors had been provided privileged materials prepared at the direction of Ms. Loduca regarding legal matters. The materials are included in the records of this Board.

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Hall, Mr. Kalil, Mr. Mesterharm, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present for portions of the executive session meeting.

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson absent, the independent directors met in executive session without any management present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:15 p.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

WHEREAS, on November 12, 2019, Frederick W. Buckman informed this Board of Directors (the "Board") of his intent to resign from the Board and the Board of PG&E Corporation, effective immediately;

WHEREAS, in light of Mr. Buckman's resignation, the Board believes it is in the best interest of this company and its shareholders to fix a new number of directors constituting the Board;

WHEREAS, pursuant to Article II, Section 1 of this company's Bylaws, the number of directors constituting the Board shall be within the limits specified in the Bylaws, fixed from time to time by a resolution duly adopted by the Board; and

WHEREAS, pursuant to Article II, Section 1 of the Bylaws, the number of directors on the Board shall not be less than nine (9) nor more than seventeen (17);

NOW, THEREFORE, BE IT RESOLVED that the exact number of directors of this company shall be fixed at 15.

**Resolution 2**

BE IT RESOLVED that J. Ellen Conti is hereby elected Assistant Corporate Secretary, effective as of December 9, 2019.



PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 10 and 11, 2019  
PG&E CORPORATION

A regular meeting of the Board of Directors of PG&E Corporation (Corporation) was held beginning at 4:50 p.m. on Tuesday, December 10, 2019, at the office of the Corporation, 77 Beale Street, San Francisco, California. 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. The first portion of the meeting was held concurrently with a meeting of the Compliance and Public Policy (CPP) Committee of the PG&E Corporation Board of Directors.

Present at 77 Beale Street were directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Michael J. Leffell, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard. Directors Jeffrey L. Bleich, Fred J. Fowler, and Dominique Mielle attended by telephone, as permitted by the Corporation's Bylaws. No director was absent.

Also present at 77 Beale Street at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, Fong Wan, James M. Welsch, Linda Y.H. Cheng, Jane K. Yura, Eric Montizambert, and Alejandro Vallejo, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group (NorthStar), Paul C. Curnin, Mario A. Ponce, Sandeep Qusba, and Sara A. Ricciardi of Simpson, Thacher & Bartlett LLP, and Mark R. Filip and Charles J. Kalil II of Kirkland & Ellis LLP (Kirkland).

Quorum present, Ms. Schmidt, Chair of the CPP Committee meeting, presided as chair of the concurrent meeting with that committee. Ms. Cheng served as secretary of the meeting.

Mr. Filip and Mr. Kalil presented an update on the Utility's monitorship. They referred to the update that Mr. Filip presented to the Boards of Directors at their meeting on September 11, 2019, and discussed, among other things, the Monitor team's ongoing vegetation management

BOARD MEETING – December 10 and 11, 2019  
PG&E CORPORATION

field inspections; the expected timeframe for issuance of the Monitor's third report; the open dialogue and communications between the Monitor team and PG&E management and employees; the Monitor team's electric distribution infrastructure and asset inspections during 2019 and planned electric infrastructure and asset inspections in 2020; the Monitor team's observations regarding the Utility's recent Public Safety Power Shutoff events and emergency preparedness efforts; and the Monitor team's ongoing evaluation of the Utility's gas transmission integrity management work, data integrity, and compliance and ethics program. The directors asked questions and discussed various aspects of Mr. Filip's and Mr. Kalil's presentation.

Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Giammona, Ms. Kane, Ms. Kay, Mr. Lewis, Ms. Loduca, Mr. Mistry, Mr. Wan, Mr. Welsch, Ms. Cheng, Ms. Yura, Mr. Montizambert, Mr. Vallejo, Ms. Anderson, Mr. Bennett, and Mr. D. Smith were excused from the meeting, and the meeting continued in executive session, with Mr. Curnin, Mr. Filip, Mr. Kalil, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present during portions of the executive session meeting.

After the executive session, Ms. Schmidt informed Ms. Cheng that the following discussions took place:

- With Mr. Curnin, Mr. Filip, Mr. Kalil, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the independent directors discussed the Monitor's team's views and observations regarding various aspects of the Utility's operations and culture. Ms. Mielle, Mr. Filip, and Mr. Kalil then left the meeting.
- With Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

Mr. Mullins and Mr. Qusba left the meeting at this point.

The meeting recessed at 5:35 p.m. and reconvened at 8:45 a.m. on Wednesday, December 11, 2020.

BOARD MEETING – December 10 and 11, 2019  
PG&E CORPORATION

At this point, Mr. Johnson re-entered the meeting, and Ms. Mielle and Mr. Mullins rejoined the meeting by telephone.

The meeting continued in executive session with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Ms. Ricciardi present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that, with Mr. Johnson, Mr. Curnin, Mr. Ponce, and Ms. Ricciardi present, (1) Mr. Johnson reported on recent developments at the Companies and provided an overview of matters that would be discussed later in the meeting, and (2) the directors discussed various matters that would be covered later in the meeting.

The following individuals entered the meeting at this point: Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, Fong Wan, James M. Welsch, and Walter R. Posey, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar, Charles J. Kalil II of Kirkland, James A. Mesterharm of AlixPartners, and Eli Silverman and Kenneth S. Ziman of Lazard.

Mr. Posey presented a safety tailboard on working safely near trees. The directors asked questions and discussed various aspects of his presentation.

Mr. Posey left the meeting at this point.

The directors discussed various field visits and safety observations and facility tours that they had attended, as well as the tour of the Diablo Canyon Power Plant that several directors would be attending the following day.

Mr. Wells reviewed the Financial and Business Highlights report for November 2019, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions and discussed various aspects of Mr. Wells' presentation.

Mr. Vesey presented a report on operational matters. Among other things, he discussed the Utility's

BOARD MEETING - December 10 and 11, 2019  
PG&E CORPORATION

work to restore service in response to power outages caused by a recent winter storm.

At this point, (1) Ms. Kay, Mr. Mistry, and Mr. Welsch left the meeting, (2) the following individuals entered the meeting: Robert S. Kenney, Peter E. Kenny, and Sumeet Singh, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath), and (3) Richard Hall of Cravath joined the meeting by telephone.

Mr. Lewis, Mr. Kenny, and Mr. Singh presented an update on the Utility's Community Wildlife Safety Program, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the Utility's continuing progress in enhancing its readiness and responsiveness to the threat of potential wildfires across its service territory; the Utility's wildfire risk reduction strategy; 2019 fire ignition trends; the Utility's progress in completing the commitments made in its 2019 Wildfire Safety Plan (WSP); enhanced risk analysis that is being incorporated into the development of the Utility's 2020 Wildfire Mitigation Plan (WMP); and the Utility's activities to minimize the scope, duration, and frequency of future PSPS events. The directors asked questions and discussed, among other matters, the Utility's enhanced vegetation management and system hardening work, the Utility's progress in completing its commitments under the 2019 WSP, and the Utility's 2020 WMP.

Mr. Bleich left the meeting during the foregoing presentation and discussion. Mr. Lewis, Mr. Wan, Mr. Welsch, Mr. Kenney, Mr. Kenny, Mr. Singh, Ms. Anderson, Mr. Bennett, Mr. Kalil, and Mr. D. Smith left the meeting after the presentation and discussion.

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

[REDACTED]

BOARD MEETING - December 10 and 11, 2019  
PG&E CORPORATION

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Brian and Mr. Orsini left the meeting, and Fong Wan, Christopher A. Foster, and Katherine K. Davis entered the meeting.

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

[REDACTED]



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Sandeep Qusba of Simpson entered the meeting, and Mr. Barrera left the meeting. Mr. Vesey, Mr. Wan, Mr. Foster, and Ms. Davis left the meeting after the discussion.

Ms. Cheng presented consent items relating to (1) the number of directors on the Board, (2) election of an Assistant Corporate Secretary, and (3) approval of minutes, all as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

On motion made and seconded, the Board adopted a resolution fixing the number of authorized directors at 14 (see Resolution 1 in Attachment A).

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

On motion made and seconded, the Board approved the minutes of the Board meetings held on June 14, 2019, June 20 and 21, 2019, June 27, 2019, July 9, 2019, July 12, 2019, July 16, 2019, July 19, 2019, and July 25, 2019.

In the absence of Mr. Barrera, Chair of the Finance Committee, Mr. Wells presented a report on the actions taken and items discussed at the Committee's meetings on November 15, 2019, November 25, 2019, and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board concur with the 2020 preliminary operating expense and capital expenditure budgets contained in the preliminary 2020 Financial Performance Plan, as described in materials that had been provided to directors in advance of the

BOARD MEETING - December 10 and 11, 2019  
PG&E CORPORATION

meeting and that are included in the records of this Board. He referred to materials that had been provided to the directors in advance of the meeting regarding the Butte County Rebuild Program (Program), and stated that management will return to the Finance Committee and the Boards in early 2020 with an updated Program cost estimate and an updated proposal for approval of Program expenditures.

On motion made and seconded, the Board concurred with the preliminary operating expense and capital expenditure budgets contained in the 2020 Financial Performance Plan, as presented.

Ms. Schmidt, Chair of the CPP Committee, presented a report on the items discussed at the Committee's meetings on November 25, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she presented the Committee's third quarter 2019 report to the Board on the Utility's progress against its Wildfire Safety Plan.

At this point, Mr. Brian, Mr. Karotkin, Mr. Orsini, and Mr. Weissmann left the meeting, and Mr. Kalil re-entered the meeting.

Mr. Leffell, Chair of the Nominating and Governance Committee, presented a report on the actions taken and items discussed at the Committee's meeting held earlier in the day, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board (1) appoint (a) William L. Smith to the Compensation Committee, the Finance Committee, and the PG&E Corporation and Utility Safety and Nuclear Oversight (SNO) Committees, and (b) John M. Woolard to the CPP Committee and the Nominating and Governance Committee, and (2) amend the Corporate Governance Guidelines to (a) add a new "Expectations for Directors" section, and (b) revise the "Characteristics of Directors" section to add meeting attendance as a consideration for re-nominating incumbent directors, all as described in materials that had been provided to directors in advance of the meeting and that are included in the records of this Board.

BOARD MEETING – December 10 and 11, 2019  
PG&E CORPORATION

On motion made and seconded, the Board appointed Mr. Smith to the Compensation Committee, the Finance Committee, and the SNO Committee, and Mr. Woolard to the CPP Committee and the Nominating and Governance Committee, as presented.

On motion made and seconded, the Board approved amendments to the Corporate Governance Guidelines, as presented.

Ms. Moore, Chair of the Compensation Committee, presented a report on the actions taken and items discussed at the Committee's meetings on November 1, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Mielle, Chair of the Audit Committee, presented a report on the actions taken and items discussed at the Committee's meetings on November 5, 2019 and December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Ms. Campbell, Chair of the SNO Committee, presented a report on the items discussed at the Committee's concurrent meeting with the Audit Committee and the Compliance and Public Policy Committee on November 19, 2019 and the SNO Committee's meeting on December 10, 2019, as described in the materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

The secretary noted that, in advance of the meeting, the directors had been provided privileged materials prepared at the direction of Ms. Loduca regarding legal matters. The materials are included in the records of this Board.

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Hall, Mr. Kalil, Mr. Mesterharm, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present for portions of the executive session meeting.



BOARD MEETING - December 10 and 11, 2019  
PG&E CORPORATION

Ms. Cheng was recalled and informed that (1) with Mr. Johnson, Mr. Curnin, Mr. Ponce, Mr. Qusba, and Ms. Ricciardi present, the directors continued their discussion regarding several of the topics covered earlier in the meeting, and (2) with Mr. Johnson absent, the independent directors met in executive session without any management present.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:15 p.m.

LINDA Y.H. CHENG  
Secretary

**ATTACHMENT A**

**Resolution 1**

WHEREAS, on November 12, 2019, Frederick W. Buckman informed this Board of Directors (the "Board") of his intent to resign from the Board and the Board of Pacific Gas and Electric Company, effective immediately;

WHEREAS, in light of Mr. Buckman's resignation, the Board believes that it is in the best interest of this corporation and its shareholders to fix a new number of directors constituting the Board;

WHEREAS, pursuant to Article II, Section 1 of this corporation's Bylaws, the number of directors constituting the Board shall be within the limits specified in the Corporation's Articles of Incorporation, fixed from time to time by a resolution duly adopted by the Board; and

WHEREAS, pursuant to Article Third, Section 1 of the Articles of Incorporation, the number of directors on the Board shall not be less than eight (8) nor more than fifteen (15);

NOW, THEREFORE, BE IT RESOLVED that the exact number of directors of this corporation shall be fixed at 14.

**Resolution 2**

BE IT RESOLVED that J. Ellen Conti is hereby elected Assistant Corporate Secretary, effective as of December 9, 2019.

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 12, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, December 12, 2019, at 10:15 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Jeffrey L. Bleich, Fred J. Fowler, Michael J. Leffell, Eric D. Mullins, and Andrew M. Vesey were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Eileen O. Chan, along with C. Dan Haaren and Richard Hall of Cravath, Swaine & Moore LLP, James A. Mesterharm of AlixPartners, Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 12, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Chan left the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:30 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 12, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, December 12, 2019, at 10:15 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, William D. Johnson, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Jeffrey L. Bleich, Fred J. Fowler, Michael J. Leffell, and Eric D. Mullins were absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng, and Eileen O. Chan, along with C. Dan Haaren and Richard Hall of Cravath, Swaine & Moore LLP, James A. Mesterharm of AlixPartners, Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

Ms. Loduca, with the participation of Mr. Johnson, Mr. Simon, [REDACTED]

SPECIAL BOARD MEETING - December 12, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Ms. Chan left the meeting during the foregoing discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:30 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 13, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Friday, December 13, 2019, at 9:00 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell (who joined during the meeting as noted below), Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins (who joined during the meeting as noted below), Kristine M. Schmidt, William L. Smith, Andrew M. Vesey (who joined during the meeting as noted below), and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Alejandro D. Wolff was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, and Linda Y.H. Cheng, along with John R. Boken of AlixPartners, C. Dan Haaren and Richard Hall of Cravath, Swaine & Moore LLP (Cravath), Stephen Karotkin of Weil, Gotshal & Manges LLP, Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson), and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 13, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Cheryl F. Campbell joined the meeting during the foregoing discussion.

Mr. Bleich, Mr. Leffell, and Ms. Schmidt left the meeting at this point.

The meeting recessed at 10:55 a.m. and reconvened at 3:30 p.m.

The following individuals joined the meeting at this point: directors Eric D. Mullins and Andrew M. Vesey, along with Brad D. Brian of Munger, Tolles & Olson LLP, Gregory Hort of Lazard, James A. Mesterharm of AlixPartners, Kevin J. Orsini of Cravath, and Mario A. Ponce of Simpson.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Jeffrey L. Bleich rejoined the meeting during the foregoing discussion.



SPECIAL BOARD MEETING - December 13, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:00 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 13, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, December 13, 2019, at 9:00 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell (who joined during the meeting as noted below), Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins (who joined during the meeting as noted below), Kristine M. Schmidt, William L. Smith, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director Alejandro D. Wolff was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, and Linda Y.H. Cheng, along with John R. Boken of AlixPartners, C. Dan Haaren and Richard Hall of Cravath, Swaine & Moore LLP (Cravath), Stephen Karotkin of Weil, Gotshal & Manges LLP, Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson), and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

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<sup>1</sup> [REDACTED]

SPECIAL BOARD MEETING - December 13, 2019  
PG&E CORPORATION

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Cheryl F. Campbell joined the meeting during the foregoing discussion.

On motion made and seconded, the Board authorized and directed the officers of the Corporation to negotiate revisions to the equity backstop commitment letters substantially on the terms discussed with the Board.

Mr. Bleich, Mr. Leffell, and Ms. Schmidt left the meeting at this point.

The meeting recessed at 10:55 a.m. and reconvened at 3:30 p.m.

The following individuals joined the meeting at this point: director Eric D. Mullins and Andrew M. Vesey, along with Brad D. Brian of Munger, Tolles & Olson LLP, Gregory Hort of Lazard, James A. Mesterharm of AlixPartners, Kevin J. Orsini of Cravath, and Mario A. Ponce of Simpson.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Jeffrey L. Bleich rejoined the meeting during the foregoing discussion.

SPECIAL BOARD MEETING - December 13, 2019  
PG&E CORPORATION

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:00 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Sunday, December 15, 2019, at 11:00 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle (who joined during the meeting as noted below), Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. No director was absent.

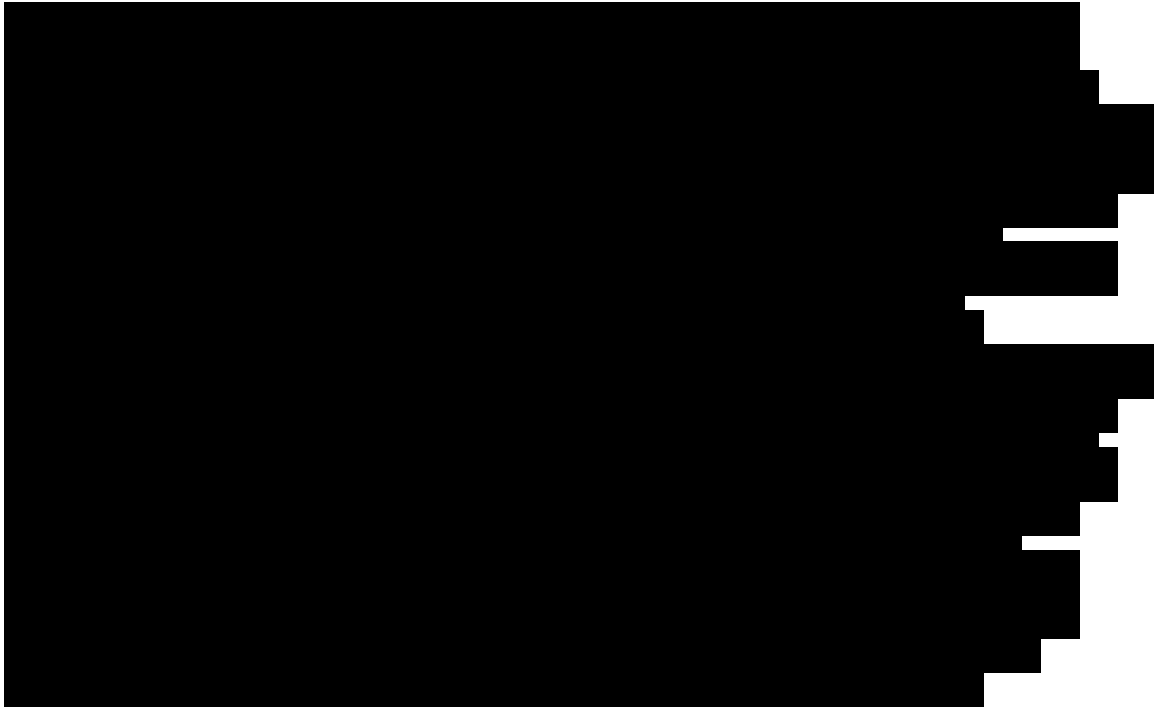
Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, C. Dan Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Dominique Mielle joined the meeting during the foregoing discussion.

After the discussion, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Wong, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Ponce and Mr. Qusba present.

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:50 p.m.

LINDA Y.H. CHENG  
Secretary

SPECIAL BOARD MEETING - December 15, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 15, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Sunday, December 15, 2019, at 11:00 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle (who joined during the meeting as noted below), Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, C. Dan Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP.

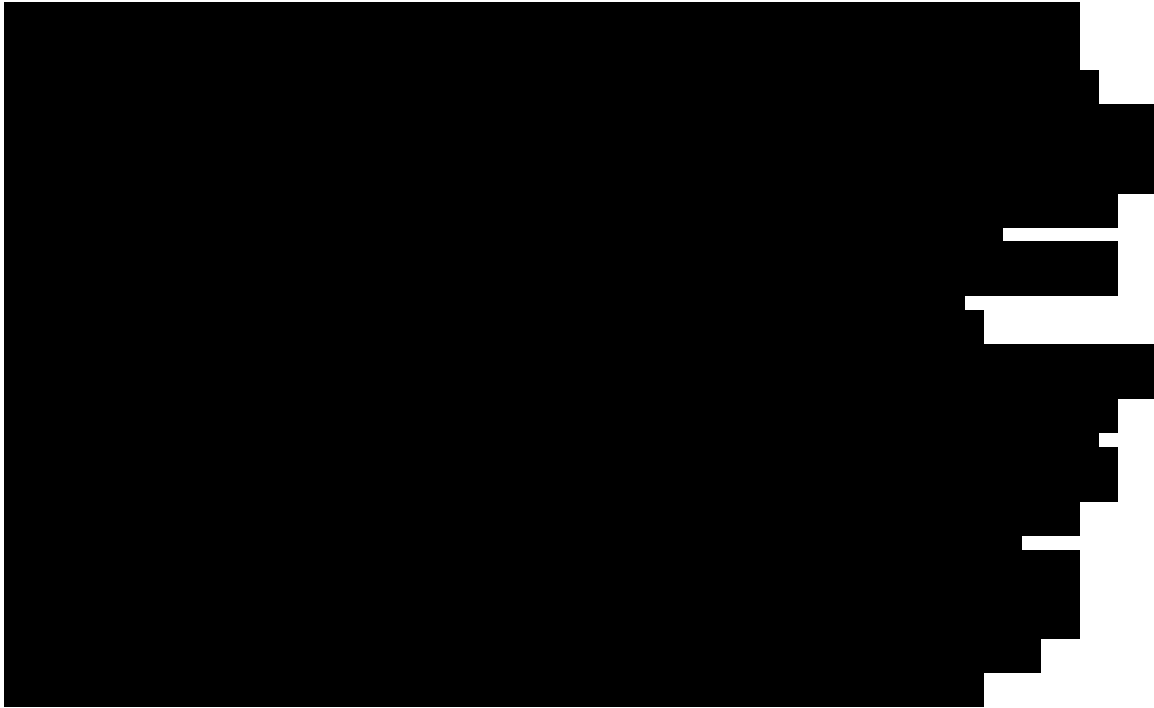
Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]



SPECIAL BOARD MEETING - December 15, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Dominique Mielle joined the meeting during the foregoing discussion.

After the discussion, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Wong, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Ponce and Mr. Qusba present.

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:50 p.m.

LINDA Y.H. CHENG  
Secretary

SPECIAL BOARD MEETING - December 15, 2019  
PG&E CORPORATION

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 19, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, December 19, 2019, at 8:05 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich (who joined during the meeting as noted below), Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director William D. Johnson was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Brad D. Brian of Munger, Tolles & Olson LLP, Paul C. Curnin, Erica M. Egenes, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 19, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory matters, including the status of (1) the CPUC's cost of capital proceeding, and (2) the settlement agreements relating to the Utility's 2020 General Rate case and the CPUC's investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

David Hindman of AlixPartners joined the meeting during the foregoing discussion.

On motion made and seconded, the Board approved the minutes of the Board meetings held on August 2, 2019, August 6, 2019, August 7, 2019, August 9, 2019, August 12, 2019, August 16, 2019, August 23, 2019, and August 30, 2019.

At this point, (1) Mr. Leffell left the meeting, (2) Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hindman, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Silverman, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Curnin, Ms. Egenes, Mr. Ponce, and Mr. Qusba present.

Director Jeffrey L. Bleich joined the meeting during the foregoing executive session discussion.

SPECIAL BOARD MEETING - December 19, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

At this point, (1) the following individuals joined the meeting: Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Jamie L. Martin, and Brooke A. Reilly, along with Mr. Hindman, Mr. Mesterharm, and Patryk Szafranski of AlixPartners, and (2) Mr. Curnin left the meeting.

Mr. Hindman, Mr. Mesterharm, and Mr. Szafranski presented a report on cost savings opportunities, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed guideposts for costs savings opportunities and discussions, the Companies' ongoing spend reduction efforts, the Program Management Office (PMO) process for spend reductions, progress made toward the Companies' 2020 spend reduction target, and proposed spend reduction strategies. The directors asked questions and discussed, among other matters, the PMO process, various spend reduction categories and initiatives, and potential focus areas for future discussion with the Board.

Mr. Mullins and Mr. Woolard left the meeting during the foregoing presentation and discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:35 a.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 19, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, December 19, 2019, at 8:05 a.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich (who joined during the meeting as noted below), Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director William D. Johnson was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Linda Y.H. Cheng, and Robert S. Kenney, along with Brad D. Brian of Munger, Tolles & Olson LLP, Paul C. Curnin, Erica M. Egenes, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory matters, including the status of (1) the CPUC's cost of capital proceeding, and (2) the settlement agreements relating to the Utility's 2020 General Rate case and the CPUC's investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire.

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

[REDACTED]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

David Hindman of AlixPartners joined the meeting during the foregoing discussion.

On motion made and seconded, the Board approved the minutes of the Board meetings held on August 2, 2019, August 6, 2019, August 7, 2019, August 9, 2019, August 12, 2019, August 16, 2019, August 23, 2019, and August 30, 2019.

At this point, (1) Mr. Leffell left the meeting, (2) Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hindman, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Silverman, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Curnin, Ms. Egenes, Mr. Ponce, and Mr. Qusba present.

Director Jeffrey L. Bleich joined the meeting during the foregoing executive session discussion.

SPECIAL BOARD MEETING - December 19, 2019  
PG&E CORPORATION

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

At this point, (1) the following individuals joined the meeting: Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Jamie L. Martin, and Brooke A. Reilly, along with Mr. Hindman, Mr. Mesterharm, and Patryk Szafranski of AlixPartners, and (2) Mr. Curnin left the meeting.

Mr. Hindman, Mr. Mesterharm, and Mr. Szafranski presented a report on cost savings opportunities, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed guideposts for costs savings opportunities and discussions, the Companies' ongoing spend reduction efforts, the Program Management Office (PMO) process for spend reductions, progress made toward the Companies' 2020 spend reduction target, and proposed spend reduction strategies. The directors asked questions and discussed, among other matters, the PMO process, various spend reduction categories and initiatives, and potential focus areas for future discussion with the Board.

Mr. Mullins and Mr. Woolard left the meeting during the foregoing presentation and discussion.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 9:35 a.m.

LINDA Y.H. CHENG  
Secretary



PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 30, 2019  
PACIFIC GAS AND ELECTRIC COMPANY

A special telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Monday, December 30, 2019, at 3:00 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, William Smith, Andrew M. Vesey, Alejandro D. Wolff, and John Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Jeffrey L. Bleich, William D. Johnson, and Kristine M. Schmidt were absent.

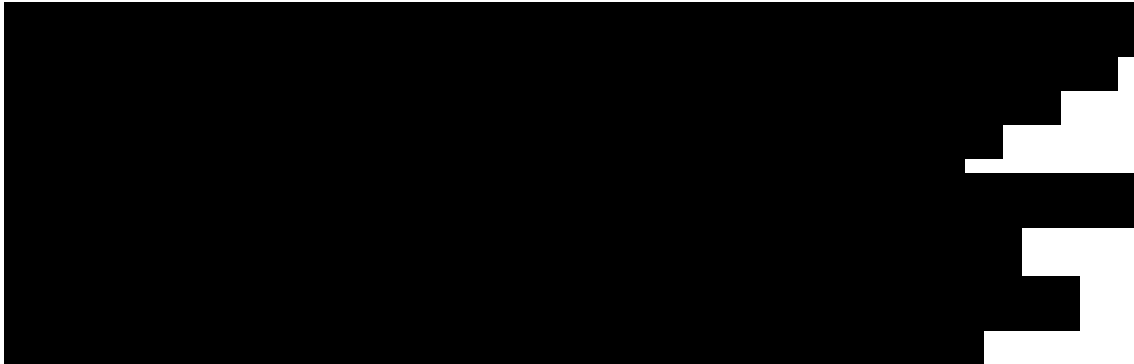
Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng and William V. Manheim, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Erica M. Egenes, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath).

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 30, 2019  
PACIFIC GAS AND ELECTRIC COMPANY



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (1) Ms. Brownell, Ms. Campbell, Mr. Vesey, Mr. Hort, and Mr. Mesterharm left the meeting, and (2) Richard Hall of Cravath joined the meeting and later left the meeting.

After the discussion, (1) Mr. Barrera left the meeting, and (2) Mr. Simon, Mr. Wells, Ms. Loduca, Ms. Cheng, Mr. Manheim, Mr. Brian, Mr. Karotkin, Mr. Orsini, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Ms. Egenes, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:55 p.m.

LINDA Y.H. CHENG  
Secretary

PRIVILEGED AND CONFIDENTIAL<sup>1</sup>

BOARD MEETING - December 30, 2019  
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Monday, December 30, 2019, at 3:00 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, William Smith, Alejandro D. Wolff, and John Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Jeffrey L. Bleich, William D. Johnson, and Kristine M. Schmidt were absent.

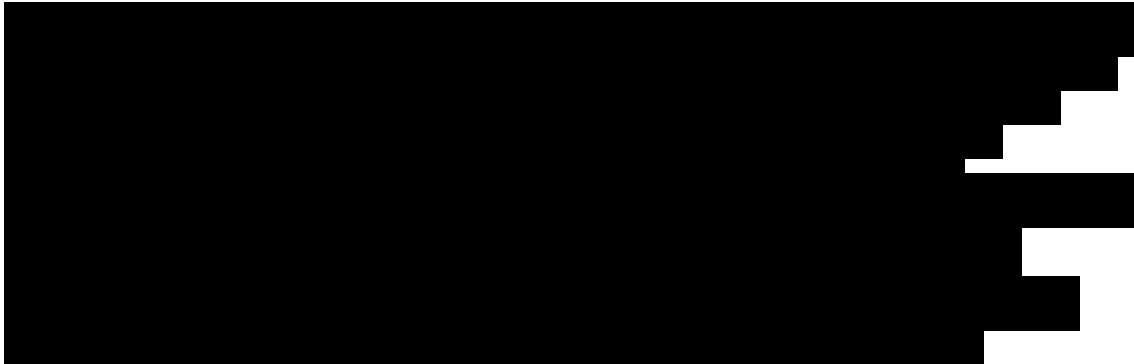
Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Jason P. Wells, Janet C. Loduca, Linda Y.H. Cheng and William V. Manheim, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Erica M. Egenes, Mario A. Ponce, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Kevin J. Orsini of Cravath, Swaine & Moore LLP (Cravath).

Quorum present, Ms. Brownell, Chair of the Board of the Corporation, presided as chair of the concurrent meeting. Ms. Cheng served as secretary of the meeting.

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

[REDACTED]

SPECIAL BOARD MEETING - December 30, 2019  
PG&E CORPORATION



[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (1) Ms. Brownell, Ms. Campbell, Mr. Vesey, Mr. Hort, and Mr. Mesterharm left the meeting, and (2) Richard Hall of Cravath joined the meeting and later left the meeting.

After the discussion, (1) Mr. Barrera left the meeting, and (2) Mr. Simon, Mr. Wells, Ms. Loduca, Ms. Cheng, Mr. Manheim, Mr. Brian, Mr. Karotkin, Mr. Orsini, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Ms. Egenes, Mr. Ponce, and Mr. Qusba present.

Ms. Cheng was recalled and informed that, without any management present, the independent directors continued their discussion regarding several of the topics covered earlier in the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 4:55 p.m.

LINDA Y.H. CHENG  
Secretary

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

November 19, 2019

A telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of Pacific Gas and Electric Company (Utility) was held at 12:15 p.m. on Tuesday, November 19, 2019. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee, the PG&E Corporation Compliance and Public Policy (CPP) Committee, and the Companies' respective Audit Committees.

SNO Committee members Jeffrey L. Bleich (who joined during the meeting as noted below), Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, and Kristine M. Schmidt attended by telephone, as permitted by the Utility's Bylaws. Committee member Nora Mead Brownell was absent.

Also participating by telephone at the beginning of the meeting were directors Richard R. Barrera, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, and Alejandro D. Wolff, as well as Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Janet C. Loduca, Fong Wan, James M. Welsch, Stephen J. Cairns, Linda Y.H. Cheng, David S. Thomason, Wondy S. Lee, Eric Montizambert, James T. Murphy, and Jan A. Nimick, along with Timothy J. Gillam and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP, Charles J. Kalil II of Kirkland & Ellis LLP, and Mario A. Ponce of Simpson Thacher & Bartlett LLP (Simpson).

Quorum present, Ms. Campbell, Chair of the SNO Committees, presided over the concurrent meeting. Ms. Cheng served as secretary of the concurrent meeting.

Mr. Nimick presented a safety tailboard on managing customer satisfaction. The Audit, CPP, and SNO Committee members (Committee Members) asked questions and discussed various aspects of Mr. Nimick's presentation.

Ms. Giammona introduced Mr. Murphy, Senior Director, Corporate Security of the Utility. Mr. Murphy presented a report on corporate security, which included a discussion of materials that had been provided to Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the evolving physical security landscape; the Corporate Security

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - November 19, 2019

organization's focus on protecting the Companies' employees, facilities, and customers; the Companies' strategies for mitigating security risks, including continued capital investments in technology, automation, and artificial intelligence; the Companies' physical security risk management program; various physical security metrics; and security engagement during Public Safety Power Shutoff (PSPS) events. The Committee Members asked questions and discussed, among other matters, employee safety during PSPS events, and security and safety protocols for employees working in the field.

Nicholas S. Goldin of Simpson joined the meeting during the foregoing presentation and discussion. After the presentation and discussion, Mr. Murphy left the meeting, and Christine Cowsert, Clifford J. Gleicher, and Lise H. Jordan joined the meeting.

Following an introduction by Ms. Kane, Mr. Gleicher presented a report regarding noncompliance (e.g., notices of violations), which included a discussion with Ms. Jordan and Ms. Cowsert of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. The Committee Members asked questions and discussed, among other matters, compliance programs in the Electric Operations and Gas Operations lines of business.

Mr. Vesey left the meeting during the foregoing presentation and discussion. Mr. Gleicher, Ms. Jordan, and Mr. Kalil left the meeting after the presentation and discussion.

Mr. Welsch presented a report on the results of the World Association of Nuclear Operators' (WANO) evaluation of the Diablo Canyon Power Plant (Diablo Canyon). This included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the plant's overall performance rating, areas for improvement identified by WANO, and strengths in practices and accomplishments noted by WANO. The Committee Members asked questions and discussed various aspects of Mr. Welsch's presentation.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - November 19, 2019

At this point, Christopher A. Pezzola joined the meeting, and Mr. Kalil rejoined the meeting.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the third quarter of 2019, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the results of these audits, and the status of work completed with respect to the 2019 IA Work Plan. The Committee Members asked questions and discussed various aspects of Mr. Pezzola's presentation.

Mr. Pezzola left the meeting, and Jamie L. Martin entered the meeting at this point.

Mr. Cairns and Ms. Martin presented a report on contract management and third-party risk management, two of the enterprise risk topics in the Companies' Enterprise and Operational Risk Management (EORM) program. This presentation included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. They described the risk topics and discussed, among other things, risk controls and mitigations. The Committee Members asked questions and discussed, among other matters, the Companies' procurement and contracting processes, actions taken by the Companies to address contract management and third-party risk management issues, and next steps.

SNO Committee member Jeffrey L. Bleich joined the meeting during the foregoing presentation and discussion.

Ms. Martin left the meeting, and Kenneth J. Wells entered the meeting at this point.

Mr. Nimick presented a report on two recent safety incidents: (1) a contractor fatality involving a lineman contractor who drove off a public dirt road at a high elevation while working near Garberville, and (2) an employee significant injury incident resulting from an electrical arc flash. The Committee Members asked questions and discussed the incidents.

Mr. Nimick, Mr. Wells, Mr. Wan, Ms. Cowsert, and Mr. Welsch presented a report on employee safety, which included

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - November 19, 2019

a discussion of materials that had been provided to Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, they discussed safety as the Companies' top priority, and strategies for improving employee safety. The Committee Members asked questions and discussed, among other matters, employee injury statistics and next steps.

During the foregoing presentation and discussion, Mr. Vesey rejoined the meeting, and Ms. Moore and Mr. Goldin left the meeting.

Mr. Vesey reported on a potential PSPS event that could be initiated during the next several days.

The secretary noted that, in advance of the meeting, the Committee Members had been provided a written report on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety.

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

LINDA Y.H. CHENG  
Secretary



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

November 19, 2019

A telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 12:15 p.m. on Tuesday, November 19, 2019. 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 PG&E Corporation Compliance and Public Policy (CPP) Committee, and the Companies' respective Audit Committees.

SNO Committee members Jeffrey L. Bleich (who joined during the meeting as noted below), Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, and Kristine M. Schmidt attended by telephone, as permitted by the Corporation's Bylaws. Committee member Nora Mead Brownell was absent.

Also participating by telephone at the beginning of the meeting were directors Richard R. Barrera, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, and Alejandro D. Wolff, as well as Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Janet C. Loduca, Fong Wan, James M. Welsch, Stephen J. Cairns, Linda Y.H. Cheng, David S. Thomason, Wondy S. Lee, Eric Montizambert, James T. Murphy, and Jan A. Nimick, along with Timothy J. Gillam and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP, Charles J. Kalil II of Kirkland & Ellis LLP, and Mario A. Ponce of Simpson Thacher & Bartlett LLP (Simpson).

Quorum present, Ms. Campbell, Chair of the SNO Committees, presided over the concurrent meeting. Ms. Cheng served as secretary of the concurrent meeting.

Mr. Nimick presented a safety tailboard on managing customer satisfaction. The Audit, CPP, and SNO Committee members (Committee Members) asked questions and discussed various aspects of Mr. Nimick's presentation.

Ms. Giammona introduced Mr. Murphy, Senior Director, Corporate Security of the Utility. Mr. Murphy presented a report on corporate security, which included a discussion of materials that had been provided to Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the evolving physical security landscape; the Corporate Security

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - November 19, 2019

organization's focus on protecting the Companies' employees, facilities, and customers; the Companies' strategies for mitigating security risks, including continued capital investments in technology, automation, and artificial intelligence; the Companies' physical security risk management program; various physical security metrics; and security engagement during Public Safety Power Shutoff (PSPS) events. The Committee Members asked questions and discussed, among other matters, employee safety during PSPS events, and security and safety protocols for employees working in the field.

Nicholas S. Goldin of Simpson joined the meeting during the foregoing presentation and discussion. After the presentation and discussion, Mr. Murphy left the meeting, and Christine Cowsert, Clifford J. Gleicher, and Lise H. Jordan joined the meeting.

Following an introduction by Ms. Kane, Mr. Gleicher presented a report regarding noncompliance (e.g., notices of violations), which included a discussion with Ms. Jordan and Ms. Cowsert of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. The Committee Members asked questions and discussed, among other matters, compliance programs in the Electric Operations and Gas Operations lines of business.

Mr. Vesey left the meeting during the foregoing presentation and discussion. Mr. Gleicher, Ms. Jordan, and Mr. Kalil left the meeting after the presentation and discussion.

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SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - November 19, 2019

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Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the third quarter of 2019, which included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed the results of these audits, and the status of work completed with respect to the 2019 IA Work Plan. The Committee Members asked questions and discussed various aspects of Mr. Pezzola's presentation.

Mr. Pezzola left the meeting, and Jamie L. Martin entered the meeting at this point.

Mr. Cairns and Ms. Martin presented a report on contract management and third-party risk management, two of the enterprise risk topics in the Companies' Enterprise and Operational Risk Management (EORM) program. This presentation included a discussion of materials that had been provided to the Committee Members in advance of the meeting and that are included in the records of this Committee. They described the risk topics and discussed, among other things, risk controls and mitigations. The Committee Members asked questions and discussed, among other matters, the Companies' procurement and contracting processes, actions taken by the Companies to address contract management and third-party risk management issues, and next steps.

SNO Committee member Jeffrey L. Bleich joined the meeting during the foregoing presentation and discussion.

Ms. Martin left the meeting, and Kenneth J. Wells entered the meeting at this point.

Mr. Nimick presented a report on two recent safety incidents: (1) a contractor fatality involving a lineman contractor who drove off a public dirt road at a high elevation while working near Garberville, and (2) an employee significant injury incident resulting from an electrical arc flash. The Committee Members asked questions and discussed the incidents.

Mr. Nimick, Mr. Wells, Mr. Wan, Ms. Cowsert, and Mr. Welsch presented a report on employee safety, which included

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - November 19, 2019

a discussion of materials that had been provided to Committee Members in advance of the meeting and that are included in the records of this Committee. Among other things, they discussed safety as the Companies' top priority, and strategies for improving employee safety. The Committee Members asked questions and discussed, among other matters, employee injury statistics and next steps.

During the foregoing presentation and discussion, Mr. Vesey rejoined the meeting, and Ms. Moore and Mr. Goldin left the meeting.

Mr. Vesey reported on a potential PSPS event that could be initiated during the next several days.

The secretary noted that, in advance of the meeting, the Committee Members had been provided a written report on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety.

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

LINDA Y.H. CHENG  
Secretary

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

December 10, 2019

A regular meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of Pacific Gas and Electric Company (Utility) was held at 12:40 p.m. on Tuesday, December 10, 2019, at the office of the Utility, 77 Beale Street, San Francisco, California. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee.

Present at 77 Beale Street were Committee members Nora Mead Brownell, Cheryl F. Campbell, Eric D. Mullins, and Kristine M. Schmidt. Committee member Jeffrey L. Bleich attended by telephone, as permitted by the Utility's Bylaws. Committee member Fred J. Fowler was absent.

Also present at 77 Beale Street at the beginning of the meeting were directors Richard R. Barrera, Michael J. Leffell, Meridee A. Moore, Kristine M. Schmidt, Alejandro D. Wolff, and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Fong Wan, James M. Welsch, Stephen J. Cairns, Linda Y.H. Cheng, Christine Cowser, Jane K. Yura, and Jan A. Nimick, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group. Also participating by telephone at the beginning of the meeting was Sydney Schneider of Kirkland & Ellis LLP.

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

Mr. Nimick presented a safety tailboard on flooding and high water hazards. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick then presented a report on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety. The presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of the Committee. The Committee members asked questions and discussed, among other

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - December 10, 2019

matters, the Companies' 2019 year-to-date performance on various safety metrics.

Mr. Barrera left the meeting during the foregoing presentation and discussion. Sumeet Singh and Mark Quinlan entered the meeting after the presentation and discussion.

Ms. Cowsert presented a report on wildfire considerations in the Utility's gas operations, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed the Gas Operations organization's risk management activities related to both the likelihood of gas assets starting a wildfire and the consequences of a wildfire impacting gas assets. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation.

Ms. Cowsert left the meeting, and Martin Strasburger, along with Gary L. Parkey of the Diablo Canyon Power Plant's (Diablo Canyon) Nuclear Safety and Oversight Committee (NSOC), entered the meeting at this point.

Mr. Quinlan referred to the Public Safety Power Shutoff (PSPS) events executed by the Utility in October and November 2019, and presented a post-event review. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed how the Utility scopes PSPS events to minimize customer impact, instances of weather-related damage and hazards that were found in post-PSPS inspections, lessons learned and areas for improvement, and feedback received from external agencies. The Committee members asked questions and discussed, among other matters, weather-related damage and hazard findings, and positive feedback received from the California Department of Forestry and Fire Protection.

Mr. Quinlan left the meeting at this point.

Mr. Parkey, Chair of the NSOC, presented a briefing on the NSOC's activities, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Diablo Canyon's

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - December 10, 2019

positive attributes, NSOC 2019 Executive Summary items, and 2020 NSOC focus areas. The Committee members asked questions and discussed various aspects of Mr. Parkey's presentation.

Mr. Welsch presented a report on nuclear generation and power generation operations, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Diablo Canyon's and the Power Generation organization's respective year-to-date safety performance, and the Utility's actions to mitigate risks associated with dam safety. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation. Ms. Campbell noted that she and several other directors would be touring Diablo Canyon later in the week.

Mr. Parkey left the meeting, and Christopher P. Benjamin entered the meeting at this point.

Mr. Strasburger presented an update on the Companies' cybersecurity program, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Mr. Cairns noted that cyber attack is one of the enterprise risk topics in the Companies' Enterprise and Operational Risk Management (EORM) program. Among other things, Mr. Strasburger discussed actions taken by the Companies in response to the evolving cybersecurity risk landscape, the Companies' risk mitigation priorities, and the Companies' cybersecurity capabilities. The Committee members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Strasburger left the meeting, and Jessica C. Hogle joined the meeting by telephone at this point.

Ms. Hogle and Mr. Benjamin presented a report on risk management activities associated with climate change/climate resilience, one of the key enterprise risk topics in the Companies' EORM program. This presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. They described the risk topic, and discussed, among other things, impacts on various enterprise

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - December 10, 2019

risks, and risk mitigations. The Committee members asked questions and discussed various aspects of Ms. Hogle's and Mr. Benjamin's presentation.

Ms. Hogle and Mr. Benjamin left the meeting at this point.

Mr. Singh presented a report on risk management activities associated with wildfire risk, one of the key enterprise risks addressed in the Companies' EORM program. This presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. He described the risk, and discussed, among other things, risk drivers and risk mitigations, including various programs and activities under the Utility's Community Wildfire Safety Program. The Committee members asked questions and discussed, among other matters, the Utility's wildfire mitigation activities, including the PSPS program and enhanced vegetation management work.

Mr. Singh left the meeting at this point.

Ms. Campbell referred to the materials provided to the Committee members prior to the meeting relating to risk management activities associated with motor vehicle safety incidents, and stated that the presentation on this topic would be deferred to a future meeting.

On motion made and seconded, the minutes of the meetings of the Committee held on June 20, 2019, July 16, 2019, August 20, 2019, and September 10, 2019 were approved.

The secretary noted that, in advance of the meeting, the Committee members had been provided the following written materials: (1) a summary of significant changes in laws and regulations affecting safety and operational performance, (2) Internal Auditing's proposed 2020 Audit Plan, and (3) the SNO Committees' 2020 work plan.



SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PACIFIC GAS AND ELECTRIC COMPANY - December 10, 2019

There being no further business presented for action,  
on motion made, seconded, and carried, the meeting was adjourned  
at 2:55 p.m.

LINDA Y.H. CHENG  
Secretary

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

December 10, 2019

A regular meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 12:40 p.m. on Tuesday, December 10, 2019, at the office of the Corporation, 77 Beale Street, San Francisco, California. 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.

Present at 77 Beale Street were Committee members Nora Mead Brownell, Cheryl F. Campbell, Eric D. Mullins, and Kristine M. Schmidt. Committee member Jeffrey L. Bleich attended by telephone, as permitted by the Corporation's Bylaws. Committee member Fred J. Fowler was absent.

Also present at 77 Beale Street at the beginning of the meeting were directors Richard R. Barrera, Michael J. Leffell, Meridee A. Moore, Kristine M. Schmidt, Alejandro D. Wolff, and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, Fong Wan, James M. Welsch, Stephen J. Cairns, Linda Y.H. Cheng, Christine Cowser, Jane K. Yura, and Jan A. Nimick, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group. Also participating by telephone at the beginning of the meeting was Sydney Schneider of Kirkland & Ellis LLP.

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

Mr. Nimick presented a safety tailboard on flooding and high water hazards. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick then presented a report on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety. The presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of the Committee. The Committee members asked questions and discussed, among other

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - December 10, 2019

matters, the Companies' 2019 year-to-date performance on various safety metrics.

Mr. Barrera left the meeting during the foregoing presentation and discussion. Sumeet Singh and Mark Quinlan entered the meeting after the presentation and discussion.

Ms. Cowsert presented a report on wildfire considerations in the Utility's gas operations, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed the Gas Operations organization's risk management activities related to both the likelihood of gas assets starting a wildfire and the consequences of a wildfire impacting gas assets. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation.

Ms. Cowsert left the meeting, and Martin Strasburger, along with Gary L. Parkey of the Diablo Canyon Power Plant's (Diablo Canyon) Nuclear Safety and Oversight Committee (NSOC), entered the meeting at this point.

Mr. Quinlan referred to the Public Safety Power Shutoff (PSPS) events executed by the Utility in October and November 2019, and presented a post-event review. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed how the Utility scopes PSPS events to minimize customer impact, instances of weather-related damage and hazards that were found in post-PSPS inspections, lessons learned and areas for improvement, and feedback received from external agencies. The Committee members asked questions and discussed, among other matters, weather-related damage and hazard findings, and positive feedback received from the California Department of Forestry and Fire Protection.

Mr. Quinlan left the meeting at this point.

Mr. Parkey, Chair of the NSOC, presented a briefing on the NSOC's activities, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Diablo Canyon's

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - December 10, 2019

positive attributes, NSOC 2019 Executive Summary items, and 2020 NSOC focus areas. The Committee members asked questions and discussed various aspects of Mr. Parkey's presentation.

Mr. Welsch presented a report on nuclear generation and power generation operations, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, he discussed Diablo Canyon's and the Power Generation organization's respective year-to-date safety performance, and the Utility's actions to mitigate risks associated with dam safety. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation. Ms. Campbell noted that she and several other directors would be touring Diablo Canyon later in the week.

Mr. Parkey left the meeting, and Christopher P. Benjamin entered the meeting at this point.

Mr. Strasburger presented an update on the Companies' cybersecurity program, which included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Mr. Cairns noted that cyber attack is one of the enterprise risk topics in the Companies' Enterprise and Operational Risk Management (EORM) program. Among other things, Mr. Strasburger discussed actions taken by the Companies in response to the evolving cybersecurity risk landscape, the Companies' risk mitigation priorities, and the Companies' cybersecurity capabilities. The Committee members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Strasburger left the meeting, and Jessica C. Hogle joined the meeting by telephone at this point.

Ms. Hogle and Mr. Benjamin presented a report on risk management activities associated with climate change/climate resilience, one of the key enterprise risk topics in the Companies' EORM program. This presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. They described the risk topic, and discussed, among other things, impacts on various enterprise

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - December 10, 2019

risks, and risk mitigations. The Committee members asked questions and discussed various aspects of Ms. Hogle's and Mr. Benjamin's presentation.

Ms. Hogle and Mr. Benjamin left the meeting at this point.

Mr. Singh presented a report on risk management activities associated with wildfire risk, one of the key enterprise risks addressed in the Companies' EORM program. This presentation included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. He described the risk, and discussed, among other things, risk drivers and risk mitigations, including various programs and activities under the Utility's Community Wildfire Safety Program. The Committee members asked questions and discussed, among other matters, the Utility's wildfire mitigation activities, including the PSPS program and enhanced vegetation management work.

Mr. Singh left the meeting at this point.

Ms. Campbell referred to the materials provided to the Committee members prior to the meeting relating to risk management activities associated with motor vehicle safety incidents, and stated that the presentation on this topic would be deferred to a future meeting.

On motion made and seconded, the minutes of the meetings of the Committee held on June 20, 2019, July 16, 2019, August 20, 2019, and September 10, 2019 were approved.

The secretary noted that, in advance of the meeting, the Committee members had been provided the following written materials: (1) a summary of significant changes in laws and regulations affecting safety and operational performance, (2) Internal Auditing's proposed 2020 Audit Plan, and (3) the SNO Committees' 2020 work plan.

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE -  
PG&E CORPORATION - December 10, 2019

There being no further business presented for action,  
on motion made, seconded, and carried, the meeting was adjourned  
at 2:55 p.m.

LINDA Y.H. CHENG  
Secretary

**PG&E Gas and Electric  
Advice Submittal List  
General Order 96-B, Section IV**

AT&T	Downey & Brand	Pioneer Community Energy
Albion Power Company	East Bay Community Energy	Redwood Coast Energy Authority
Alcantar & Kahl LLP	Ellison Schneider & Harris LLP	Regulatory & Cogeneration Service, Inc.
	Energy Management Service	SCD Energy Solutions
Alta Power Group, LLC	Engineers and Scientists of California	
Anderson & Poole		
Atlas ReFuel	GenOn Energy, Inc.	SCE
BART	Goodin, MacBride, Squeri, Schlotz & Ritchie	SDG&E and SoCalGas
Barkovich & Yap, Inc.	Green Power Institute	SPURR
California Cotton Ginners & Growers Assn	Hanna & Morton	San Francisco Water Power and Sewer
California Energy Commission	ICF	Seattle City Light
California Public Utilities Commission	IGS Energy	Sempra Utilities
California State Association of Counties	International Power Technology	Southern California Edison Company
Calpine	Intestate Gas Services, Inc.	Southern California Gas Company
	Kelly Group	Spark Energy
Cameron-Daniel, P.C.	Ken Bohn Consulting	Sun Light & Power
Casner, Steve	Keyes & Fox LLP	Sunshine Design
Cenergy Power	Leviton Manufacturing Co., Inc.	Tecogen, Inc.
Center for Biological Diversity		TerraVerde Renewable Partners
		Tiger Natural Gas, Inc.
Chevron Pipeline and Power	Los Angeles County Integrated	TransCanada
City of Palo Alto	Waste Management Task Force	Troutman Sanders LLP
	MRW & Associates	Utility Cost Management
City of San Jose	Manatt Phelps Phillips	Utility Power Solutions
Clean Power Research	Marin Energy Authority	Water and Energy Consulting Wellhead
Coast Economic Consulting	McKenzie & Associates	Electric Company
Commercial Energy		Western Manufactured Housing
Crossborder Energy	Modesto Irrigation District	Communities Association (WMA)
Crown Road Energy, LLC	NLine Energy, Inc.	Yep Energy
Davis Wright Tremaine LLP	NRG Solar	
Day Carter Murphy		
Dept of General Services	Office of Ratepayer Advocates	
Don Pickett & Associates, Inc.	OnGrid Solar	
Douglass & Liddell	Pacific Gas and Electric Company	
	Peninsula Clean Energy	