Pacific Gas and Electric Company

Erik Jacobson
Director
Regulatory Relations

Pacific Gas and Electric Company
77 Beale St., Mail Code B13U
P.O. Box 770000
San Francisco, CA 94177

Fax: 415-973-3582

July 31, 2020

Advice 5899-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 second quarter of 2020—the fourth 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.

Q2 2020 Update

Implementation of Approved Wildfire Mitigation Plan (WMP)

On June 11, 2020, the Commission voted unanimously to adopt Resolution WSD-002 and Resolution WSD-003, which conditionally approved PG&E's 2020 Wildfire Mitigation Plan ("WMP"). PG&E's WMP was filed February 7, 2020, and subsequently updated on February 28 and March 17, 2020[1].

PG&E committed to a number of specific targets in the proposed 2020 WMP. Status against those key unitized work targets for 2020 year-end completion through the end of the second 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 targets outlined in the 2020 WMP. PG&E's workplan in several areas incorporates a planned ramp up from the first and second quarters into increased work completion pace in the third quarter of the year.

Plan Area	Wildfire Mitigation Activity	Actual Units	Target Units	% Complete Through Q2
Vegetation Management	Enhanced Vegetation Management (line miles)	1,247	1,800	69%
Grid Design and System Hardening	System Hardening (line miles)	102	221	46%
	Butte County Rebuild (Underground line miles)	19	20	95%
	Temporary Microgrids (operationally ready microgrids)	0	≥1	0% [2]
	Distribution Segmentation (automated devices)	367	592	62%
	Transmission Line Switches	36	23	170%
Asset Management and Inspections	Transmission HFTD Enhanced Inspections (structures)	19,464	~48K [3]	41%
	Distribution HFTD Enhanced Inspections (poles)	174,797	~388K [3]	45%
	Substation HFTD Enhanced Inspections	7	99 [3]	7%
Situational Awareness	Weather Stations	142	400	36%
	HD Cameras	61	200	31%

[1] PG&E's 2020 WMP is available at www.pge.com/wildfiremitigationplan.

[2] Preparation work is in flight for microgrids to reduce Public Safety Power Shutoffs (PSPS) customer impacts, units will not be confirmed until operationally ready. Construction is in progress for 2 sites.

[3] Distribution, Transmission, and Substation inspection target units adjusted to align with the 2020 workplan.

Moreover, PG&E defined 38 commitments in the 2020 WMP that are due before the end of 2020. Through the end of the second quarter, there were 7 commitments completed, 3 are "Behind Schedule", and 4 are "Off Track". While there are 7 commitments that are currently in "Behind Schedule" or "Off Track" execution status, recovery plans have been developed to ensure these commitments will be completed before the end of 2020.

See table below for status by Plan Area of all 38 2020 WMP Commitments due by end of 2020.

Plan Area	Completed on Time [4]	On Track	Behind Schedule	Off Track	Total
B. Situational Awareness and Forecasting	2	6		2	**10**
C. Grid Design and System Hardening	2	7	2	1	**12**
D. Asset Management and Inspections	1	1	1	1	**4**
E. Vegetation Management & Inspections		1			**1**
F. Grid Operations and Protocol	2	1			**3**
I. Emergency Planning and Preparedness		8			**8**
Total	**7**	**24**	**3**	**4**	**38**

Implementation of the Recommendations of Most Recent Safety Culture Assessment.

On July 31, 2020, PG&E submitted its seventh Safety Culture and Governance quarterly report for the second quarter of 2020, in compliance with CPUC Decision 18-11-050. Attachment A, Safety Culture and Governance Quarterly Report No. 07-2020, details PG&E's implementation of recommendations from its most recent safety culture assessments.

Recommendations of Board of Directors Safety Committee Meetings During Q2 2020

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 second quarter of 2020, the SNO Committee (and the PG&E Corporation SNO Committee) met two times, on April 28, 2020 and June 3, 2020, and participated in a joint session with the PG&E Corporation and PG&E Audit Committees and the PG&E Corporation Compliance and Public Policy (CPP) Committee) on April 28, 2020.

[4] Blue = completed; Green = on plan; Amber = ~1 month behind plan; Red = >1 month behind plan

During the April 28, 2020 meeting, the SNO Committees reviewed a safety tailboard on motor vehicle incidents and controls and received a generation and nuclear safety update, including discussion of safety results and actions to improve safety, and safety results from Nuclear Safety Operating Committee inspections and reports. The Committees received a report regarding PG&E's 2020 WMP and operational readiness for PSPS events, and reviewed and discussed a draft of the Committees' first quarter 2020 oversight report to the BODs on PG&E's progress against its 2020 WMP. The Committees also received reports on top enterprise risks related to PG&E's electric assets management system and loss of containment in gas facilities, and risk mitigation strategies and status. Lastly, the Committees received an overview and status update of the Enterprise Inspection Standard.

During the April 28, 2020 joint session with the Audit Committees and the CPP Committee, the SNO Committees received a safety report, including an update on a recent serious injuries and fatalities (SIF) event and a safety tailboard on ergonomics. The Committees reviewed and discussed overall safety performance and 100-day plan developed by the Chief Safety Officer to build a long-term enterprise safety strategy. The Committees also reviewed an update by the Independent Safety Oversight Committee (ISOC), its assessments and upcoming activities. Another important topic of discussion was the ongoing COVID-19 pandemic, and PG&E's response and impacts on employee, public and contractor safety. Additionally, the 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: a) managed services operations, b) gas carrier pipeline checklist, and c) fossil maintenance program.

During the June 3, 2020 meeting of the PG&E and PG&E Corporation SNO Committees, the Committees reviewed a safety report, which included a SIF update, a safety tailboard presentation on hazardous energy control, and a detailed safety performance overview. Additionally, the Committees received a nuclear performance update on safety performance and independent oversight. The Committees received a presentation relating to risk review processes and discussed enterprise risks related including (a) a potential large overpressure event downstream of a gas measurement and control facility, (b) a potential transmission system-wide blackout, and (c) the enterprise cross-cutting factor of emergency preparedness and response. The Committees also received an update on high risk operational audit issues, including safety, and the status of action plans to address these issues: (a) the electric Supervisory Control and Data Acquisition systems, and (b) electric transmission and distribution asset management, inspection, and repairs.

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

- Find out if off-road utility vehicles (OUV) require signage
- Work collaboratively with the unions on the long-term safety plan.
- Regularly update the Committees on the progress of the WMP.

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 PG&E SNO Committee that was described in Advice Letter 5817-E for the first quarter of 2020.

- Recommendation #1: 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.

  Management's response: Management has incorporated the recommended information into its safety dashboard to the Committees.

- Recommendation #2: Provide a cost/benefits analysis of new PG&E medical clinics in urban areas after rollout.

  Management's response: Management addressed in a presentation at the joint Committees meeting on April 28, 2020.

- Recommendation #3: Consider appropriateness of practices regarding disciplinary action decisions.

  Management's Response: To address this, management has begun sharing anti-fraud messages with all employees to increase awareness and ensure compliance with PG&E's policies and standards.

- Recommendation #4: 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.

  Management's Response: Gas operations considers this a key initiative and is making progress under the yearly work plan.

- Recommendation #5: Improve PG&E's ability to track commitments it is making in regulatory filings.

  Management's response: Management launched a new initiative to improve the tracking of regulatory commitments, reporting directly to the Boards.

- Recommendation #6: Develop a comprehensive strategy for data integrity and records management, including IT solutions.

Management's response: Management addressed in a presentation at the joint Committees meeting on April 28, 2020.

- Recommendation #7: Consider developing tools to simplify how employees work in the field with an eye towards reducing distractions among field workers.

  Management's response: The Code of Safe Practices and other safety procedures are being revised to simplify processes and make them easier for employees to follow.

- Recommendation #8: 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.

  Management's response: PG&E's contractor safety program evaluates contractors safety performance, and prohibits agreements with third parties who do not meet our pre-qualification requirements, which includes a review of their safety performance. In addition, through this program, PG&E evaluates the third party's safety policies.

- Recommendation #9: Understand and evaluate all types of safety infractions.

  Management's response: Reported Safety incidents are evaluated and an appropriate investigation is performed based on the type of incident. Serious injuries and potential for serious injuries are evaluated with rigor.

Protests

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

Anyone wishing to protest this submittal may do so by letter sent via U.S. mail, facsimile or E-mail, no later than August 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, 4th Floor
San Francisco, California 94102

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

Copies of protests also should be mailed to the attention of the Director, Energy Division, Room 4004, at the address shown above.
The protest shall also be sent to PG&E either via E-mail or U.S. mail (and by facsimile, if possible) at the address shown below on the same date it is mailed or delivered to the Commission:

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 July 31, 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

California Public Utilities Commission

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:
- [x] 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) #: 5899-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 [x] 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 [x] 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 [x] No

Requested effective date: 7/31/20

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[1]: N/A

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

[1]Discuss in AL if more space is needed.

Clear Form

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

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

Name: 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

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

Clear Form

Advice 5899-E
July 31, 2020

Attachment A

Safety and Culture Governance Quarterly Report

PACIFIC GAS AND ELECTRIC COMPANY

SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT

NO. 07-2020

IN COMPLIANCE WITH CPUC DECISION 18-11-050

SUBMITTED JULY 31, 2020

PACIFIC GAS AND ELECTRIC COMPANY
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT
NO. 07-2020
IN COMPLIANCE WITH CPUC DECISION 18-11-050
SUBMITTED JULY 31, 2020

TABLE OF CONTENTS

I. Introduction 1

II. PG&E Workforce Safety Strategy: Key Improvement Initiatives 2

III. Executive Summary: Accomplishments, Failures and Supporting Data 2

IV. Conclusion 6

V. Sustainability Update 7

A. Ongoing Execution and Sustainability 8

B. Additional NorthStar Recommendations 10

C. Changes to PG&E Execution of Plans 14

VI. Board of Directors Reporting 15

A. BOD and SNO Committee Meeting Minutes 16

B. BOD Safety-Related Training 17

VII. Safety Program Updates and Key Safety Metrics 19

A. Introduction 19

1. Safety Management System 19

2. Musculoskeletal Disorders, Sprains and Strains 20

3. Safety Leadership 22

4. Serious Injury and Fatality Prevention 22

5. Injury Management 23

6. Health and Wellness 24

B. Contractor Safety 27

C. Motor Vehicle Safety 28

D. Conclusion 30

PACIFIC GAS AND ELECTRIC COMPANY
SAFETY CULTURE AND GOVERNANCE QUARTERLY REPORT
NO. 07-2020
IN COMPLIANCE WITH CPUC DECISION 18-11-050

I. Introduction

At Pacific Gas and Electric Company (PG&E), nothing is more important than safety. Our goal is to continually reduce risk to keep our customers, our communities, and our workforce (employees and contractors) safe. Our business is founded on safety. Our focus is to continue building an organization in which we have designed every work activity to facilitate safe performance, every member of our workforce knows and practices safe behaviors, and every individual is encouraged to speak up if they see unsafe or risky behavior and has confidence that their concerns and ideas will be heard and followed up on. A strong safety culture is fundamental to our operations and is consistent with PG&E's mission, vision and values.

With Francisco Benavides as the new Chief Safety Officer (CSO) comes a renewed focus on PG&E's workforce safety strategy. Mr. Benavides brings 30 years of industrial safety, health and environmental experience to PG&E, and has a proven track record of reducing injury rates 40 to 90 percent, eliminating fatalities, and reducing the rate of high-potential incidents.

At PG&E, we are transitioning from a compliance-focused organization to a risk-focused organization in which we hold one another accountable for safety, resolve issues promptly and have engagement at all levels. Protecting the safety of the public, our employees and contractors must come before anything else, all the time, everywhere. Each leader is responsible for the safety of the employees and contractors they manage. This commitment needs to be reflected in the decisions we make, our behaviors and how we invest our time and resources.

The success of PG&E's workforce safety strategy will result in: (1) fatality elimination, (2) incident frequency and severity reduction, (3) culture survey results in the top quartile and (4) Days Away, Restricted or Transferred (DART)[1] results in the best quartile.

We are changing the format of this quarterly report to provide pertinent safety improvements upfront with supporting details and data in an appendix. This report continues to provide PG&E's updates of its ongoing execution and sustainability of NorthStar's recommendations between April 1, 2020 and June 30, 2020, and is organized as follows:

- Introduction: PG&E's Safety Focus
- PG&E Workforce Safety Strategy: Key Improvement Initiatives
- Executive Summary: Accomplishments, Failures and Supporting Data

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[1] The DART rate includes Occupational Safety and Health Administration (OSHA)-recordable injuries that result in lost time or restricted duty per 200,000 hours worked.

- Conclusion
- Appendix: Sustainability Update, Board of Directors (BOD) Reporting, and Safety Program Updates and Key Safety Metrics

II. PG&E Workforce Safety Strategy: Key Improvement Initiatives

PG&E's workforce safety strategy is based on the twin pillars of systems and culture.

Systems are necessary for recording and tracking improvements in how we manage critical risks, adhere to safety standards, resolve audit findings, carry out thorough tailboards and ensure public safety. The Enterprise Safety Management System (ESMS) is a key safety system being implemented at PG&E. We are also developing a holistic enterprise change management framework that the new Manager of Change will be held accountable for executing, while at the same time ensuring that the Line of Business (LOB) leaders are responsible for their own groups' workforce safety. A Director of Critical Risk as well as a Director of Safety Assurance will be hired to provide leadership and to align strategies that more fully address workforce (employee and contractor) and public safety at PG&E.

Culture consists of a number of company-wide measures, including officers and directors taking the initiative to have informal safety conversations with their team members, establishing a requirement that safety be part of the hiring criteria for all jobs, developing and communicating a set of principles around safety beliefs, requiring that every employee have a safety-related performance objective in their annual plan, deploying safety leadership training and measuring our safety culture using detailed perception surveys. We are hiring a Safety Culture Manager to lead safety culture efforts in alignment with the ESMS and the comprehensive safety strategy.

To support the success of the workforce safety strategy, LOB safety leaders have attended Safety Technical Council forums where they actively engage in tactical problem-solving and contribute to a strategic approach and roadmap for workforce safety, including technology projects, tools, and solutions. These LOB safety leaders follow a risk-based approach to assess major adaptation needs, if any, with the objective of orchestrating PG&E's efforts in managing workforce safety risk in a coordinated, proactive, effective and efficient manner.

III. Executive Summary: Accomplishments, Failures and Supporting Data

In addition to the key improvement initiatives described above, PG&E continues to implement, track, and improve upon several critically important safety programs and metrics. This past quarter was particularly challenging given the onset of the coronavirus (COVID-19) pandemic as well as the significant pace of work to harden our system in preparation for the 2020 wildfire season. PG&E's accomplishments, failures and supporting data are provided below.

Serious Injuries and Fatalities (SIF)

No one should ever be seriously injured or killed while performing work for PG&E. Regrettably, on June 2, a helicopter accident claimed the lives of a pilot and two PG&E contractors performing critical power line work in Solano County.

There has been one employee fatality too. PG&E is working with all investigating agencies to understand the causes of these tragic incidents.

These fatalities underscore the dangers faced by our workforce—employees and contractors alike—and the paramount importance of keeping laser-focused on safety.

To date, contractors have been required to notify PG&E of a Serious Injury or Fatality-Actual (SIF-A) event and serious safety incidents, which triggers a root cause investigation. Effective June 15, contractors who perform high- or medium-risk work must notify PG&E of all SIF-Potential (SIF-P) events, which is an incident that had a reasonable and realistic potential to have resulted in a serious injury or fatality. Contractors will jointly investigate SIF-A and SIF-P events with PG&E to increase our learning from all types of serious incidents.

During the past quarter, eight SIF-Potential and two SIF-Actual investigations were communicated and closed. To date, there have been 16 SIF-P events and five SIF-A events. Actions we have taken to reduce future SIF events are implementing executive reviews of SIF incidents, eliminating the extension of SIF corrective action due dates, requiring contractors to report potential SIF events to PG&E and implementing joint investigations (PG&E and contractor) for the incidents.

Since May, safety incidents are communicated to all relevant LOBs as soon as they occur, and include initial safety learnings, reminders and/or preventative actions. The intent is that the immediate awareness of the incidents will help prevent recurrences of similar safety incidents and injuries. These Safety Flash communications are in addition to SIF communications that are sent once an incident is deemed a SIF event. Fifteen Safety Flashes have been sent through June 2020. These measures reinforce our emphasis on worker safety and contribute to the goal of significantly reduced and prevention of SIF events.

Safety Observations

We have established an Enterprise Safety Observations meeting, with the first one held in June with LOB Safety Observations Champion. The purpose of this quarterly forum is to establish a robust information network focused on sharing best practices, safety data/trends related to enterprise safety behaviors. Sixty new observers in SafetyNet (a tool used to document and report safety observations) have been onboarded and trained to add presence in the field and to help ensure adherence to safe practices and regulations.

Contractor Inspections

In addition to greater visibility into contractor SIF-P incidents, a dedicated group of PG&E Safety Specialists performed inspections of contractors performing work for Electric Operations, Gas Operations, Power Generation and Vegetation projects. Since April, they have conducted 690 inspections yielding 98 findings. Of the 15 high-risk findings (e.g., fall protection, high- and low-voltage electrical safety orders, traffic control, cranes and derricks in construction, power tools and excavations), eight were resolved onsite and seven required stopping the job. For high-risk non-conformances, the contractor is required to provide a corrective action plan within 10 days, that plan is evaluated for quality assurance by a Safety Specialist. The applicable LOB is responsible for monitoring and ensuring the

corrective actions are executed in future tasks by the contractor. This program has seen fewer high-risk findings, which we attribute to improved contractor training, contractor's focus on safety culture and their awareness of the safety inspection program.

Personal Protective Equipment Requirements

As we continue to confront the new challenges related to the COVID-19 pandemic and its impact on our operations and programs, our safety teams now include a checklist for these new safety requirements (e.g., wearing face coverings and maintaining social distancing in the presence of people), added when conducting safety observations in their formal safety observations. As part of our COVID-19 protection requirements, we recently released a daily self-assessment tool (administered through a smart phone application) that all workers reporting to locations outside their homes are required to take daily as a condition of punching in to work. This will help us keep workers who have COVID-19 symptoms from reporting to work and help limit the spread of this pandemic among our workers, customers and the public.

We are not yet achieving the level of consistent personal protective equipment (PPE) use we expect from PG&E workforce and contractors. PPE is often our last line of defense from injuries like hand lacerations, head injuries and more. To address this issue, each LOB has identified and communicated minimum PPE requirements to their workforce. A matrix that summarizes minimum PPE requirements across all LOBs that our employees and contractors must wear will be communicated to contractors. Moreover, we recently established a "Direct to Home" process to allow employees to order PPE sent directly to their personal home address. This supports employees who are currently working from home and have a need to make occasional field visits, preventing them from having to drive to a PG&E facility to obtain PPE and allowing them to be more efficient. To date, 612 PPE packages have been sent directly to employees' homes.

Regionalization

Going forward, as PG&E regionalizes its operations, we will have regional Safety Directors who report to the CSO and are accountable for safety at the local level. Each Regional Safety Director will be in place no later than May 2021. The Directors will work with the leadership in their region on identifying region-specific hazards and assessing risk, verifying critical field controls, coaching on positive safety interactions, and coordinating the implementation of enterprise-wide safety programs within their region. The company is developing a Regionalization Plan for implementation.

Leader in the Field

Leader in the Field (LIF) is an important part of PG&E's leadership culture. Electric Operations features LIF topics weekly during all employee safety calls. Power Generation incorporates LIF insights in weekly operational huddles. Gas Operations considers LIF as a component of Leader Standard Work practice. After a brief dip in LIF participation during the early weeks of COVID-19 shelter in place orders, PG&E field leaders have resumed their time out with crews and frontline personnel. Especially during this time of uncertainty, leadership presence in the field can provide a stabilizing influence. Across all supervisors, year-to-date (YTD) time in the field has increased from 27 percent to 35 percent. Field

Supervisors should aspire to spend, on average, 50 percent of their working hours in the field with their people. For managers, YTD performance similarly improved from 16 percent to 19 percent. Field-facing Superintendents and Managers should aspire to spend, on average, 25 percent of their working hours in the field with their people. Within the specific LOBs, Power Generation time in the field increased from 38 percent to 41 percent, Electric Operations increased from 28 percent to 38 percent, and Gas Operation increased from 24 percent to 29 percent.

Independent Safety Oversight Committee

The Independent Safety Oversight Committee (ISOC), led by the Chief Safety Advisor and supported by a team of external operational leaders with a strong track record of enterprise safety performance, provides the independent oversight function for the ESMS. During the second quarter, COVID-19 and the safety response to COVID-19 prevented the ISOC's physical visits to PG&E. The second quarter visit to Electric Operations became a remote conference on April 20 focused on updates on major concerns identified in the previous visit. PG&E leadership report out progress on gap closure on a weekly basis. Action owners for major concern areas made progress including:

- To improve collaboration within PG&E and with external stakeholders, we consolidated 16 permitting processes across PG&E into a single standardized process enabled by technology to improve internal stakeholder collaboration while increasing transparency and efficiency. Additionally, PG&E conducted improvement pilot with San Mateo County and City to work 800+ historical permit backlog with lessons learned for collaboration with other external agencies.
- To better work and resource planning, PG&E completed a multi-year improvement roadmap based upon a best practices vision for work and resource planning. The roadmap was rolled-out, incorporating relevant feedback and began to develop a single standardized set of performance and health metrics and best practices catalogue for work and resource planning.
- The near-term focus on improving data ahead of wildfire season includes update of medical baseline customers in PSPS impacted areas. Data Governance Chief was selected to focus on long-term data improvement and started defining an enterprise data management program inclusive of data strategy, data governance, and data quality framework.

On June 22, ISOC conducted assessments of public, workforce, and environmental safety. The final report is expected in early August.

Injury Management and Prevention

One impact of COVID-19 requiring workers being confined in their homes is that they cannot use the Mobile Medic services offered in PG&E workplaces and jobsites before the onset of the pandemic. This service began in the first quarter of 2020 as a strategy for improved access and quicker care for occupational injuries. By the end of the second quarter, Mobile Medics deployed in all eight planned locations including Fresno, Sacramento, Auburn, Stockton, Paradise, San Jose, Bakersfield and Santa Rosa areas. Use of the services is expected to be higher once COVID-19 restrictions are lifted and return to the workplace occurs

in phased levels. Emergency Medical Technicians (EMT) have provided evaluation and first aid care to 27 employees with work-related conditions. Approximately 28 percent of these cases escalated to a higher level of care (telemedicine or clinic referral) appropriate for injury management. The EMTs are a critical bridge for employees who require first aid care, particularly since some medical clinics are not seeing low-risk patients during the COVID-19 pandemic.

The pandemic also led to an initial 20 percent reduction in the timely reporting of injuries, possibly related to the delayed onset of musculoskeletal-related symptoms from poor ergonomics experienced by many employees working from home without office-quality ergonomic equipment. We have initiated a prevention campaign through the remainder of this year to promote and educate employees about the company's ergonomic and Industrial Athlete programs and reinforce the importance of calling the Nurse Care Line at the onset of work-related discomfort to prevent worsening symptoms or injuries. Employees are required to request a virtual ergonomic evaluation, and if ergonomic equipment is needed for their home use, the order is expedited. To date, we have completed approximately 2,500 virtual ergonomic evaluations since March 2020.

The DART rate, at 1.64, is not on target (YTD target: 1.39) but has improved over the 2019 actual rate of 2.05. The efforts by our Ergo/Industrial Athlete, Mobile Medics and other health/wellness programs are aimed to reduce the need for our workforce to be away from work due to injuries or illness.

IV. Conclusion

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

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

Attachment 2 to this Report contains Completion Narratives for recommendations from the NorthStar Report – First Update.

Attachment 3 to this Report includes approved BOD and Safety and Nuclear Oversight (SNO) Committee meeting minutes.

PG&E recognizes and remains committed to improving safety culture and safety performance. The focus is building an accountable, transparent organization that embraces raising issues and ideas, and acts upon resolving them. PG&E is focused on moving quickly and efficiently, without risking the safety of our customers, our workforce, or the community.

APPENDIX

V. Sustainability Update

PG&E continues to execute on NorthStar's recommendations and has verified the sustainability of its Safety Order Instituting Investigation (OII) plans for the period of April 1, 2020, through June 30, 2020. In the previous Report, PG&E reported temporary gaps 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). PG&E has successfully closed these gaps in the second quarter, as described in Section III (C).

Compliance certifications for the second 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[a]

Line No.	PG&E Implementation Plan	Certification Due Date	Certification Status[b]	Approver	Initial Implementation
1	Safety Culture and Governance OII – F-2_Supv in the Field_includes V-4	07/01/2020	Certified	Jan Nimick	Report No. 04-2019
2	Safety Culture and Governance OII – F-3_SLD_includes VIII-1	07/01/2020	Certified	Mary King	Report No. 03-2019 Report No. 03-2019
3	Safety Culture and Governance OII – F-4_Comprehensive Safety Strategy_includes III-2_III-3_V-3	07/01/2020	Certified	Francisco Benavides	Report No. 01-2018
4	Safety Culture and Governance OII – F-5_Best Practice Coordination_includes IV-5_IV-6_IV-7_V-1_V-2_V-5	07/01/2020	Certified		Report No. 01-2018
5	Safety Culture and Governance OII – III-1_Board Qualifications	07/01/2020	Certified	Brian Wong	Report No. 01-2018
6	Safety Culture and Governance OII – IV-2_CSO_Org_Position	07/01/2020	Certified	Brian Wong	Report No. 01-2018
7	Safety Culture and Governance OII – F-1_OII Implementation Plan	07/01/2020	Certified	Francisco Benavides	Report No. 01-2018
8	Safety Culture and Governance OII – IX-1_Safety_Communication	07/01/2020	Certified	Keith Stephens	Report No. 01-2018
9	Safety Culture and Governance OII – IX-2_Safety_Culture Metrics	07/01/2020	Certified	David Hatton	Report No. 01-2018
10	Safety Culture and Governance OII – IX-3_Reach_Every Employee	07/01/2020	Certified	Julie Kane	Report No. 01-2018
11	Safety Culture and Governance OII – III-5_IA Safety Role	07/01/2020	Certified	Stephen Cairns	Report No. 01-2018
12	Safety Culture and Governance OII – IV-3_Safety_Dept Roles and Responsibilities_includes IV-4	07/01/2020	Certified	Francisco Benavides	Report No. 01-2018
13	Safety Culture and Governance OII – IV-1_CSO_Experience	07/01/2020	Certified	Francisco Benavides	Report No. 01-2018
14	Safety Culture and Governance OII – VI-1_Separate Safety Expenditures-RAMP	07/01/2020	Certified	Stephanie Williams	Report No. 01-2018
15	Safety Culture and Governance OII – VI-2_Safety_IPP_includes III-4	07/01/2020	Certified	Diane Thurman	Report No. 02-2019
16	Safety Culture and Governance OII – VI-3_Risk and Bus Case Planning	07/01/2020	Certified	Diane Thurman	Report No. 02-2019
17	Safety Culture and Governance OII – VI-4_PPM for Power Gen	07/01/2020	Certified	Andrew Abranches	Report No. 03-2019
18	Safety Culture and Governance OII – VI-5_Session D Link to Sessions 1 and 2	07/01/2020	Certified	Joe Marshman	Report No. 02-2019
19	Safety Culture and Governance OII – VII-1_STIP and LTIP Metrics_includes VII-4_VII-5	07/01/2020	Certified	Lisa Laanisto	Report No. 02-2019

TABLE 1
MATRIX OF SUSTAINABILITY PLANS[a]
(CONTINUED)

Line No.	PG&E Implementation Plan	Certification Due Date	Certification Status[b]	Approver	Initial Implementation
20	Safety Culture and Governance OII – VII-2_Former STIP metric tracking	07/01/2020	Certified	Stephanie Williams	Report No. 01-2018
21	Safety Culture and Governance OII – VII-3_LTIP Safety Weight	07/01/2020	Certified	Lisa Laanisto	Report No. 02-2019
22	Safety Culture and Governance OII – VII-6_BPR Metrics	07/01/2020	Certified	Stephanie Williams	Report No. 01-2018
23	Safety Culture and Governance OII – VII-7_Expanded Best Practice Sharing	07/01/2020	Certified	Francisco Benavides	Report No. 02-2019
24	Safety Culture and Governance OII – VIII-10_PwrGen Training Completion	07/01/2020	Certified	Teri Smyly	Report No. 01-2018
25	Safety Culture and Governance OII – VIII-11_PwrGen Refresher Training	07/01/2020	Certified	Teri Smyly	Report No. 03-2019
26	Safety Culture and Governance OII – VIII-2_Field-first Training Profiles	07/01/2020	Certified	Chris Pickett	Report No. 03-2019
27	Safety Culture and Governance OII – VIII-3_SLD_360	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
28	Safety Culture and Governance OII – VIII-4_Mandatory Refresher Training	07/01/2020	Certified	Chris Pickett	Report No. 03-2019
29	Safety Culture and Governance OII – VIII-5_Human Performance Training	07/01/2020	Certified	Chris Pickett	Report No. 03-2019
30	Safety Culture and Governance OII – VIII-6_OQ Status Reporting	07/01/2020	Certified	Evelina Cowsert	Report No. 01-2018
31	Safety Culture and Governance OII – VIII-7_2014 OQ Review	07/01/2020	Certified	Evelina Cowsert	Report No. 03-2019
32	Safety Culture and Governance OII – VIII-9_PwrGen Apprentice Program	07/01/2020	Certified	Chris Pickett	Report No. 03-2019
33	Safety Culture and Governance OII – X-1_SEMS-CAP Integration	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
34	Safety Culture and Governance OII – X-2_CAP-NH Costs and Benefits	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
35	Safety Culture and Governance OII – X-3_CAP-NH Reporting Benefits	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
36	Safety Culture and Governance OII – X-4_IA Review of Serious Incident Investigations	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
37	Safety Culture and Governance OII – X-5_WGE Documentation Improvement	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
38	Safety Culture and Governance OII – X-6_Central Repository for Investigation info	07/01/2020	Certified	Natasha Rose	Report No. 01-2018
39	Safety Culture and Governance OII – X-7_Safety Communication Protocol	07/01/2020	Certified	Diane Thurman	Report No. 01-2018
40	Safety Culture and Governance OII – X-8_Cause Evaluation Process includes X-9	07/01/2020	Certified	Natasha Rose	Report No. 02-2019

TABLE 1
MATRIX OF SUSTAINABILITY PLANS[(a)]
(CONTINUED)

Line No.	PG&E Implementation Plan	Certification Due Date	Certification Status[(b)]	Approver	Initial Implementation
41	Safety Culture and Governance OII – XI-1_Surprise Inspections for Cont Safety	07/01/2020	Certified		Report No. 01-2018
42	Safety Culture and Governance OII – XI-2_Solely Responsible Cont Language	07/01/2020	Certified	Jamie Martin	Report No. 01-2018
43	Safety Culture and Governance OII – XI-3_Cont Incident Closure Criteria	07/01/2020	Certified		Report No. 01-2018
44	Safety Culture and Governance OII - XI-4_Cont Safety best Practice Sharing	07/01/2020	Certified		Report No. 02-2019
45	Safety Culture and Governance OII – XI-5_LOB Guidelines for Cont Safety	07/01/2020	Certified		Report No. 02-2019
46	Safety Culture and Governance OII – XI-6_PwrGen Contractor On-boarding	07/02/2020	Certified	Jan Nimick	Report No. 01-2018
47	Safety Culture and Governance OII – V-6_Reduce Overall Mileage	07/01/2020	Certified	Paula Gerfen	Report No. 02-2019

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

(b) MetricStream compliance certification status.

B. Additional NorthStar Recommendations

At the request of Safety and Enforcement Division (SED), NorthStar performed a secondary assessment of six PG&E Safety OII plans, established in response to recommendations from NorthStar's original report,[2] and included a set of additional recommendations in the NorthStar Report - First Update.[3] PG&E agreed with the additional recommendations and embraced the opportunity to further improve its safety culture and governance. The current status of PG&E's implementation of these additional recommendations is provided in Table 2 below. Three supplemental plans have been implemented and recently approved by PG&E's Internal Audit (IA) Department. For details see Attachment 2 to this Report.

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*

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

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

Corporate Procedure HR-2010-P01 thereby limiting the span of direct reports to a maximum of 1:20.

PG&E has made progress with fewer than 10 percent of its leaders having more than 20 direct reports in the second quarter. During that period, the three operational LOBs added a total of 49 leaders, thus decreasing the span of direct reports. Maximum spans review is incorporated in recurring Human Resource conversations with senior leaders across Gas Operations, Power Generation, and Electric Operations to monitor conformance with the 20:1 maximum supervisory span. This metric continues to show improvement and move to align with corporate guidance. At this time, PG&E considers this recommendation completed and ongoing.

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

Electric Operation is implementing mobile technology to enable work quality analysis and data trending, without "post work review" or field work verification and has adjusted work verification practices to lessen the impact on supervisory time in the field. In Distribution, supervisors are encouraged to accomplish "completed work review" during field engagement with the work crews. In essence, the supervisor may review the paperwork and construction work quality while the crew is on site, permitting immediate corrective feedback and issue resolution. Lastly, where work documentation is shifted from paper to electronic formats, desk-based statistic-driven quality oversight can be deployed. Within Inspections, supervisor "completed work review" is shifting from quota-based sampling to data-informed sampling, to lessen the impact to supervisor time in field. Initial inspection "completed work reviews" are accomplished by office-based staff through reports from the electronic records systems. 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 number and frequency of in-person gatherings. When such gatherings are deemed essential, they have been held regionally, rather than in a centralized fashion, or supplemented with virtual attendance options. These shifts help limit the out-of-area travel demand on field leaders, while still including them in core business discussions.

The COVID-19 pandemic further contributed to PG&E's shift away from large centralized employee gatherings. Widespread adoption of teleconferencing tools such as Microsoft Teams, Cisco WebEx, and conference calls accelerated during this period. Additionally, PG&E reimagined other traditional face-to-face activities such as training, new employee orientation, problem-solving sessions, and safety summits, and shifted to virtual attendance. While unplanned, the COVID-19 experience has proved that effective communication and collaboration can occur in most instances without face-to-face interaction. Additionally, PG&E's Plan of Reorganization provides a vision of regionalized operating structures which

will further reduce the demand for out-of-area travel to attend meetings as COVID-19 precautions are eased.

Given the sustained shift away from out-of-area in-person meetings, PG&E believes this action is effectively embedded in new operating norms, thus is complete and ongoing.

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

Line No.	PG&E Implementation Plan	NorthStar Recommendation	Status
1	F-1_OII Implementation Plan	Institute version control over, and include dates for the implementation plans, completion narratives, sustainability plans and for the IA sign-off process.	Implemented Under Existing Plan
2	F-1_OII Implementation Plan	Increase the rigor and formality over target completion date changes, status changes and scope changes associated with the implementation of NorthStar's recommendations. Review the implementation status of all recommendations to ensure all elements of the recommendations have been addressed or PG&E's modifications have been documented and justified.	Implemented Under Existing Plan
3	F-1_OII Implementation Plan	Develop processes to ensure the sustainability of the implementation of NorthStar's recommendations.	Implemented Under Existing Plan
4	F-1_OII Implementation Plan	In addition to the status of the implementation of NorthStar's recommendations, continue to report to the Commission on any significant changes that might affect the sustainability of the recommendations.	Implemented Under Existing Plan
5	F-1_OII Implementation Plan	Report to the Commission on a quarterly basis the status of the One PG&E Operational Health & Safety (OH&S) Plan and associated metrics (in process).	Implemented Under Existing Plan
6	F-4 Comprehensive Safety Strategy includes III-2_III-3_V-3	Increase CSO oversight and governance over public and other aspects of safety to mitigate potential silos and ensure risks are adequately addressed.	Implemented Under Existing Plan
7	F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3	Communicate results of IA safety-related audits and LOB management response to Safety, Health and Enterprise CAP (reporting to the CSO).	IA Review Complete
8	F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3	Include the Generation Safety Lead in routine meetings between Electric Operations and Gas Operations and Safety & Health regarding the implementation of OH&S plan.	Implemented Under Existing Plan
9	F-4 Comprehensive Safety Strategy _includes III-2_III-3_V-3	Conduct an annual (or biennial) blue sky strategic safety planning exercise to concentrate on the changing environment, potential risks and threats. The exercise should force a comprehensive analysis of all safety-related opportunities and threats and a formal, proactive action plan. The planning exercise should: • Consider the environmental, financial, political, technological, infrastructure, public, workforce and other risks and safety advancements. • Include executives, management and potentially the BODs. • Be facilitated by an outside expert. • Cover ALL potential contributors to safety.	Implemented Under Existing Plan

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

Line No.	PG&E Implementation Plan	NorthStar Recommendation	Status
10	F-2_Supv in the Field_includes V-4	Increase the number of Supervisors in Electric Operations, Gas Operations and Power Generation field operations to comply with Corporate Procedure HR-2010-P01 thereby limiting the span of direct reports to a maximum of 1:20.	Plan in Progress
11	F-2_Supv in the Field_includes V-4	Commit to a target level of dedicated time in supervisors calendars each week for time in the field; guidance will remain flexible for each LOB to take into consideration the different job functions and geographic work considerations.	Implemented Under Existing Plan
12	F-2_Supv in the Field_includes V-4	Transfer administrative tasks such as scheduling of work, training and paperwork review, from the Supervisor to the office-based staff.	Implemented Under Existing Plan
13	F-2_Supv in the Field_includes V-4	Formalize Gas, Electric, and Power Generation management expectations for supervisors spending time in the field and communicate techniques for how to reduce impediments in each LOB thereby increasing time in the field.	Implemented Under Existing Plan
14	F-2_Supv in the Field_includes V-4	Move completed work review to the jobsite, allowing for immediate feedback before electronic records and paperwork are finalized.	Plan in Progress
15	F-2_Supv in the Field_includes V-4	Reduce travel requirements for field personnel and supervisors who are frequently assigned to work or attend meetings outside their normal work locations.	Plan in Progress
16	F-3_SLD_includes VIII-1	Continue to provide Crew Lead Safety Leadership training courses for employees that move into Crew Lead positions. Automatically include Crew Lead Safety Leadership training in the training profiles for new crew leads.	Implemented Under Existing Plan
17	F-3_SLD_includes VIII-1	On an annual basis, revise Safety Leadership Development (SLD) training to address any areas of concern identified in the review of SafetyNet observation data.	IA Review Complete
18	III-1_Board Qualifications	Report any changes in the BOD skills matrix, and any changes to the composition of the BOD to the CPUC.	Implemented Under Existing Plan
19	III-1_Board Qualifications	Continue to update the BOD on safety and other significant industry issues.	Implemented Under Existing Plan

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

Line No.	PG&E Implementation Plan	NorthStar Recommendation	Status
20	III-1_Board Qualifications	Encourage BOD members to inquire and challenge PG&E executives to ensure a robust governance process. Revise PG&E Corp.'s Governance Guidelines to include expectations for Directors. As an example, see the Sempra Energy Corporate Governance Guidelines. Among other items, the Sempra Energy Guidelines include the following: • Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management. • Develop and maintain a broad understanding of the corporation's business and risk profile, its strategic, financial and operating opportunities and plans, and its internal control systems and disclosure controls and procedures, including environmental, and health and safety systems and procedures. • Balance prompt action with thorough deliberations, prioritize matter requiring attention, gather sufficient information, engage in open discussion, invite differing views, evaluate the benefits and risks of various courses of action and support the acceptance of prudent business risks to permit informed and timely decision making.	IA Review Complete
21	IX-1_Safety Communication	Implement the recommendations identified in the outside vendor's communications audit.	Milestones Complete
22	IX-1_Safety Communication	Revise the communications plan as necessary to address any safety and health issues that are identified in recent and on-going Premier surveys and associated analyses	Implemented Under Existing Plan

C. Changes to PG&E Execution of Plans

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

- 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, the following actions were completed during second quarter to resolve issues identified in the first quarter compliance certification.
  - F-5 – The monthly Safety Technical Council meeting is now utilized for addressing these issues related to greater coordination between Enterprise Health and Safety (EHS) and the various Lines of Business. It is attended monthly by the CSO and all directors from EHS and the directors responsible for safety in each LOB.
  - IV-6 – Discussions have been finalized with Gas and Electric LOBs regarding the roles of the respective safety specialists. For Electric Operations, EHS specialists will focus entirely on contractor field inspections while LOB safety specialists will provide day-to-day safety support for supervisors, forepersons and their crews. In Gas Operations and Power Generation, EHS specialists will continue to

provide day-to-day safety support for supervisors, forepersons and their crews.

- V-2 – Electric Operations safety specialists continue to focus their support on supervisors, forepersons and their crews while EHS specialists continue to provide the same type of support in Gas and Power Generation.
- IV-7 – EHS specialists continue to be profiled annually for specific safety training according to the training plan which is modified as necessary based upon newly identified training needs and requirements. Electric Operations safety training plan has been established and specialists are being profiled currently. Plans are in place for the recently hired specialists to obtain safety certifications.
- V-5 - EHS specialists continue to be profiled annually for specific safety training according to the plan which is modified as necessary based upon newly identified training needs and requirements. Electric Operations safety training plan has been established and specialists are being profiled currently.
- IV-5 - The Job profile for the field safety specialist role was updated and published on May 31, 2020. It requires all new hires to either have an initial level safety certification or better or to obtain one within one year of hire. All other field safety specialists job profiles have been removed from the system. Electric Operations is on track to have all specialists obtain certifications within one year of hire.
- V-1 - Best practices are published each month on the Corporate Safety web page for review by all interested employees. Starting July 1, 2020 these reports will also be automatically distributed each month to operations and safety leadership in all lines of business.

- PG&E anticipates changes to Safety OII plan VII-1 – STIP and LTIP Metrics, which includes VII-4 and VII-5. As of June 30, 2020, 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 March 4, 2020 and requested a delay in the hearing on April 22, 2020.

VI. Board of Directors Reporting

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

1) Non-confidential versions of the minutes of all BOD and safety committee meetings.

2) All training, education or other support on safety that PG&E and PG&E Corporation are providing to Board members so that they can adequately perform their duties on safety issues.[4]

A. BOD and SNO Committee Meeting Minutes

Attachment 3 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,[5] and for which approved minutes have not been provided in connection with a prior quarterly report.

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

January 6, 2020
January 17, 2020
January 23, 2020
January 30, 2020
February 6, 2020
February 11, 2020
February 13, 2020
February 21, 2020
February 27, 2020
February 28, 2020
March 1, 2020
March 6, 2020
March 12, 2020
March 15, 2020
March 16, 2020
March 20, 2020
March 27, 2020
April 6, 2020
April 14, 2020
April 21, 2020
April 23, 2020
April 29, 2020
May 5, 2020
May 14, 2020
May 21, 2020
May 28, 2020
May 29, 2020
June 4, 2020
June 12, 2020
June 18, 2020

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

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

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

February 11, 2020 (concurrent with Audit and Compliance and Public Policy (CPP) Committees)
February 20, 2020
March 27, 2020
April 28, 2020 (first portion concurrent with Audit and CPP Committees)
June 3, 2020

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

B. BOD Safety-Related Training

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

- During the second quarter of 2020, Bill Smith (member of the Boards and, as of the 3Q of 2020, PG&E Corporation's Interim Chief Executive Officer) conducted a visit to Chico/Paradise. Given the current shelter-in-place and other restrictions connected with the COVID-19 pandemic, the prior practice of consistent site visits for directors has been temporarily suspended, notwithstanding the directors' prior commitment to each conduct at least three site visits per year.
- During the second 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 second quarter of 2020 included: (1) arc flash hazards (Board meeting); (2) falls from heights (Board Meeting); (3) hazardous energy control (SNO Committee meeting); (4) motor vehicle incidents (MVI) (SNO Committee meeting); and (5) ergonomics (concurrent SNO, Audit, and CPP Committee meeting).
- In April 2020, the Audit Committees received an update regarding the Companies' enterprise risk management system, including a discussion of changes to methods for determining "enterprise risks" and "cross-cutting factors," the move towards data-driven, risk-informed decision making and measurement of risk reduction, and reviewed and approved allocation of Board-level oversight for the identified risks.
- In April 2020, the SNO Committees and the 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 IA's evaluation of controls and processes relating to: (1) the electric Supervisory Control and Data Acquisition systems; (2) electric transmission and distribution asset

management, inspection, and repairs; (3) contractor safety oversight in gas operations and power generation; (4) access for atmospheric corrosion inspections; and (5) distribution leak surveys.

- In April 2020, the SNO Committees, the Audit Committees, and the PG&E Corporation CPP Committee also received a report from the CSO, which included: (1) safety strategy and the development of a long-term enterprise employee and contractor safety plan; (2) a review of PG&E safety performance; and (3) an update regarding activities and findings of the ISOC, and management's responses.
- In April 2020, the SNO Committees, the Audit Committees, and the PG&E Corporation CPP Committee also received a report regarding PG&E's COVID-19 response, including the impacts on employee, public, and contractor safety.
- In April 2020, the SNO Committees, the Audit Committees, and the PG&E Corporation CPP Committee also received a report regarding the enterprise data management strategy and efforts to increase data management integrity.
- In April 2020, the SNO Committees: (1) received a report regarding PG&E's 2020 Wildfire Mitigation Plan (WMP) and operational readiness for PSPS events; and (2) reviewed and discussed a draft of the Committee's first quarter 2020 oversight report to the BODs on PG&E's progress against its 2020 WMP.
- In April 2020, the SNO Committees received a generation and nuclear safety update, include discussion of safety results and actions to improve safety, and safety results from Nuclear Safety Operating Committee inspections and reports.
- In April 2020, the SNO Committees received reports on top enterprise risk topics and enterprise risks, including: (a) potential loss of containment at a gas measurement and control facility; and (b) the electric asset management system improvement plan to reduce risks of asset failure.
- In April 2020, the SNO Committees received a report regarding the new enterprise inspection standard which, among other things, moves to a risk-based prioritization schedule from the prior compliance-based process.
- In May 2020, the Boards received a presentation regarding, among other things: (1) PG&E's company-wide initiatives and their orientation around safety and (2) initiatives to transform corporate culture, refresh company values, expand safety focus to include psychological safety, domestic violence; reemphasize diversity & inclusion and speak-up culture, improve employee engagement.
- In May 2020, the SNO Committees received a report regarding updating PG&E's monthly performance and progress against PG&E's primary 2020 WMP targets.
- In June 2020, the SNO Committees received a safety report, which included discussions regarding safety performance, and update on SIFs, a

safety performance review (including a discussion of safety-related actions taken by PG&E).

- In June 2020, the SNO Committees received reports on top enterprise risk topics and enterprise risks, including: (a) a potential large overpressure event downstream of a gas measurement and control facility; (b) a potential transmission system-wide blackout; and (c) the enterprise cross-cutting factor of emergency preparedness and response.
- On June 3, 2020, 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 Supervisory Control and Data Acquisition systems; and (2) electric transmission and distribution asset management, inspection, and repairs.
- In June 2020, the SNO Committees received a nuclear performance update on safety performance and independent oversight.
- On June 6, 2020, the Boards received an update from the CSO regarding, among other things, recent safety-related actions taken by PG&E and an update on the safety strategy.
- On June 6, 2020, the Boards received an operational update that included discussions of performance in selected safety metrics, wildfire risk reduction efforts, and COVID-19 impacts.
- On June 12, 2020, the Boards received a presentation regarding a meteorological outlook on the upcoming 2020 fire season.

VII. Safety Program Updates and Key Safety Metrics

A. Introduction

The One PG&E Plan encompasses Employee Safety, Contractor Safety, Motor Vehicle Safety, and the ESMS, as well as eight focus areas (safety programs). As mentioned in the Introduction, PG&E is developing a Workforce Safety Strategy. The elements of the One PG&E Plan are foundational safety and health programs, which will continue, with future reports focusing on the Workforce Safety Strategy.

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.

TABLE 3

Work Stream	Objectives	Q2 2020 Progress
Implement ESMS	• Implement the ESMS by 2022. • Including third party certification.	• Engaged external consultants in a bidding process to complete definition of the ESMS and provide a future state, actionable roadmap. Vendor selection is underway.
ISOC	• Implement an ISOC to provide safety assurance across PG&E by December 31, 2020.	• Weekly review of progress on major concerns from initial ISOC report covering Electric Operations. • ISOC and Electric Operations checkpoint on April 20, 2020 focused on updates on major concerns from initial assessment. • Expanded ISOC oversight with remote assessment of Electric Operations and Gas Operations in multiple review areas of public, workforce and environmental safety.
Management of Change	• Implement Management of Change (MOC) software within Gas Operations by December 31, 2020. • Implement MOC software in its Electric Operations and Dam Operations by December 31, 2021. • Provide an annual report on the procurement, development, and implementation of MOC software for PG&E's operations to the SED and the Office of the Safety Advocates (OSA) at the CPUC and/or OSA's successor. • The first report will cover activities performed during 2020 and be presented to SED, OSA, and/or OSA's successor by July 1, 2021.	• Implemented MOC standard in Electric Operations. • Developing a holistic enterprise change management framework.
Safety Culture	• Implement a safety culture consistent with safety leadership commitments.	• In the process of hiring a Safety Culture Program Manager to lead safety culture efforts in alignment with ESMS and the comprehensive safety strategy.

2. Musculoskeletal Disorders, Sprains and Strains

PG&E's Musculoskeletal Disorder program supports the prevention of injury though 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.

TABLE 4

Work Stream	Objectives	Q2 2020 Progress
Office Ergonomics	• Work with each LOB to proactively identify leading indicators that could result in injury. • Reduce the number of evaluators and increase their hours to have a smaller more streamlined cohesive support staff. • Establish weekly meetings with evaluators to understand and address situations and share best practices. • Refine reporting in case management. • Use data to conduct predictive analysis. • Pilot centralized ordering for efficiencies.	• In Q2, due to COVID-19 and shelter-in-place orders, a very large percentage of the workforce began working from home. This shift created a need to have all workstation evaluations conducted via virtual (telephonic) method. • Approximately 2,500 virtual evaluations were conducted in Q2, which is 50 percent of the annual average (5,000). • Predictive analysis shows several leading indicator factors (describe an example of a factor) that correlate to musculoskeletal injuries. This data is used to proactively work with employees for resolution, in particular with lowering desktop risks, prior to the onset of discomfort. • Additional staff added to the office evaluator team to meet the increased demand for timely response. The team includes 11 evaluators with 3 schedulers. • Cycle time to complete and receive new equipment has been reduced from 6-8 weeks to 2-3 weeks, on average. • Employees are required to request a virtual ergonomic evaluation, and if ergonomic equipment is needed for their home use, the order is expedited.
Industrial Athlete	• Train all industrial athlete specialist in industrial ergonomics software. • Develop heat maps to overlay data to reflect impact of services. • Focus on field workforce only.	• All industrial athlete specialist completed the industrial ergonomics software training and are using it to capture quantitative data on work tasks. • Industrial Athletes are working with Gas Operations and Electric Operations teams to identify the most physically demanding tasks and are using this hierarchical data in an ongoing effort to systematically identify the highest risk tasks and customize their approach accordingly.
Industrial Ergonomics	• Perform assessments based on injury data. • Partner with LOB on risk mitigations using electromyographical data • Broaden program to risk-based approach addressing musculoskeletal health hazards.	• Humantech software training was expanded to include grassroots leads in Gas Operations. • Entered 32 task analyses into the industrial ergonomics software.
Vehicle Ergonomics	• Revise vehicle ergonomic evaluation process. Focus on objective, quantitative data. • Develop form in software. • Partner with Transportation Services on process, procedures and vehicle design.	• Implemented virtual vehicle assessments. 31 assessments completed YTD including 5 virtual assessments • Continue toto incorporate ergonomics in the design phase on new vehicles to reduce re-work and retrofits. • Completed four vehicle specification reviews retrofits.

3. Safety Leadership

All employees who are new to operational leadership positions are required to attend SLD workshops within 90 days of being profiled for the training. The profiling occurs automatically when an employee assumes a new leadership role. As mentioned above, the Workforce Safety Strategy has programs to improve safety leadership.

TABLE 5

Work Stream	Objectives	Q2 2020 Progress
SLD Workshops	• Ensure PG&E Academy curriculum is aligned with Operational Learning/SLD priorities.	• The SLD program is in a self-sustaining mode. • Safety Leadership for Supervisor has been converted to virtual learning for day 1, and day 2 of the course has been run with socially distanced participants. • 15 supervisors completed this training in Q2. • The Safety Leadership for Crew Leads course has not been run since the Shelter in Place has was ordered.
SLD Observations	• Promote the use of SLD observation checklist to guide and inform LIF engagements.	• Ongoing work.
Learning Teams	• Learning teams have now been turned over to LOBs to conduct as needed.	• LOBs have active Grassroot teams • No Learning Team activity
Operational Learning	• Refine Operational Learning tools and processes.	• No progress in this area due to resource constraints.
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.	• 15 Safety Flash communications have been distributed to employees to share information on safety incidents, which include incident awareness and initial learnings, key takeaways and lessons learned.

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.

TABLE 6

Work Stream	Objectives	Q2 2020 Progress
SIF Investigations	• Improve SIF and Cause Evaluation (CE) processes and tools.	• Transitioned to a 30 calendar-day timeline for conducting all Cause Evaluations (Root Cause Evaluation, Apparent Cause Evaluation, CC). • Conducted Lean Sigma workshop to streamline CE process, evaluating cycle time and gaps for areas of improvement. • Assessed Enterprise Corrective Action Program (ECAP) CE and SIF procedures for consolidation and clarity, in coordination with LOB stakeholders.
	• Improve timeliness and clarity of SIF-related communications to provide actionable intelligence to LOBs.	• Developed a standard SIF communications template for consistency and clarity. • Established review process for SIF communications to increase efficiency.
	• Analyze SIF investigations and share key learnings.	• Provided support to each LOB SIF Review Team in evaluating incidents for SIF potential. • Closed and communicated findings on 8 SIF-potential investigations. • Closed and communicated findings on 2 SIF-actual investigations. • Began investigating all contractor-related SIF-Potential incidents in addition to SIF-Actual incidents as of June 15, 2020.
Safety Observations	• Expand user population in SafetyNet.	• Onboarded and trained over 60 new observers in SafetyNet.
	• Evaluation of SafetyNet tool and product enhancements.	• Developed and deployed multiple new SafetyNet checklists, most notably for wildfire safety and COVID-19 protection.
	• Increase ownership of SafetyNet within the LOBs.	• Established LOB champions for safety communications network and held the first-ever Enterprise Safety Observations meeting.
	• Identify additional training & support materials.	• Published SafetyNet Enterprise Guidance Document (SAFE-1025S), revised SAFE-0300 Web-based training (WBT), and delivered SafetyNet training to Electric Operations Drone Operations Inspections and Substations teams.
Near Hit	• Identify and develop a strategy and plan for Near Hits for the enterprise.	• Continued work on Near Hits relaunch to increase data quality, simplify intake process, increase user base and number of Near Hits submissions, and improve reporting mechanisms to provide actionable data.

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.

TABLE 7

Work Stream	Objectives	Q2 2020 Progress
Timely Reporting	• Continue targeted leadership conversations. • •Improve employee experience.	• Nurse Care Line: Decrease in timely reporting in part due to COVID-19 and an increase in employees working remotely who may not recognize work related symptoms in their home environment. Communication campaign to raise awareness is underway. • YTD timely reporting: 68.9%
RTW Task Program	• Provide additional return to work opportunities. • Reduce unavailable workforce and lost work days (LWD).	• Placed 23 employees into task assignments. • Saved 712 LWD by returning employees to work who otherwise would have remained off work. • Added 3 new assignments into Task Bank. • During Shelter in Place, all employees who are able to work from home were transitioned into remote tasks.
On-site Clinics	• Provide convenient access to primary and urgent care and wellness services for both work-related and non-work-related injuries and conditions.	• San Francisco General Office, Fresno, and San Carlos onsite clinics continue to provide modified health services during COVID-19 precautions and are impacted with low utilization. • Concord clinic closed due to landlord observance of COVID-19 building closure.
Fit4U Pilot Program	• Prevent repeat injuries. • Long Term Program Goals - Reduce Workers' Compensation claims (count, duration, cost). • Improve long-term overall health and well-being through a lifestyle change	• Data analysis revealed cost benefits and further exploration being conducted regarding the feasibility of a program launch in 2020.
Mobile Medics	• More immediate, convenient, on-location medical care for employees. • Prevent work-related discomfort, pain or injuries from worsening.	• All 8 Mobile Medics in place in Fresno, Auburn, Sacramento, Paradise, Stockton, Santa Rosa, San Jose, Bakersfield. • Lower than expected utilization due to impact of COVID-19 shelter-in-place requirements.

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 services.

TABLE 8

Work Stream	Objectives	Q2 2020 Progress
Health Screenings	• Maintain >80% participation. • Expand awareness of health screening options (lab, physician, self-collection).	• As of June 30, 2020, 17,106 employees (76%) have completed their health screenings. • On June 1, launched self-collection health screening kit for home use as additional voluntary alternative.
Health Coaching	• Reduce workforce health and safety risks by providing access to telephonic, onsite and digital health coaching support.	• Onsite health coaching – 26 employees completed telephone appointments with onsite health coach. • Provided in-service presentations via virtual team meetings and tested video-based appointment capabilities.
Health Promotion	• Provide total wellbeing solution for PG&E's workforce through H&W portal/application. • Drive workforce awareness and engagement in wellness programs and benefits through Wellness Ambassador Network.	• H&W portal enrollment – 2,723 (11.5%) employees enrolled as of June 30, 2020. • Deployed additional physical activity, nutrition, financial health and resilience resources to support employees during challenging times. • Monthly H&W Roundup newsletters to Wellness Ambassadors and Safety leads included COVID-19 resources, mental and emotional health webinars, healthy recipes, health coaching tips, monthly healthy habit challenges highlighted.
Mental Health Support	• Increase awareness and enhance support for mental health conditions as a health and safety risk factor. • Deploy new mindfulness resilience resources. • Grow Peer Volunteer Program (PVP) to cover all LOBs and service territory.	• Opioid awareness home mailer to all Anthem members. • Alcohol Awareness and Mental Health Awareness month: communications, webinars, panel discussions. • Daily virtual mindfulness sessions to support employees during shelter-in-place. • PVP Quarterly Meeting in May 2020.
Telemedicine	• Promote Anthem and Kaiser telemedicine programs.	• Second Quarter telemedicine visits – 616 registrations and 785 visits. Increased use due to COVID 19 and shelter-in place. • Continuing telemedicine communications due to COVID-19, shelter-in-place/remote work order.
Condition Management	• Expand Knova Solutions program for Human Capital Risk (HUI) risk scores from top 5 percent to top 20 percent, include dependents	• Utilization as of June 28,2020 – total enrollment 807; 557 employees and 250 dependents with high health risks.

PG&E established DART targets for 2020 to move the rate from fourth quartile to third 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. Efforts continue to reduce the non-serious and repetitive motion injuries including clinics, mobile medics, virtual 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

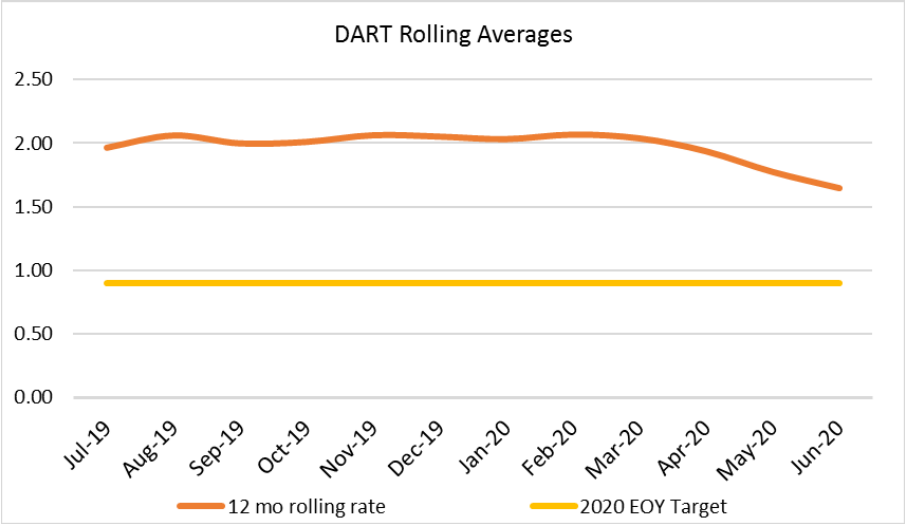
respect to employee safety metrics as of June 30, 2020. DART 12 month rolling rate has declined by 18 percent over the prior year but is still over target for Q2.

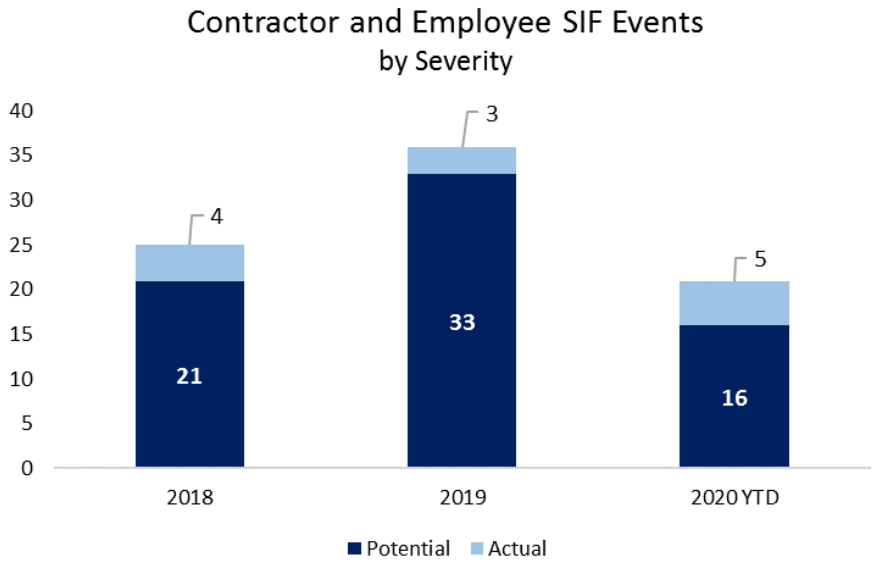
Table 9
2018-2020 PERFORMANCE AND ESTABLISHED TARGETS

Metric	2018		2019		2020*		
	Actual	Target	Actual	Target	YTD Actual	YTD Target	EOY Target
Employee SIF Count (Actual and Potential)	22		33		13		
DART Rate	1.81	1.88	2.05	1.34	1.64	1.39	0.90

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

FIGURE 1
CURRENT PERFORMANCE AS OF JUNE 30, 2020





B. 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 (MOA) 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 second quarter of 2020.

TABLE 10

Work Stream	Objectives	Q2 2020 Progress
Training & Qualifications (TQ)	• Develop and implement new training requirements for PG&E employees and contractors.	• Five online training orientations were added to the TQ Program within ISNetworld (ISN). • Two PG&E employee trainings were conducted, above and beyond the TQ Program and the Learning Management System, for those that provide contractor oversight. • ISN Badging: Requiring contractors to track their workers OSHA training (End-of-Year 2020 completion date: 84 percent of contractors have completed).
Field Observations	• Utilize PG&E observation tool for capturing safety observations on contractors.	• 25,508 Field Observations were conducted, and feedback provided.
Contractor Safety Forums	• Communicate and share PG&E's safety culture.	• Five LOBs have completed their 2020 Contractor Safety Forums. • Four LOBs are in the planning phase of their Contractor Safety Forums to be completed this quarter.
Program Scope/Contractor Management	• Utilize ISN to track increase in contractor workers and contractors that are in business less than three years. • Establish requirements for minimum Safety Officers on projects. • Increase safety oversight in the field.	• 21 MOA assessments were conducted to evaluate the contract safety management structure. • Implemented a new field safety inspection team to perform field audits on contractors. 572 inspections were completed with 97 total findings. 19 of these were classified as high-risk. High-risk findings were communicated to the contractors and they were required to submit corrective action plans identifying short- and long-term corrective actions to prevent recurrence. All 19 contractors submitted quality corrective action plans.

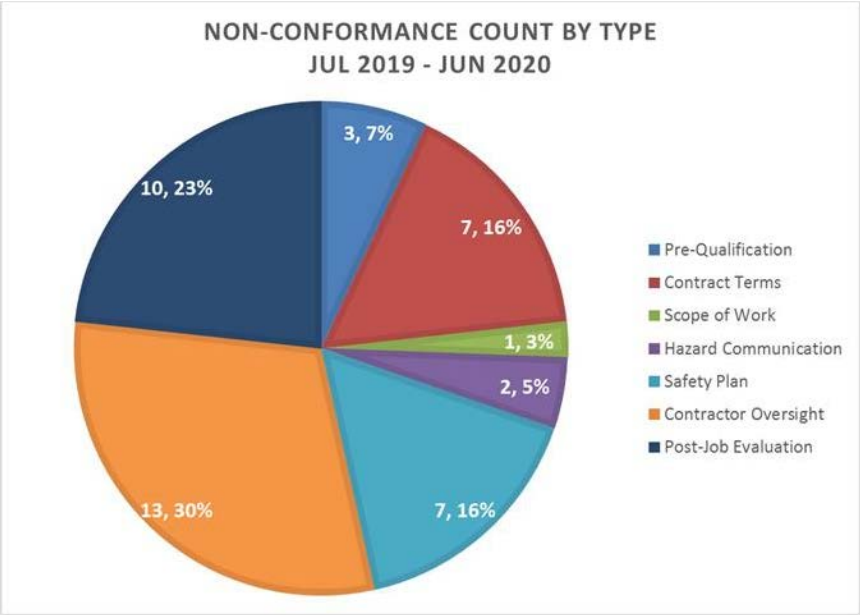
Table 11 below summarizes key metrics performance in 2018-2020. Figure 2 below provides current performance with respect to contractor safety metrics as of June 30, 2020.

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		8		
% of Contractor Assessments with Non-Conformance Findings (b)	10.30%		12.50%		6.20%		

(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 JUNE 30, 2020[(a)]



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

C. Motor Vehicle Safety

PG&E's Motor Vehicle Safety program is focused on preventing and reducing the risk of 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 second quarter of 2020.

TABLE 12

Work Stream	Objectives	Q2 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.	• Front-end development has been completed and back-end architecture has begun. Testing will begin in Q3.
University of California, Los Angeles (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.	• Final report completed and provided to PG&E on 6/13/20. UCLA team working to provide a defined scope to refine PG&E Motor Vehicle risk quantification in order to update the risk Bowtie data.
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.	• Complete – Course moved to production in Q1 and available to all PG&E employee in MyLearning.
Vehicle Safety Technology (VST)	• VST Installation and Activation: PG&E's Transportation Services will 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.	• 177 Successful unit installs since 4/20 pilot kick off. Continued training and resource development for garage mechanics. Further validation and discussion on the new alerts (HC, Seat Belt Use, Driver ID). Refresh communication resources to support program roll out.
Post Incident Review	• 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.	• Sharing with individual LOB leaders and Labor relations has begun. Official launch and communication timelines have been adjusted to align with the required Drivers scorecard and coaching standard development. Drafts have been developed and comments are being solicited.

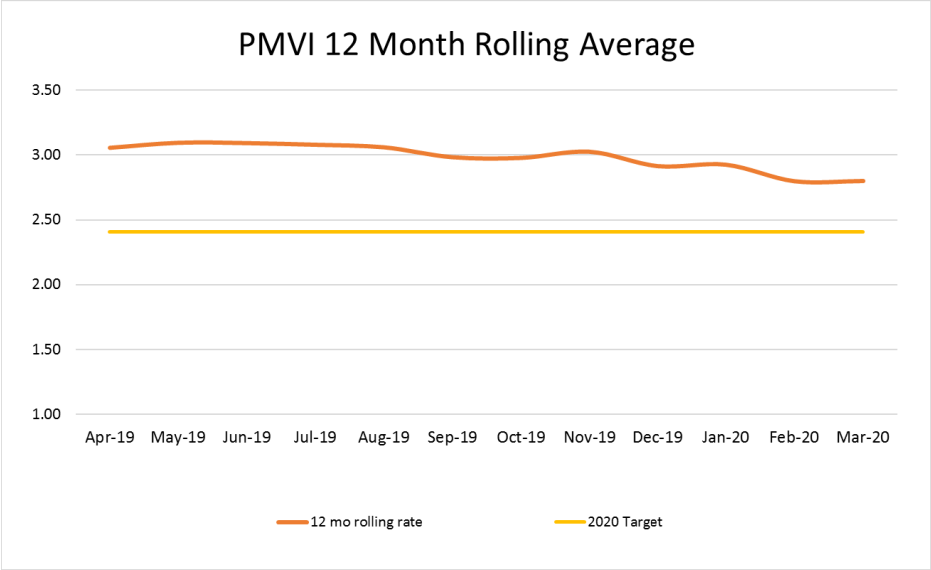
Table 13 below summarizes key metrics performance in 2018-2020. Figure 3 provides current performance with respect to motor vehicle safety metrics as of June 30, 2020. The preventable motor vehicle incidents rate is improving with second quarter results on target.

TABLE 13
2018–2020 PERFORMANCE AND ESTABLISHED TARGETS

Metric	2018		2019		2020*		
	Actual	Target	Actual	Target	YTD Actual	YTD Target	EOY Target
PMVI Rate	2.79	2.34	2.91	2.45	2.59	2.64	2.41

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

FIGURE 3
CURRENT PERFORMANCE AS OF JUNE 30, 2020



D. 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.

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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

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ATTACHMENT 2

COMPLETION NARRATIVE

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Attachment 2
Completion Narrative

TABLE OF CONTENTS

RECOMMENDATIONS F-3_includes VIII-1 1

RECOMMENDATIONS F-4_includes III-2, III-3, V-3 4

RECOMMENDATIONS III-1 6

PACIFIC GAS AND ELECTRIC COMPANY

RECOMMENDATIONS F-3_includes VIII-1

Recommendation
On an annual basis, revise Safety Leadership Development (SLD) training to address any areas of concern identified in the review of SafetyNet observation data.

Completion Documentation:

Safety Culture observations were conducted and recorded in SafetyNet (safety observation tool) during the 12-month period October 1, 2018 through September 30, 2019. See attachments SafetyNet Safety Culture Observations data review (NS_1087_Atch37_F-3 2018 SLD Observation Results and NS_1087_Atch38_F-3 2019 SafetyNet SLD Observation Summary.)

These observations were analyzed for trends in the fourth quarter of 2019. The trends identify the changes to the Safety Leadership Program. Those changes are placed on the Safety Leadership Development change tracker, which is used by curriculum to determine updates for the following year's content. See attached change tracker NS_1087_Atch39_F-3 Change Tracker-SLD Inputs.

The analysis indicated that timely and effective feedback was not consistently provided by leaders during their time in the field. The observations also showed that crews were not using a systematic approach to identifying hazards in their work environment. As a result, PG&E will focus on these two opportunities for improvement in 2020:

• More effective hazard recognition, encouraging employee use of the Hazard Identification Wheel tool to assess the environment for hazards in a consistent and disciplined way.

• Consistent feedback to employees from leaders, engaging them in discussions on how they are working safely and offering specific guidance on how to improve.

The compilation and analysis of Safety Culture observations were also used to inform PG&E's annual update cycle of the Safety Leadership Development Workshops, which will increase the emphasis on hazard recognition and leader feedback. The course content is included below (as link) as an example to show emphasis on these topics:

- Leader Feedback
- Hazard Recognition

The facilitator guide and Hazard Identification Wheel were updated in December 2019 and rolled out in January 2020 to increase focus/discussion on the bullet points above.
Attached (as links) are the Summary (PDFs) and Detail Reports (excel) for both Safety Leadership Development and Safety Culture for 10/1/19 thru 4/30/20. Also attached (as link) is the standard Summary Dashboard (including both checklists) for the same period – this gives a graphic breakdown of the observations and further analysis of subcategories.

- Detail Report – Safety Culture 10/01/19 to 04/30/20
- Detail Report – Safety Leadership Dev 10/01/2019 to 04/30/2020
- Summary Report – Safety Leadership Dev 10/01/2019 to 04/30/2020
- Summary Report – Safety Culture 10/01/2019 to 04/30/2020
- Summary Report – Safety Leadership and Culture 5/11/2020

The breakdown of both checklists is as follows:

- 81 observations
- 942 findings
- 14 At Risk Findings (1.5%)

Sustainability Documentation:

The sustainability continues to be tied to the annual program review cycle. The Safety and Health department will enter a Corrective Active (CAP) to document process and ensure completion of the Field Safety Observation data analysis starting in 2020. The current CAP # is 000119015552.

Once the data analysis is complete, the results will be provided to the Leadership and Employee Development team as recommendations to update the Safety Leadership training program (see example email). Content updates will be documented annually using the training change tracker.

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RECOMMENDATIONS F-4_includes III-2, III-3, V-3

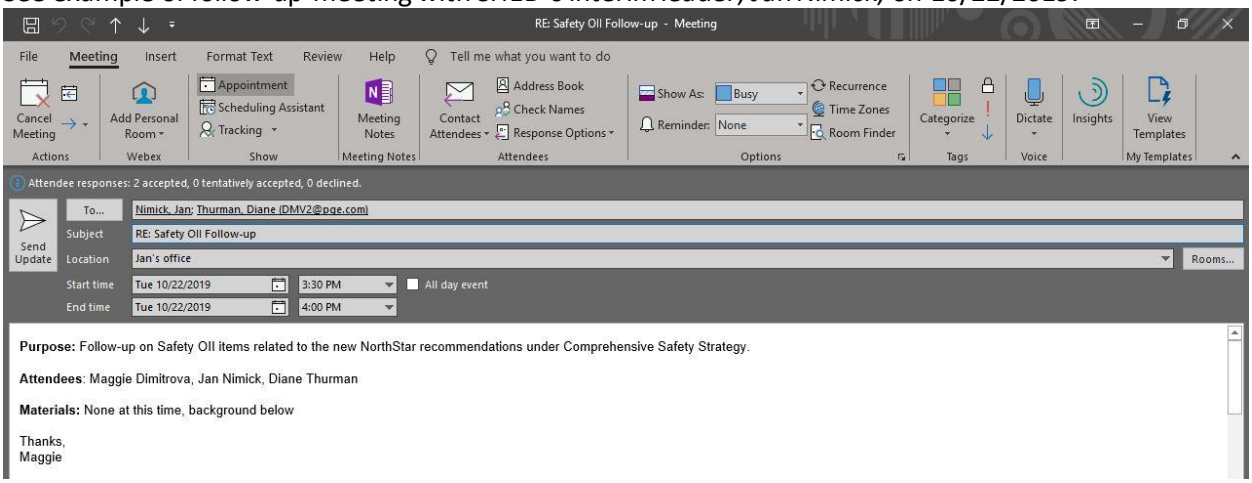
Recommendation
Communicate results of Internal Audit safety-related audits and LOB management response to Safety, Health and Enterprise CAP (reporting to the CSO).

Completion Documentation:
Internal Audit communicates the results of its safety-related audits to the SHED organization. A SHED leader is either an audit report addressee or is cc'd on the list. An example is the attached report 20-008, addressed to Gas Safety Operations. The SHED interim lead is cc'd. Beginning Q2 2020, the SHED VP and Chief Safety Officer will be the audit report addressee or cc'd on each safety-related audit.

SHED is responsible, at least in part, for management responses to the audit in the event there are issues reported. The status of audit issues is tracked monthly through materials IA provides to SHED for its RCC meeting. See the Internal Audit update from April 2020 as an example.

See example of safety-Related audits communicated to SHED at the end of the second quarter in 2019.

See example of follow-up meeting with SHED's interim leader, Jan Nimick, on 10/22/2019.



See example of the RCC Meeting Agenda 11/12/2019.

Sustainability Documentation:
Internal Audit completes planned and requested safety-related audits on a quarterly basis throughout the year. Each safety or safety-related audit will be communicated to SHED, reported at SHED's monthly RCC meeting (the status of audit issues is also reported at the monthly RCCs, and SHED leads or participates in the corrective actions.)
In 2020, Internal Audit revised its safety-related communications to remove redundant communications (i.e. SHED email, Interim SHED leader meeting) and focus on communications included as part of existing and integrated processes (i.e. RCC meeting updates, SHED leader report addressee/cc on safety-related reports).

PACIFIC GAS AND ELECTRIC COMPANY

RECOMMENDATIONS III-1

Recommendation

Encourage BOD members to inquire and challenge PG&E executives to ensure a robust governance process. Revise PG&E Corp.'s Governance Guidelines to include expectations for Directors. As an example, see the Sempra Energy Corporate Governance Guidelines. Among other items, the Sempra Energy Guidelines include the following:

• Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management.

• Develop and maintain a broad understanding of the corporation's business and risk profile, its strategic, financial and operating opportunities and plans, and its internal control systems and disclosure controls and procedures, including environmental, and health and safety systems and procedures….

• Balance prompt action with thorough deliberations, prioritize matter requiring attention, gather sufficient information, engage in open discussion, invite differing views, evaluate the benefits and risks of various courses of action and support the acceptance of prudent business risks to permit informed and timely decision making.

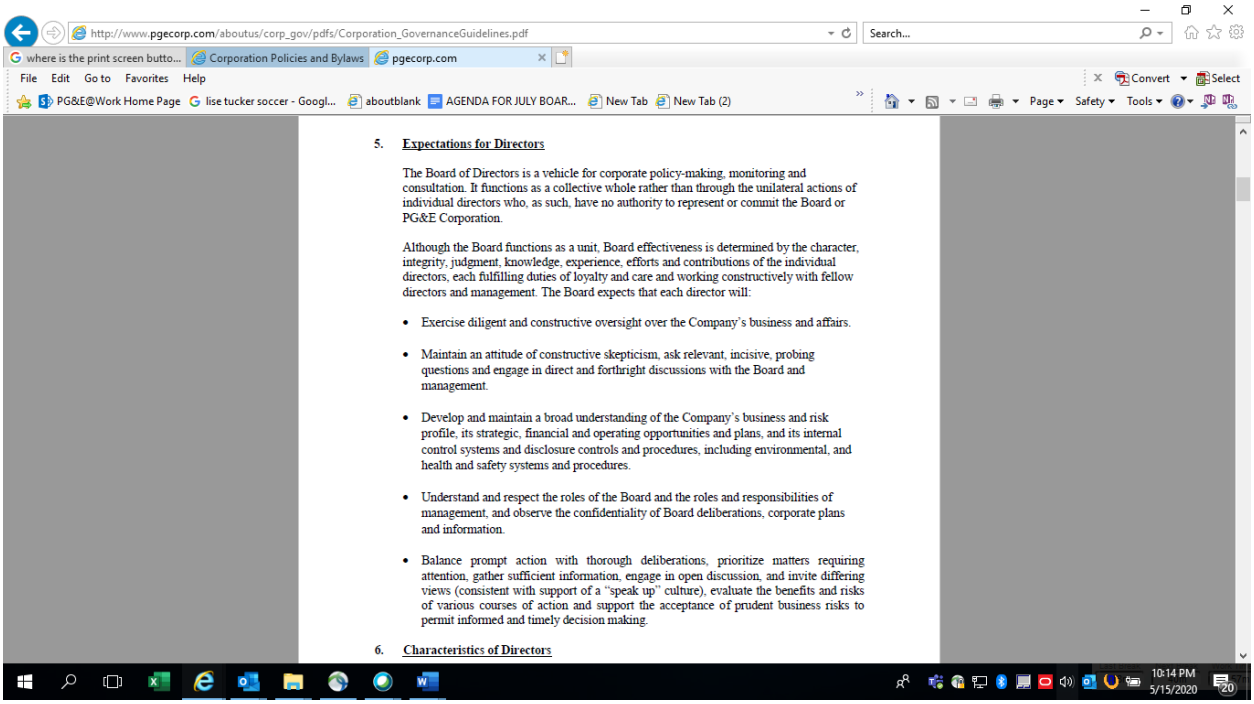
Implementation Plan:

1. Management proposed that the PG&E Corporation Nominating and Governance Committee recommend, and that each of the PG&E Corporation and Pacific Gas and Electric Company Boards approve, amending each company's Corporate Governance Guidelines to add a "Board expectations" section, which included the sections recommended by NorthStar, as well as other guidance.
2. NOTE 1: In December 2019, the Boards approved the proposed amendments to the Corporate Governance Guidelines.

Evidence:

1) The agenda for the PG&E Corporation Nominating and Governance Committee meeting at which management recommended adoption of the Corporate Governance Guidelines is here:

2) The revised Corporate Governance Guidelines for each of PG&E Corporation and Pacific Gas and Electric Company now contain the following section:



5. **Expectations for Directors**

The Board of Directors is a vehicle for corporate policy-making, monitoring and consultation. It functions as a collective whole rather than through the unilateral actions of individual directors who, as such, have no authority to represent or commit the Board or PG&E Corporation.

Although the Board functions as a unit, Board effectiveness is determined by the character, integrity, judgment, knowledge, experience, efforts and contributions of the individual directors, each fulfilling duties of loyalty and care and working constructively with fellow directors and management. The Board expects that each director will:

- Exercise diligent and constructive oversight over the Company's business and affairs.
- Maintain an attitude of constructive skepticism, ask relevant, incisive, probing questions and engage in direct and forthright discussions with the Board and management.
- Develop and maintain a broad understanding of the Company'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.
- Understand and respect the roles of the Board and the roles and responsibilities of management, and observe the confidentiality of Board deliberations, corporate plans and information.
- Balance prompt action with thorough deliberations, prioritize matters requiring attention, gather sufficient information, engage in open discussion, and invite differing views (consistent with support of a "speak up" culture), 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.

6. **Characteristics of Directors**

3) The current Corporate Guidelines for each of PG&E Corporation and Pacific Gas and Electric Company are posted on the internet.

- PG&E Corporation Corporate Governance Guidelines are posted on-line here: http://www.pgecorp.com/aboutus/corp_gov/pdfs/Corporation_GovernanceGuidelines.pdf
- Pacific Gas and Electric Company Corporate Governance Guidelines are posted on-line here: http://www.pgecorp.com/aboutus/corp_gov/pdfs/CorporateUtility_GovernanceGuidelines.pdf

PACIFIC GAS AND ELECTRIC COMPANY

ATTACHMENT 3

BOARDS OF DIRECTORS AND SAFETY AND NUCLEAR OVERSIGHT COMMITTEE MEETING MINUTES

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 6, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Monday, January 6, 2020, 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 (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, Jason P. Wells, and Linda Y.H. Cheng, along with Kourtney J. Kinsel, 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.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Johnson, Mr. Vesey, Mr. Wells, Ms. Kinsel, Mr. Ponce, and Mr. Qusba present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that Ms. Moore, Chair of the Compensation Committee, discussed an organizational matter recommended by the Committee for the Utility Board's consideration.

At this point, John R. Simon, Julie M. Kane, Janet C. Loduca, and William V. Manheim, along with David

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[1] [redacted]

C. Abrams of Abrams Capital Management, L.P., joined the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on September 6, 2019, September 8, 2019, September 10 and 11, 2019, September 20, 2019, and September 26, 2019.

Mr. Johnson, Mr. Simon, Mr. Manheim, and Mr. Abrams led a discussion regarding the Companies' Chapter 11 cases. 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 a potential agreement with the Governor's office involving potential changes to the Companies' joint plan of reorganization (POR), including governance changes and a process for enhanced regulatory oversight of the Utility following the Companies' emergence from Chapter 11; and potential financing structures to fund the Companies' POR. Mr. Abrams, who had participated as a representative of the Corporation's equity holders in certain of the discussions with representatives of the Governor's office concerning the potential agreement, was invited to provide the Board with his perspective on the potential agreement with the Governor's office and discussions relating thereto. The directors asked questions, and a discussion ensued.

Mr. Abrams left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (1) Ms. Campbell and Ms. Mielle joined the meeting, and (2) Mr. Wolff left the meeting.

After the discussion, Andrew K. Williams, along with James A. Mesterharm and David Hindman of AlixPartners, joined the meeting.

Mr. Wells, Mr. Williams, Mr. Hindman, and Mr. Mesterharm presented a report on cost savings opportunities associated with monetization of the Companies' San Francisco General Office complex (SFGO). This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed a proposed SFGO real estate monetization plan, related California Public Utilities Commission (CPUC) approvals, projected financial outcomes, and a preliminary timeline and next steps for execution of this plan. The directors asked questions and discussed, among other matters, CPUC and Bankruptcy Court approvals that would be required to execute the proposed plan, and projected financial outcomes.

On motion made and seconded, the Board authorized management to negotiate and enter into a non-binding letter of intent with TMG Partners to enter the bidding process in connection with the proposed SFGO real estate monetization plan, as described at the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:40 a.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 17, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, January 17, 2020, 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 (who joined during the meeting as noted below), 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 Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director Nora Mead Brownell was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, John R. Simon, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with 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, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Mr. Johnson, Chief Executive Officer (CEO) 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.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board agreed to (1) authorize the officers of the Corporation to enter into an RSA with members of the Ad Hoc Committee of Senior Unsecured Noteholders and certain other parties on substantially the economic terms presented to the Board, and (2) authorize the CEO of the Corporation to negotiate and approve changes to the anticipated non-economic terms of the RSA in consultation with the Chair of the Board of the Corporation and counsel for the independent members of the Board.

During the foregoing discussion, (1) directors Jeffrey L. Bleich and Dominique Mielle joined the meeting, and (2) Mr. Bleich and Mr. Orsini left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson reported on recent developments regarding the Utility's probation in connection with the federal criminal case related to the 2010 San Bruno explosion.

Ms. Loduca noted Ms. Cheng's upcoming retirement from the Companies, and Mr. Johnson noted the upcoming departure of an officer of the Utility. They commented on succession plans for these officers.

At this point, Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, Ms. Cheng, Mr. Wong, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, 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 1:50 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 23, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, January 23, 2020, 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 (who joined during the meeting as noted below), 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, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Director William L. Smith 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, Robert S. Kenney, and Brian M. Wong, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

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.

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

[redacted]

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Nora Mead Brownell joined the meeting during the foregoing discussion.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory and legislative matters, including the CPUC's first business meeting of the year and its priorities for 2020, the status

of the CPUC's Order Instituting Investigation regarding the Companies' joint POR, and recent developments regarding proposed legislation that would impose penalties on utilities related to Public Safety Power Shutoff (PSPS) events.

During the foregoing discussion, Fong Wan, along with David Hindman of AlixPartners, joined the meeting.

Mr. Wan and Mr. Hindman presented a report on (1) cost savings opportunities associated with sales of renewable energy credits (RECs), and (2) new resource adequacy and distributed generation spend. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the results of the Utility's November 2019 Request for Offers (RFO) for long-term renewable energy and associated RECs, and the Utility's continuing efforts to market excess renewable energy . Mr. Wan discussed the Utility's planned implementation of Distributed Generation Enabled Microgrids (DGEM) to provide power to customers that could be safely energized during a PSPS event, the Utility's related RFO, the Utility's recent filing in the CPUC's microgrids and resiliency strategies Order Instituting Rulemaking, and a preliminary 2020-2025 forecast of DGEM costs. The directors asked questions and discussed various aspects of Mr. Wan's and Mr. Hindman's presentation.

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

Ms. Cheng was recalled and informed that with Mr. Johnson, 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 12:15 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 30, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, January 30, 2020, 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, Jeffrey L. Bleich, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William Smith (who joined during the meeting as noted below), and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Nora Mead Brownell 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, Robert S. Kenney, and Brian M. Wong, along with David C. Abrams of Abrams Capital Management, L.P., Thomas A. Wagner of Knighthead Capital Management LLC, Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Eli Silverman and Kenneth S. Ziman of Lazard, and Henry Weissmann of Munger, Tolles & Olson LLP.

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.

[redacted]

[1] [redacted]

[redacted]

At this point, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Wong, Mr. Hall, Mr. Karotkin, Mr. Mesterharm, 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 4:05 p.m.

LINDA Y.H. CHENG
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PG&E CORPORATION
February 11, 2020

A telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 9:15 a.m. on Tuesday, February 11, 2020. The meeting was held concurrently with meetings of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee, and the Companies' respective Audit Committees.

SNO Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also participating by telephone at the beginning of the meeting were directors Richard R. Barrera, Dominique Mielle, Meridee A. Moore, and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, David S. Thomason, Jane K. Yura, Eric Montizambert, and Christopher A. Pezzola, along with Ellen Basilico, Timothy J. Gillam, and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP (D&T), and Erica M. Egenes and Mario A. Ponce of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Mielle, Chair of the Audit Committees, presided over the concurrent meeting. Mr. Montizambert served as secretary of the concurrent meeting.

Mr. Cairns and Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the fourth 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, they 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. Cairns' and Mr. Pezzola's presentation.

During the foregoing presentation and discussion, (1) Jamie L. Martin, Clifford J. Gleicher, and Joel A. Moss joined the meeting, and (2) Ms. Brownell left the meeting.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 9:40 a.m.

ERIC MONTIZAMBERT
Secretary

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

February 20, 2020

A regular meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 12:45 p.m. on Thursday, February 20, 2020, 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 (who entered during the meeting as noted below), Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith. Committee member Jeffrey L. Bleich attended by telephone, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also present at 77 Beale Street at the beginning of the meeting was director Meridee A. Moore, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, Jan A. Nimick, Jane K. Yura, and Wondy S. Lee, along with Angela Anderson and Douglas A. Bennett of NorthStar Consulting Group and Christopher W. Keegan of Kirkland & Ellis LLP.

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

Mr. Nimick presented a safety tailboard on snake awareness and bite avoidance. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick then presented an update on a recent serious injury or fatality (SIF) event. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick next presented a report on the One PG&E Safety Plan (Plan), 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 the Committee. Among other things, he discussed enterprise-wide initiatives designed to result in continued improvement in the

Companies' safety performance; the Companies' 2019 Days Away, Restricted, or Transferred (DART) rate and Preventable Motor Vehicle Incident (PMVI) rate performance; establishment of the Independent Safety Oversight Committee (ISOC); and the ISOC's initial wildfire-related safety visit in December 2019. The Committee members asked questions and discussed, among other matters, the Companies' DART performance, and various initiatives under the Plan. The Committee requested additional information regarding DART and PMVI rate rolling averages.

Committee member Nora Mead Brownell entered the meeting during the foregoing presentation and discussion.

Mr. Welsch presented a report on 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 Nuclear Generation's and Power Generation's respective 2019 end-of-year safety performance, and the Utility's recent settlement with various parties regarding funding for the cost of decommissioning the Diablo Canyon Power Plant. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation.

Fong Wan, Deborah W. Powell, and Jason Regan entered the meeting at this point.

Ms. Yura presented a report on Gas Operations' 2020 Compliance and Risk Mitigation Plan , 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 reduction in Notices of Violation (NOVs) and non-conformances in 2019 compared to 2018, areas of focus for the 2020 Compliance Plan and the 2020 Risk Mitigation Plan, Gas Operations' top 2020 risks, and key controls and mitigations. The Committee members asked questions and discussed, among other matters, planned actions to address key drivers of non-conformance, and mitigation programs to address Gas Operations' top risks.

Martin Strasburger entered the meeting at this point.

Mr. Lewis introduced a presentation on the Utility's post-2019 and planned 2020 Public Safety Power Shutoff (PSPS)

mitigation plans. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, Mr. Regan and Mr. Wan discussed actions currently being implemented or planned for 2020 to reduce the frequency of PSPS events, reduce the number of customers impacted, mitigate the impact on affected customers, reduce the duration of PSPS events, and increase community and county outreach. The Committee members asked questions and discussed, among other matters, various PSPS mitigation actions, including deployment of distribution generation-enabled microgrids, and the Companies' community and county outreach activities.

Director John M. Woolard entered the meeting during the foregoing presentation and discussion.

Mr. Wan, Ms. Powell, and Mr. Regan left the meeting, and Christine Cowsert 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. Among other things, he discussed the Cybersecurity team's work in identifying, analyzing, and mitigating cybersecurity threats to the Companies; the Companies' assessment of cybersecurity attack as a risk event driver rather than a risk event; current cybersecurity threats facing the Companies; and the Companies' threat management processes. The Committee members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Strasburger left the meeting at this point.

Ms. Cowsert presented a report on risk management activities associated with a loss of containment that would result from hypothetical third-party cross bore damage to gas distribution facilities, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She described the risk, and discussed, among other things, risk drivers, and the Utility's risk mitigation strategy and status. The Committee members asked questions and

discussed, among other matters, the Utility's cross bore prevention and remediation programs, and public awareness programs.

At this point, (1) Ms. Cowsert left the meeting, (2) Paula A. Gerfen entered the meeting, and (3) Megan Hertzler joined the meeting by telephone.

Ms. Loduca introduced a presentation on risk management activities associated with enterprise records and information management, one of the key enterprise risk topics 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. She noted that at its meeting earlier in the day, the Compliance and Public Policy (CPP) Committee requested that management present a report on the Companies' strategy for data integrity and records management, including IT solutions, at the upcoming joint meeting of the Audit Committees, the CPP Committee, and the SNO Committees scheduled in April 2020. Ms. Hertzler described the risk, and discussed, among other things, the Companies' risk mitigation strategy, actions, status, and challenges. The Committee members asked questions and discussed, among other matters, the status of key mitigation actions.

Ms. Hertzler left the meeting at this point.

Ms. Gerfen presented a report on risk management activities associated with motor vehicle safety incidents, a key enterprise risks addressed in the Companies' EORM program. 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. She described the risk, and discussed, among other things, risk performance and drivers, and mitigation actions. The Committee members asked questions and discussed various aspects of Ms. Gerfen's presentation.

Ms. Gerfen left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on November 19, 2019 were approved.

The secretary noted that, in advance of the meeting, the Committee members had been provided written materials on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety.

Ms. Giammona, Ms. Kane, Ms. Kay, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Cairns, Mr. Nimick, Ms. Yura, Ms. Lee, Ms. Anderson, Mr. Bennett, and Mr. Keegan left the meeting at this point, and the meeting continued in executive session, with Ms. Moore, Mr. Woolard, Mr. Johnson, Mr. Vesey, and Mr. Simon present during portions of the executive session meeting.

The secretary was recalled and informed that (1) with Ms. Moore, Mr. Woolard, Mr. Johnson, Mr. Vesey, and Mr. Simon present, the Committee continued its discussion regarding several of the topics covered earlier in the meeting, and (2) with Ms. Moore, Mr. Woolard, Mr. Johnson, and Mr. Vesey present, the Committee continued this discussion.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 3:35 p.m.

WONDY S. LEE
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 29, 2020
PG&E CORPORATION

A video meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Wednesday, April 29, 2020, at 11:50 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 video conference, as permitted by the Corporation's Bylaws. No director was absent.

Also participating by video conference at the beginning of the meeting was Brian M. Wong, along with Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, 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. Mr. Wong served as secretary of the meeting.

Mr. Wong was excused, and the meeting was convened in executive session, with Mr. Johnson, Mr. Goldin, Mr. Ponce, Mr. Purushotham, and Mr. Qusba present.

The Board concluded its executive session. Mr. Wong was recalled and informed that the Board approved a proposed settlement agreement with the California Public Utilities Commission (CPUC) related to the Order Instituting Investigation on the 2017 and 2018 Northern California wildfires, substantially on the terms discussed with the Board.

At this point, Andrew M. Vesey, John R. Simon, and Janet C. Loduca joined the meeting.

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1 [redacted]

The Board conducted its annual performance evaluation. Mr. Purushotham described the process used for conducting the 2019 Board and committee performance evaluations. He stated that Simpson had prepared and distributed confidential questionnaires to solicit the directors' input regarding both committee and Board performance, and that Simpson compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Board's performance. Following discussion, the Board concluded that, based on the results of its 2019 performance evaluation, (i) the Board has met its responsibilities diligently, and (ii) the Board and its committees are functioning effectively.

Mr. Leffell, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that (i) the Corporation Board establish a Technology and Cybersecurity Committee to assist the Boards in fulfilling their fiduciary responsibilities with respect to the oversight and review of risks, opportunities, and other matters associated with technology, cybersecurity, and related fields, as described in the materials, and (ii) Cheryl F. Campbell, William L. Smith, and John M. Woolard continue to serve on the Boards following the Board refreshment process underway in connection with the Companies' emergence from Chapter 11. He reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board (i) approved the establishment of a Technology and Cybersecurity Committee (see Resolution 1 in Attachment A), and (ii) approved the continuation of Ms. Campbell's, Mr. Smith's, and Mr. Woolard's service on the Board following the Board refreshment process.

Ms. Moore, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the Committee's recommendation that the Corporation Board approve an amendment to the PG&E Corporation 2014 Long-Term Incentive Plan (LTIP) to increase the maximum number of shares of Corporation common stock available for issuance under the LTIP, due to anticipated needs for 2020 and 2021 LTIP awards, which amendment would be incorporated in the supplement to the Companies' joint plan of reorganization (POR) and would become effective upon the effective date of the POR, as described in the materials. She reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved the proposed amendment to the LTIP, substantially in the form discussed with the Board (see Resolution 2 in Attachment A).

At this point, Jason P. Wells, Julie M. Kane, and Francisco Benavides, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, joined the meeting.

Mr. Benavides led a discussion on safety risks associated with arc flashes and control measures to mitigate such risks, as described in materials that had provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

At this point, Mr. Benavides left the meeting.

Ms. Campbell, Chair of the Companies' Safety and Nuclear Oversight (SNO) Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, which included a concurrent session with the Companies' Audit Committees and the Corporation's Compliance and Public

Policy (CPP) Committee, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the joint recommendation of the SNO Committees and the CPP Committee that the Boards adopt amendments to these committees' respective charters reflecting the reallocation of wildfire-related oversight duties from the CPP Committee to the SNO Committees and clarification of additional responsibilities undertaken by the CPP Committee, as described in the materials. She reviewed the background and reasons for the proposed action. She also discussed an update presented to the SNO, Audit, and CPP Committees regarding the progress made by the Companies on high-risk audit items. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved the proposed amendments to the SNO Committee and CPP Committee charters, substantially in the form discussed with the Board (see Resolution 3 and Resolution 4 in Attachment A).

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

Mr. Barrera, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards (i) approve expenditures for environmental remediation of contamination that resulted from the operation of the former Vallejo manufactured gas plant, and (ii) authorize certain actions in connection with the Companies' Chapter 11 exit financings, including the formation of a Corporation Pricing Committee, as described in the materials. He reviewed the background and reasons

for the proposed actions. He also reported that the Committee discussed and decided to defer action on proposed expenditures for Phase 1 of the Butte County Rebuild Program, and that management agreed to provide the Committee with additional information regarding this program at a future meeting. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board (i) approved expenditures for the Vallejo-1 manufactured gas plant environmental remediation project, substantially on the terms discussed with the Board, and (ii) authorized the proposed actions in connection with the Companies' Chapter 11 exit financings, substantially on the terms discussed with the Board (see Resolution 5 in Attachment A).

Mr. Johnson presented management's recommendation relating to approval of minutes.

On motion made and seconded, the Board approved the minutes of the Board meetings held on January 6, 2020, January 17, 2020, January 23, 2020, and January 30, 2020.

Ms. Mielle, Chair of the Companies' Audit Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the Committees' review and approval of revised general contract approval and signing thresholds for officers of the Companies, as described in the materials. The directors asked questions, and a discussion ensued.

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

At this point, Alejandro Vallejo joined the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting, and (ii) Jessica C. Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed various proposed stimulus bills in relation to the COVID-19 pandemic, a recent decision by the Federal Energy Regulatory Commission denying the City and County of San Francisco's (City) complaint that the Utility unreasonably denied service to the City, the suspension of the CPUC procedural schedule, and updates on bills in the California legislature with potential impacts on the Companies. The directors asked questions, and a discussion ensued.

At this point, Ms. Hogle and Mr. Kenney left the meeting.

Mr. Vesey presented a report on operational matters, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed operational readiness relative to COVID-19, including Public Safety Power Shutoff readiness, essential work and workforce plans, multiple disaster contingency planning, worker sequestration, and

the return-to-work planning process. The directors asked questions, and a discussion ensued.

At this point (i) Ms. Anderson, Mr. Bennett, and Mr. Smith left the meeting, and (ii) Andrew K. Williams and Tara Agid, along with Stephen Karotkin of Weil, Gotshal & Manges LLP and James A. Mesterharm of AlixPartners, joined the meeting.

Mr. Simon, with the participation of Ms. Agid and Mr. Williams, presented an update on the optimization of the Companies' real estate assets. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the potential execution of a long-term lease with an option to purchase with respect to an office building in Oakland; the potential sale of the San Francisco General Office Complex; and short- and long-term benefits for the Companies, their employees, and their customers that could result from these potential transactions. The directors asked questions, and a discussion ensued.

At this point, (i) Mr. Williams and Ms. Agid left the meeting, and (ii) C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP and Henry Weissmann of Munger, Tolles & Olson LLP joined the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:25 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

Technology and Cybersecurity Committee

BE IT RESOLVED that, effective April 29, 2020, a Technology Committee of the Board of Directors hereby is established to consist of at least three directors, appointed by and serving at the pleasure of the Board of Directors, one of whom shall be appointed by this Board of Directors as the Committee's chair;

BE IT FURTHER RESOLVED that the basic responsibility of the Technology and Cybersecurity Committee shall be to advise and assist this Board and the Board of Directors of Pacific Gas and Electric Company in fulfilling their fiduciary responsibilities with respect to the oversight and review of (i) risks and opportunities in the utility industry and adjacent industries arising from emerging or competing technologies, (ii) technologies and innovations deployed or contemplated to be deployed by the PG&E Corporation, Pacific Gas and Electric Company, and their subsidiaries (together, the "companies"), and (iii) cybersecurity and information technology programs and issues. More specifically, the Technology Committee shall:

1. Review management, Committee member, and/or third party presentations regarding significant emerging and competing technologies relevant to the companies, the companies' industry and adjacent industries;
2. Review the companies' strategic direction and planning for technology and innovation, including the financial, strategic and customer- and community-related risks and benefits of proposed significant technology-related projects and initiatives;
3. Review the risks and opportunities of new technology in which the companies are investing;
4. Assist the Safety and Nuclear Oversight Committee in implementing technology to mitigate safety risk;
5. Monitor overall trends in the deployment of technologies in the utility industry;
6. Review the companies' cybersecurity policies, controls and procedures, including: (a) the companies' procedures to identify and assess internal and external cybersecurity risks, (b) the companies'

controls to protect from cyberattacks, unauthorized access or other malicious acts and risks, (c) the companies' procedures to detect, respond to, mitigate negative effects from and recover from cybersecurity attacks, and (d) the companies' controls and procedures for fulfilling applicable regulatory reporting and disclosure obligations related to cybersecurity risks, costs and incidents;

7. The Committee may, in its discretion, request the assistance or input of senior management in connection with the Committee's review of any matter pursuant to sections (1) through (6) above;
8. Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
9. Review its performance and this Charter from time to time and recommend any proposed Charter changes to the Board.

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

BE IT FURTHER RESOLVED that the Technology and Cybersecurity Committee shall (i) report regularly to the Boards of Directors on the Committee's deliberations and actions taken, and, (ii) with respect to compliance oversight and related matters, report periodically to the Audit Committees; and

BE IT FURTHER RESOLVED that the Technology and Cybersecurity Committee shall have the right to retain or utilize, at this corporation's expense, the services of such firms or persons as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities; and

BE IT FURTHER RESOLVED that, unless otherwise designated by the Committee, the Corporate Secretary of this corporation, or an Assistant Corporate Secretary, shall serve as secretary to the Technology and Cybersecurity Committee.

Resolution 2

Amendment to the PG&E Corporation 2014 Long-Term Incentive Plan (LTIP)

WHEREAS, the LTIP previously reserved 17,000,000 shares of common stock of PG&E Corporation (the "Prior Share Reserve"); and

WHEREAS, the LTIP will be amended, effective as of, and subject to occurrence of, the Effective Date (as defined in the joint Chapter 11 plan of reorganization of PG&E Corporation and Pacific Gas and Electric Company), to increase the Prior Share Reserve by 30,000,000 shares of common stock of PG&E Corporation.

NOW, THEREFORE, BE IT RESOLVED, that Section 4.1 of the LTIP is hereby amended as follows, effective as of, and subject to occurrence of, the Effective Date:

1. In Section 4.1 (Maximum Number of Shares Issuable), the reference to "seventeen million (17,000,000)" is deleted and replaced with "forty seven million (47,000,000)".

Resolution 3

Compliance and Public Policy Committee

WHEREAS, the Public Policy Committee of this Board of Directors was reconstituted as the Compliance and Public Policy Committee of the Board of Directors effective May 5, 2015;

NOW, THEREFORE, BE IT RESOLVED that the Compliance and Public Policy Committee shall consist of at least three directors, one of whom shall be appointed by this Board of Directors as the Committee's chair; and

BE IT FURTHER RESOLVED that (i) all members of the Compliance and Public Policy Committee shall satisfy independence and qualification criteria established by this Board of Directors, as set forth in this corporation's Corporate Governance Guidelines, (ii) at least one member shall have experience in the utility or related industries, and (iii) unless the Board of Directors determines otherwise, at least one member of each of the PG&E Corporation Audit Committee and the PG&E Corporation Safety and Nuclear Oversight ("SNO") Committee shall serve on this Committee; and

BE IT FURTHER RESOLVED that the basic responsibilities of the Compliance and Public Policy Committee shall be to (i) assist this Board, the Board of Directors of Pacific Gas and Electric Company, and their respective Audit Committees in fulfilling the Boards' oversight responsibility for compliance with legal and regulatory requirements by this corporation and its subsidiary companies (hereinafter collectively referred to as "the corporation"); (ii) coordinate the compliance-related oversight work of the various committees of the Boards; (iii) advise and assist this Board and the Board of Directors of Pacific Gas and Electric Company with respect to public policy and corporate responsibility issues which could affect significantly the interests of the customers, shareholders, or employees of the corporation; and (iv) perform any other duties as directed by the Boards of Directors or the Audit Committees. More specifically, the Compliance and Public Policy Committee shall:

Compliance Matters

1. Review and oversee the corporation's compliance and ethics program, including, but not limited to, evaluating its effectiveness.
2. Review periodic reports from management, including, but not limited to, the Chief Ethics and Compliance Officer (the "CECO") and other operations, compliance, and legal personnel, with respect to (a) the corporation's compliance with laws, regulations, and internal policies and standards, (b) significant pending or threatened litigation and government investigations, examinations, inquiries, demands, or proceedings, in each case which raise or would be expected to raise significant compliance issues, and (c) any other significant claim or complaint alleging that the corporation is not in compliance with laws, regulations, or internal policies and standards.
3. Review (a) periodic reports with respect to internal or external compliance reviews or audits conducted by the corporation, regulators, or third parties, and (b) reports by management with respect to their work to address any significant deficiencies, findings, and recommendations identified in any such review or audit.
4. Review the corporation's statements of policy concerning conflicts of interest and general business

ethics (including the codes of business conduct and/or ethics).

5. At least semiannually, meet jointly and coordinate with the Audit Committees, the PG&E Corporation SNO Committee, and the Pacific Gas and Electric Company SNO Committee to discuss the corporation's compliance program and monitor that all significant compliance issues are addressed by the appropriate Board committees, and any other topics agreed upon by those committees.
6. Coordinate with management to facilitate the regular receipt by the Boards of Directors of appropriate reports and materials regarding significant compliance issues.
7. Monitor that a consistent commitment to maintaining an effective compliance program is conveyed to employees, contractors, and other relevant stakeholders.

Public Policy Matters

8. Review the corporation's policies and practices with respect to the corporation's long-term sustainability and the protection and improvement of the quality of the environment, including, but not limited to, the corporation's social, environmental, economic, climate change, and broader environmental policies and programs.
9. Review the corporation's policies and practices with respect to charitable and community service organizations and activities, and recommend to the Boards of Directors annual budgets for contributions by the corporation to non-profit organizations.
10. Review the corporation's policies and practices with respect to diversity, inclusion, and workforce development.
11. Review the corporation's policies and practices with respect to development of diverse suppliers to this corporation, as required to be reported to the California Public Utilities Commission and other government agencies.
12. Review significant societal, governmental, and environmental trends and issues which may affect the corporation's operations, and advise the Boards of Directors regarding plans and programs with respect thereto.

13. Review the corporation's political contributions. Recommend Board approval limits for political contributions to federal, state, and local candidates, measures, and initiatives. Recommend Board approval limits for funding political action committees and other organizations that may engage in activities involving elections. At the direction of the Compliance and Public Policy Committee, an annual report detailing political contributions of the corporation during the preceding year will be prepared and made available to the full Boards of Directors at the beginning of each calendar year.
14. Review and oversee the process by which management identifies, evaluates and monitors significant external commitments undertaken by the corporation.

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

BE IT FURTHER RESOLVED that the Compliance and Public Policy Committee shall (i) provide the CECO with direct access to the Chair of the Committee at reasonable times, and (ii) require the CECO to report to the Committee at such times and with respect to such matters as the Committee may think fit; and

BE IT FURTHER RESOLVED that the Compliance and Public Policy Committee shall (i) report regularly to the Boards of Directors on the Committee's deliberations and actions taken, and (ii) with respect to compliance oversight and related matters, report periodically to the Audit Committees; and

BE IT FURTHER RESOLVED that the Compliance and Public Policy Committee shall have the right to retain or utilize, at this corporation's expense, the services of such firms or persons as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities; and

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

BE IT FURTHER RESOLVED that the resolution on this subject adopted by this Board on June 21, 2019 is hereby superseded.

Resolution 4

PG&E Corporation Safety and Nuclear Oversight Committee

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

NOW, THEREFORE, BE IT RESOLVED that, the Board reaffirms the establishment of the Safety and Nuclear Oversight Committee; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall consist of at least three directors, one of whom shall be appointed as the Committee's chair; and

BE IT FURTHER RESOLVED that all members of the Safety and Nuclear Oversight Committee shall satisfy independence and qualification criteria established by this Board of Directors, as set forth in this corporation's Corporate Governance Guidelines, and shall be "independent" as defined by standards established by any stock exchange on which securities of this corporation or the Utility are traded; and

BE IT FURTHER RESOLVED that the basic responsibility of the Safety and Nuclear Oversight Committee shall be to advise and assist this Board of Directors with respect to the oversight and review of (i) policies, practices, goals, issues, risks, and compliance relating to safety (including public and employee safety), and compliance issues related to PG&E's nuclear, generation, gas and electric transmission, and gas and electric distribution operations and facilities ("Operations and Facilities"), (ii) significant operational performance and other compliance issues related to such Operations and Facilities, and (iii) risk management

policies and practices related to such Operations and Facilities. This role is one of oversight and in no way alters management's authority, responsibility, or accountability. More specifically, with respect to such Operations and Facilities, the Committee shall, among other things:

1. Review significant policies and issues related to safety, operational performance, and compliance.
2. Review with management the principal risks related to or arising out of PG&E's Operations and Facilities (including risks that are identified through PG&E's enterprise risk management program and that are selected in consultation with this Board of Directors and its committees, as applicable), and assess the effectiveness of PG&E's programs to manage or mitigate such risks, including with respect to:
   (a) the safe and reliable operation of any nuclear facilities owned by PG&E;
   (b) integrity management programs for PG&E's gas operations and facilities; and
   (c) asset management programs for PG&E's electric operations and facilities.
3. Review and discuss how PG&E can continue to improve its safety practices and operational performance.
4. Review and discuss the results of PG&E's goals, programs, policies, and practices with respect to promoting a strong safety culture.
5. Review the impact of significant changes in law and regulations affecting safety and operational performance.
6. Advise this corporation's Compensation Committee on appropriate safety and operational goals to be included in PG&E's executive compensation programs and plans.
7. Meet at least six times per year. Such meetings shall include at least semiannual joint meetings with the Utility's Safety and Nuclear Oversight Committee, this corporation's Audit Committee, the Utility's Audit Committee, and the corporation's Compliance and Public Policy Committee to discuss PG&E's compliance program and any other topics agreed upon by those committees.
8. (a) Review the adequacy and direction of PG&E's corporate safety functions, including the appointment and replacement of any chief safety officer of this

corporation (or any officer who is similarly given direct responsibility for overseeing enterprise-wide safety matters at the corporation) (the "Chief Safety Officer"), (b) review with the Chief Safety Officer the responsibilities, budget, and staffing of the corporation's safety function, (c) periodically review PG&E's corporate safety and health functions, goals, and objectives represented in PG&E's five-year planning process, and (d) periodically review reports provided to management by the Chief Safety Officer and any chief safety officer of the Utility (or any officer who has direct responsibility for overseeing safety matters at the Utility).

9. Serve as a channel of communication between the Chief Safety Officer and this Board of Directors.
10. Meet separately with the Chief Safety Officer from time to time, at the discretion of the Chair of the Committee.
11. Report regularly (and at least semiannually) to this Board of Directors on deliberations and actions taken by the Committee, and issues considered and addressed as part of the Committee's oversight responsibilities.
12. Track progress against the Utility's Wildfire Safety Improvement Plan, as approved by the California Public Utilities Commission, and reflecting the new terms of the Utility's probation imposed on April 3, 2019 (the "April 2019 Probation") regarding wildfire safety. The Committee is to report in writing to the Board of Directors of the Utility at least quarterly, and also present orally to the Board of Directors of the Utility at least quarterly, that company's progress in meeting the terms of the approved Wildfire Safety Improvement Plan and the terms of the April 2019 Probation and, to the extent there are shortfalls, how the Utility will address the shortfalls.

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

BE IT FURTHER RESOLVED that the Chief Safety Officer shall regularly provide reports to the Safety and Nuclear Oversight Committee regarding (1) the status of PG&E's policies, practices, standards, goals, issues, risks, and compliance relating to safety,(2) activities relating to creation and instillation of safety culture at

PG&E, (3) activities relating to establishment of and performance on safety metrics, and (4) such other topics as may be requested by the Committee; and

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

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

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

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

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall have the right to retain or utilize, at this corporation's expense, the services of such firms or persons, including independent counsel or other advisors, as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities; and

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

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

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

Resolution 5

Exit Financing Arrangements and Resale Registration Statements

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

WHEREAS, the Debtors previously filed the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization* dated March 16, 2020 (as may be amended, modified or supplemented, the "Plan of Reorganization") with the Bankruptcy Court, which contemplates certain transactions that must be consummated prior to the effectiveness of the Plan of Reorganization and the Debtors' emergence from the Chapter 11 Cases;

WHEREAS, the Board of Directors (the "Board") of the Corporation finds it advisable and in the best interests of the Corporation to approve financings to fund all or a portion of the amounts required to consummate the transactions contemplated under the Plan of Reorganization, which may be (i) in the form of equity or equity-linked financings, including one or more public or private offerings (each such offering, an "Equity Offering") of (a) shares of the Corporation's common stock, no par value (the "Common Stock"), (b) shares of the Corporation's preferred stock, which may or may not be convertible into Common Stock (the "Preferred Stock"), (c) other securities convertible into Common Stock, including mandatory

convertible securities, which may or may not require the Corporation to make periodic payments to the holders of such securities (the "Non-Preferred Convertible Securities"), (d) subscription rights (the "Subscription Rights") to purchase shares of Common Stock, including in a rights offering for the Corporation's existing shareholders (the "Rights Offering") and/or (e) other equity-linked securities, including, but not limited to, stock purchase contracts, which may be issued separately or as a part of units consisting of a stock purchase contract and debt securities of the Corporation or debt obligations of third parties, including U.S. Treasury securities, and which may or may not require the Corporation to make periodic payments to the holders of such securities (the "Equity Units" and, together with the Non-Preferred Convertible Securities and convertible Preferred Stock, the "Convertible Securities"; and, the Convertible Securities, together with the Common Stock, non-convertible Preferred Stock and the Subscription Rights, the "Equity Securities") and/or (ii) in the form of debt financings, including (a) one or more public or private offerings (each such offering, a "Debt Offering") of one or more series of debt securities, which debt securities may be senior secured, senior unsecured or subordinated (the "Debt Securities"), (b) the establishment of one or more term loan facilities, which may be secured or unsecured (each, a "Term Loan") and/or (c) the establishment of one or more revolving credit facilities, which credit facilities may be either secured or unsecured (the "Credit Facilities"). The Equity Offerings and the Debt Offerings are collectively referred to herein as the "Offerings", and the Equity Securities and the Debt Securities are collectively referred to herein as the "Securities". The Term Loans and the Credit Facilities are collectively referred to herein as the "Bank Facilities";

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

WHEREAS, the Board finds it advisable and in the best interests of the Corporation to authorize additional infusions of equity to the Utility;

WHEREAS, the Corporation has filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-3 (Registration No. 333-236629), as amended by Amendment No. 1 thereto (and as further amended, modified or supplemented from time to time), under the Securities Act of 1933, as amended (the "Securities Act"), providing for the registration of $25,675,000,000 of securities of the Corporation or the Utility in the aggregate (the "Registration Statement");

WHEREAS, in connection with the Equity Offerings, the Corporation has entered into backstop commitment letters (the "Backstop Commitment Letters") with certain third-party investors (collectively, the "Backstop Parties"), pursuant to which the Backstop Parties have agreed to providing for equity funding of up to $12,000,000,000 to finance the transactions contemplated by the Plan of Reorganization in the event that (i) the Equity Offerings do not raise at least $9,000,000,000 of proceeds or (ii) additional capital is required, in either case, subject to satisfaction or waiver by the Backstop Parties of the conditions set forth therein;

WHEREAS, the Corporation has entered into a Restructuring Support Agreement dated December 6, 2019 (as may be amended, modified or supplemented, the "Trust RSA") with the Tort Claimants Committee, the Consenting Fire Claimant Professionals and the Shareholder Proponents (each as defined in the Plan of Reorganization), pursuant to which each party thereto agreed, upon the terms and subject to the conditions set forth therein, to support the Plan of Reorganization;

WHEREAS, upon the effective date of and pursuant to the Plan of Reorganization, the Corporation will issue to the PG&E Fire Victim Trust, upon the terms and subject to the conditions set forth in the RSA, shares of Common Stock;

WHEREAS, in connection with the Equity Offerings, the Corporation may enter into one or more agreements with investors (collectively, "PIPE investors") for purposes of affecting a private investment in public equity transaction; and

WHEREAS, the Board finds it advisable and in the best interests of the Corporation to prepare and file with the SEC one or more resale registration statements on Form S-3 (collectively, the "Resale Registration Statements")

for the registration under the Securities Act of the resale of shares of Common Stock to be issued to the Backstop Parties, the PG&E Fire Victim Trust and/or PIPE investors holding registration rights (such parties, collectively, the "Registration Rights Holders") pursuant to an exemption from registration under the Securities Act.

Equity Offerings

NOW, THEREFORE, BE IT RESOLVED, that, subject to a determination of the Pricing Committee (as defined below) of the sufficiency of the consideration to be received by the Corporation for the issuance thereof, the Corporation be, and hereby is, authorized to issue, register, sell and deliver in one or more Equity Offerings, any combination of Equity Securities (including any such Equity Securities to be issued and sold pursuant to any over-allotment option) in a manner consistent with the terms and requirements contained in the Plan of Reorganization, the Backstop Commitment Letters and the other agreements entered into in connection with the Debtors' emergence from the Chapter 11 Cases; provided that (i) the aggregate purchase price of all Equity Securities issued and sold in the Equity Offerings, (ii) the aggregate purchase price of all Debt Securities issued and sold in the Debt Offerings, (iii) the aggregate amount of borrowings under one or more Term Loans and (iv) up to $11,925,000,000 of (A) an aggregate principal amount of new debt securities, which debt securities may be either secured (and may include first mortgage bonds or notes secured by first mortgage bonds) or unsecured, and/or (B) an aggregate amount of borrowings under one or more term loans, issued or incurred by the Utility in connection with the implementation of the Plan of Reorganization (but excluding, for this clause (iv), any reinstated indebtedness or indebtedness issued or incurred in exchange for outstanding indebtedness), shall not, in the aggregate, exceed $30,000,000,000 (the "Exit Financing Authorization Cap");

BE IT FURTHER RESOLVED, that, pursuant to and in accordance with Section 311 of the California Corporations Code, the Board hereby establishes a committee of the Board designated the Pricing Committee (the "Pricing Committee") to take certain actions in respect of the Equity Offerings and appoints RICHARD R. BARRERA, DOMINIQUE MIELLE, and WILLIAM L. SMITH as members of the Pricing Committee;

BE IT FURTHER RESOLVED, that, pursuant to and in accordance with Section 311 of the California Corporations Code, the Board hereby establishes a committee of the Board designated the Record Committee (the "Record Committee") to determine the record date for determination of shareholders of the Corporation entitled to receive Subscription Rights in connection with the Rights Offering, if applicable and appoints RICHARD R. BARRERA, DOMINIQUE MIELLE, and WILLIAM L. SMITH as members of the Pricing Committee;

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

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

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee of the terms, conditions and provisions of any Securities issued in connection with the Equity Offerings, the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Corporation (each, a "Delegated Officer" and, collectively, the "Delegated Officers") be, and each of them acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute and deliver the rights certificates, purchase contracts, indentures, notes or other instruments evidencing all or a portion of such Securities in the form that any Delegated Officer deems

necessary or advisable, together with such amendments and other modifications thereto as the Pricing Committee may approve in accordance with these resolutions, such approval to be conclusively evidenced by the execution and delivery thereof by such Delegated Officer;

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee of the terms, conditions and provisions of any Securities issued in connection with the Equity Offerings, the Delegated Officers be, and each of them acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver such documents, certificates and orders as may be required under any indentures or supplemental indentures to establish one or more series of the Equity Securities or to amend any provision under any indenture or supplemental indenture as permitted thereunder;

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

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

BE IT FURTHER RESOLVED, that any Delegated Officer be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, from time to time to reserve from the authorized but

unissued shares of Common Stock and from the authorized but unissued shares of Preferred Stock, such number of shares of Common Stock and such number of shares of Preferred Stock as any such Delegated Officer shall deem necessary, advisable or appropriate in connection with the Equity Offerings;

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

BE IT FURTHER RESOLVED, that, upon approval by the Pricing Committee of the terms, conditions and other provisions of any Preferred Stock issued in connection with the Equity Offerings, the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to negotiate, execute, deliver, perform and file with the Secretary of State of California the Certificate of Designations in respect of such Preferred Stock (the "Certificate of Designations"), in the form that any Delegated Officer deems necessary or advisable, together with such amendments and other modifications thereto as the Pricing Committee may approve in accordance with these resolutions, such approval to be conclusively evidenced by the execution, delivery and filing of the Certificate of Designations by such Delegated Officer;

Debt Offerings

BE IT FURTHER RESOLVED, that, subject to the Exit Financing Authorization Cap, the Corporation be, and hereby is, authorized to issue, register, sell and deliver in one or more Debt Offerings, any combination of Debt Securities in a manner consistent with the terms and requirements contained in the Plan of Reorganization and the other

agreements entered into in connection with the Debtors' emergence from the Chapter 11 Cases;

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

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

BE IT FURTHER RESOLVED, that, in connection with the Debt Securities, the Indentures, and any Supplemental Indenture, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (i) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Debt Securities, pursuant to which the Corporation pledges or grants a security interest in, or a

lien on, any or all real or personal property of the Corporation, including but not limited to shares of common stock of the Utility, or otherwise provides collateral as security for its obligations under the Debt Securities on such terms and conditions as such Delegated Officer may deem appropriate, (ii) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable and (iii) negotiate, execute, and deliver, or authorize and delegate authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

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

BE IT FURTHER RESOLVED, that The Bank of New York Mellon Trust Company, N.A., or other such banking or financial institution as may be selected by the Delegated Officers, acting singly or jointly, is appointed to act as trustee under the Indentures;

BE IT FURTHER RESOLVED, that the Debt Securities to be authenticated, issued, and delivered in accordance with the Indentures or any Supplemental Indenture shall be signed on behalf of the Corporation by the manual or facsimile signatures of any two of the following officers: the President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer and any Assistant Treasurer, and the Board hereby adopts the

facsimile signatures of such officers and authorizes any two of such signatures to be affixed to the Debt Securities in the name and on behalf of the Corporation and, if any officer of the Corporation whose manual or facsimile signature appears upon any of the Debt Securities is incapacitated or ceases to be an officer of the Corporation prior to the authentication and delivery or disposition of any such Debt Securities, the Debt Securities or coupon (in the case of bearer instruments) appertaining thereto bearing such facsimile signature shall nevertheless be valid;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to cause the Debt Securities, when executed, to be delivered to the trustee for authentication and delivery by it, all in accordance with the provisions of the Indentures and any Supplemental Indenture;

BE IT FURTHER RESOLVED, that each trustee under the Indentures be, and it hereby is, authorized and directed to authenticate and deliver, or cause to be authenticated and delivered, the Debt Securities pursuant to and in accordance with the provisions of the Debt Securities, the Indentures, and any Supplemental Indenture;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation (i) to appoint transfer and paying agents where notices to and demands upon the Corporation in respect of the Debt Securities, the Indentures, or any Supplemental Indenture may be served, and the payment of the principal of, premium on, if any, and interest on, the Debt Securities may be made and that the Delegated Officers are each authorized to make changes in such offices and agents and paying agents and select additional persons, entities and banks to act as such offices and agents and paying agents in his or her discretion, (ii) to execute and deliver, if necessary, currency exchange or forward exchange agreements to provide for the exchange of proceeds of the Debt Securities into U.S. dollars and/or the payment of interest and principal relating to the Debt Securities, and (iii) to negotiate, execute, and deliver one or more intercreditor agreements

or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups;

Term Loans

BE IT FURTHER RESOLVED, that, subject to the Exit Financing Authorization Cap, the Corporation be, and hereby is, authorized to enter into one or more Term Loans, in a manner consistent with the terms and requirements contained in the Plan of Reorganization and the other agreements entered into in connection with the Debtors' emergence from the Chapter 11 Cases;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Term Loans, including: (i) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for lenders to provide such Term Loans, (ii) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loans on such terms and conditions as such Delegated Officer may deem necessary or advisable, (iii) negotiating, executing, and delivering one or more swap, collar, or other interest rate management agreements in connection with any loans made or expected to be made under such Term Loan, whether with existing lenders or other counterparties, (iv) negotiating, executing, and delivering one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups, and (v) negotiating, executing, and delivering, or authorizing and delegating authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other documents, including, without limitation, any amendments, supplements or modifications to the foregoing (including any actions to repay outstanding borrowings under such Term Loans), on

behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation to (i) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Term Loans, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any or all real or personal property of the Corporation, including but not limited to shares of common stock of the Utility, or otherwise provides collateral as security for its obligations under the Term Loans on such terms and conditions as such Delegated Officer may deem appropriate and (ii) negotiate, execute, and deliver, or authorize and delegate authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

Credit Facilities

BE IT FURTHER RESOLVED, that the Corporation be, and hereby is, authorized to enter into one or more Credit Facilities, in a manner consistent with the terms and requirements contained in the Plan of Reorganization and the other agreements entered into in connection with the Debtors' emergence from the Chapter 11 Cases; provided that the total capacity under such Credit Facilities shall not exceed $1,000,000,000;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Credit Facilities, including (i) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for lenders to

provide such Credit Facility, (ii) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Credit Facility on such terms and conditions as such Delegated Officer may deem necessary or advisable, (iii) requesting loans and letters of credit under such Credit Facility in such amounts and at such times as such Delegated Officer may deem necessary or advisable, (iv) exercising any so-called "accordion" feature or incremental uncommitted borrowing feature under such Credit Facility and increasing the maximum amount of indebtedness available under such Credit Facility, and negotiating, executing and delivering all such amendments, documents, agreements, notes, certificates and other items on behalf of the Corporation as may be required in connection therewith, (v) negotiating, executing, and delivering one or more swap, collar, or other interest rate management agreements in connection with any loans made or expected to be made under such Credit Facility, whether with existing lenders or other counterparties, (vi) negotiating, executing, and delivering one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Corporation held by different creditor groups, and (vii) negotiating, executing, and delivering, or authorizing and delegating authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements or modifications to the foregoing (including any actions to repay outstanding borrowings under such Revolving Credit Facilities), on behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

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

Facilities, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any or all real or personal property of the Corporation, including but not limited to shares of common stock of the Utility, or otherwise provides collateral as security for its obligations under the Credit Facilities on such terms and conditions as such Delegated Officer may deem appropriate and (ii) negotiate, execute, and deliver, or authorize and delegate authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

Derivatives

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

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to solicit bids for Derivatives and to negotiate and approve the terms of the Derivatives transactions and the related Derivatives documentation in order to hedge or otherwise reduce the exposures of the Corporation to potential changes in interest rates related to the Corporation's floating rate debt instruments and, for general corporate purposes, the values of the Corporation's assets, liabilities or other positions arising from movements in prices or other measures (including, without limitation, any futures account and other cleared derivatives agreements, any master agreements and schedules in the forms published by the International Swaps and Derivatives

Association, Inc. ("ISDA"), any credit support annexes in the forms published by ISDA, any confirmations and the ISDA definitions incorporated therein, any ISDA protocols and related adherence letters, protocol agreements, questionnaire responses and other protocol documents, any guaranty, any contract or instrument containing embedded Derivatives and any other transaction document (collectively, the "Derivatives Documents"));

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

BE IT FURTHER RESOLVED, that, in connection with the Derivatives, the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (i) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with such Derivatives, pursuant to which the Corporation pledges or grants a security interest in, or a lien on, any or all real or personal property of

the Corporation, including but not limited to shares of common stock of the Utility, or otherwise provides collateral (including letters of credit) as security for its obligations under the Derivatives on such terms and conditions as such Delegated Officer may deem appropriate, (ii) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable and (iii) negotiate, execute, and deliver, or authorize and delegate authority to any other officer or employee of the Corporation to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Corporation as the officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

PG&E Fire Victim Trust Issuance

BE IT FURTHER RESOLVED, that, subject to the confirmation of the Pricing Committee of the number of shares to be issued in connection therewith, the Corporation be, and hereby is, authorized to issue, register and deliver to the PG&E Fire Victim Trust, upon the terms and subject to the conditions set forth in the RSA, shares of Common Stock (such issuance, the "Trust Issuance");

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

BE IT FURTHER RESOLVED, that, subject to the confirmation of the Pricing Committee of the number of shares to be issued in connection therewith, the shares of Common Stock, when issued, registered and delivered by the Corporation, shall be duly and validly issued, fully paid and nonassessable;

General Transaction Authorization

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

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

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

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to prepare, execute, deliver and file with the New York Stock

Exchange or any other exchange (domestic or foreign) such supplemental or other listing applications and such additional agreements, instruments and other documents, and from time to time to make such amendments or modifications thereto, as shall be necessary, desirable or appropriate, in the good faith determination of such Delegated Officer, to effect and maintain the listing of the Securities issued in the Offerings and in the Trust Issuance, and the Conversion Shares, on such exchanges, and to comply with the listing requirements of such exchanges, and to appear before any official or any body of such exchanges in connection with any such listing on such exchanges;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any and all action which they, or any of them, may deem necessary, advisable or appropriate in order to effect the registration or qualification (or exemption therefrom) of the Securities for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America or any other jurisdictions, domestic or foreign, and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and any other papers and instruments or notices which may be required under such laws, and to take any and all further action which any such Delegated Officer may deem necessary, advisable or appropriate in order to maintain any such registration or qualification for as long as such Delegated Officer deems necessary or as required by law or reasonably requested by a selling agent or any underwriter; and that the Board hereby adopts the form of any resolution required to be filed in connection with any applications, consents to service of process, powers of attorney, issuer’s covenants or other documents or instruments if (i) in the opinion of the Delegated Officer so acting the adoption of such resolution is necessary, advisable or appropriate, and (ii) the secretary of the Corporation evidences such adoption by filing with the minutes of this meeting copies of such resolution, which shall thereupon be deemed to be adopted by the Board and incorporated in such minutes as a part of this resolution

with the same force and effect as if presented to this meeting;

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

Equity Infusions to the Utility

BE IT FURTHER RESOLVED, that the Corporation is hereby authorized and empowered to use the proceeds from the Offerings and the Bank Facilities, and other property (including shares of Common Stock), among other sources, to make periodic infusions of equity to the Utility, from time to time, as determined by the Delegated Officers, or any of them, during a period beginning on the Effective Date (as defined in the Plan of Reorganization) and ending 45 days thereafter;

Resale Registration Statements

BE IT FURTHER RESOLVED, that it is advisable and in the best interests of the Corporation to prepare and file with the SEC the Resale Registration Statements for registration under the Securities Act of Common Stock of the Corporation issued to the Registration Rights Holders (the "Resale Shares"), and the Board hereby authorizes and approves such preparation and filing;

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to prepare, or cause to be prepared, the Resale Registration Statements with exhibits, including one or more prospectuses and, if applicable, prospectus supplements to be used in connection with the Resale Registration Statements, for the registration of the offering of the Resale Shares under the Securities Act, with full power and authority to prepare, or cause to be prepared, any amendments to such Resale Registration Statements (including pre-effective amendments or post-effective amendments) and any supplements to the prospectus or

prospectuses contained therein, any term sheets or free writing prospectuses, and any exhibits and amendments to any exhibits thereto and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and any supplemental indentures thereto, and to prepare, execute and file, or cause to be filed, all certificates, letters, opinions, applications and any other documents in connection therewith, which may be required to be filed with the SEC with respect to the registration and offering, issuance and sale from time to time of Resale Shares and with respect to any withdrawal of such Resale Registration Statements, and to take any and all action that counsel for the Corporation shall advise or that the Delegated Officer taking such action shall determine to be necessary, advisable or appropriate, such determination to be evidenced conclusively by the taking of such action;

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

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

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to designate the agent for service of process to be named in

the Resale Registration Statements and to be authorized to receive notices and communications from the SEC in connection with the Resale Registration Statements;

General Authorization

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

BE IT FURTHER RESOLVED, that, consistent with the foregoing resolutions, the Corporation be, and hereby is, authorized to, and the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Corporation, to (i) enter into, execute, deliver and perform, as applicable, or cause to be entered into, executed, delivered and performed, as applicable, and where necessary, advisable or appropriate, file or cause to be filed with the appropriate governmental authorities, instrumentalities or agencies, associations or stock exchanges, domestic or foreign, all other agreements, instruments and other documents, (ii) take or cause to be taken all other actions and do or cause to be done all other things to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, including using the proceeds from the financings

contemplated by the foregoing resolutions to fund all or a portion of the amounts required to consummate the transactions contemplated under the Plan of Reorganization, (iii) incur and pay or cause to be paid all fees, expenses and taxes arising in connection with matters encompassed by the foregoing resolutions (including all registration, filing, listing or other fees with the SEC, the New York Stock Exchange or any other exchange (domestic or foreign), the Financial Industry Regulatory Authority, Inc. or the Secretary of State of California and all fees and disbursements of counsel) and (iv) engage or otherwise retain the services of all investment banks, arrangers, advisors, agents or other persons, in each case as may be necessary, advisable or appropriate, in the good faith determination of any Delegated Officer, to carry out fully the intent and purposes of the foregoing resolutions and the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is necessary, advisable or appropriate);

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

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

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 4, 2020
PG&E CORPORATION

A telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, June 4, 2020, at 10:45 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, 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 was Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Ravi Purushotham of Simpson Thacher & Bartlett LLP.

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

Mr. Wong was excused, and the meeting was convened in executive session, with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present during portions of the executive session meeting.

The Board concluded its executive session. Mr. Wong was recalled and informed that (1) with Mr. Johnson absent and Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, the independent directors met in executive session without any management present, and (2) with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, Mr. Johnson reported on recent developments at the Companies and provided an overview of matters that would be discussed later in the meeting.

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[1] [redacted]

At this point, Andrew M. Vesey, John R. Simon, Jason P. Wells, and Janet C. Loduca joined the meeting.

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

At this point, the following individuals joined the meeting: Julie M. Kane and Francisco Benavides, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Sujit Bhattacharya, Todd W. Filsinger, and Timothy Wang of Filsinger Energy Partners, and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.

Mr. Benavides led a discussion on safety risks associated with falls from heights, including risks in connection with climbing towers, working from bucket trucks or on roofs, or other activities in which employees regularly engage, and control measures to mitigate such risks, as described in materials that had provided to the directors in advance of the meeting and that are included in the records of this Board. He also provided an update on recent actions undertaken to improve safety for employees and contractors, including field inspection programs and increased accountability and timeliness with respect to investigations involving potential injuries. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Michael A. Lewis, Aaron J. Johnson, and Joseph Wilson joined the meeting.

After the discussion, Mr. Benavides left the meeting.

Ms. Campbell, Chair of the Companies' Safety and Nuclear Oversight Committees, presented a report and led a discussion on the actions taken and key topics discussed at

the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

Mr. Vesey presented a report on operational matters, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed metrics for customer welfare (including metrics relating to reportable fire events and asset performance) and reliability (including metrics relating to customer response times and customers experiencing multiple interruptions); updates on wildfire risk reduction; and updates on COVID-19-related operation planning activities. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Mr. Wang left the meeting, and (ii) Jessica C. Hogle and Robert S. Kenney joined the meeting.

At this point, Mr. Bhattacharya and Mr. Filsinger left the meeting.

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

Mr. Barrera, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards approve expenditures for Phase 1 of the Butte County Rebuild Program, as described in the

materials. He reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures for Phase 1 of the Butte County Rebuild Program, substantially on the terms discussed with the Board.

During the foregoing discussion, Alejandro Vallejo joined the meeting.

At this point, Mr. Lewis, Mr. A. Johnson, and Mr. Wilson left the meeting.

Ms. Mielle, Chair of the Companies' Audit Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

Ms. Brownell presented a recommendation relating to approval of minutes.

On motion made and seconded, the Board approved the minutes of the Board meetings held on April 9 and 10, 2019, April 17, 2019, April 25, 2019, May 15 and 16, 2019, and May 30, 2019.

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

During the foregoing discussion, Mr. Goldin left the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. This included a discussion of materials that had

been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed updates to federal executive and legislative policy with respect to the COVID-19 pandemic, the introduction of Senate Bill 350 in the California State Assembly, and updates to the proceedings in the California Public Utilities Commission's Order Instituting Investigation regarding the Companies' joint plan of reorganization. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Mr. Keegan left the meeting, and (ii) the following individuals joined the meeting: Andrew K. Williams and Tara Agid, along with Eva Anderson and James A. Mesterharm of Alix Partners, Rachel Horsch of Pillsbury Winthrop Shaw Pittman LLP, Theodore E. Tsekerides of Weil, Gotshal & Manges LLP, Henry Weissmann of Munger, Tolles & Olson LLP (Munger), and Michael Welch of Integra Realty Resources.

At this point, Ms. Hogle, Mr. Kenney, Ms. A. Anderson, Mr. Bennett, Mr. Kalil, and Mr. Smith left the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vallejo left the meeting.

Mr. Simon, with the participation of Mr. Wells, Ms. Agid, Mr. Williams, and Mr. Welch, presented the recommendation of management that the Utility Board approve a plan to relocate the headquarters of the Companies to Oakland, that includes, among other things, the execution of a long-term lease with an option to purchase with respect to an office building in Oakland and the sale of

the San Francisco General Office Complex. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. They reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Mr. Welch left the meeting, and (ii) Brad D. Brian of Munger and Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP joined the meeting.

At this point, Mr. Williams, Ms. Agid, Ms. E. Anderson, Ms. Horsch, and Mr. Tsekerides left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Ms. Mielle left the meeting.

At this point, Mr. Johnson, Mr. Simon, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Brian, Mr. Hall, Mr. Mesterharm, Mr. Orsini, and Mr. Weissmann were excused, and the meeting continued in executive session, with Mr. Vesey, Mr. Simon, Mr. Curnin, Mr. Ponce, and Mr. Purushotham present during portions of the executive session meeting.

Mr. Wong was recalled and informed that (1) with Mr. Vesey, Mr. Simon, Mr. Curnin, Mr. Ponce, and Mr. Purushotham and present, the directors continued their discussion regarding several topics covered earlier in the meeting, and (2) with Mr. Vesey and Mr. Simon 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 4:40 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 6, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Monday, April 6, 2020, 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, 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin and Jessica Liou of Weil, Gotshal & Manges LLP, Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Ms. Mielle joined the meeting.

Ms. Brownell, with the participation of Mr. Wells and Mr. Wong, led a discussion on the recommendation of management that (i) the Board elect Margaret K. Becker as Treasurer of the Companies, effective as of April 1, 2020 and (ii) the Board elect Sujata Pagedar as Assistant Corporate Secretary of the Companies, effective April 6, 2020, 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 directors asked questions, and a discussion ensued.

On motion made and seconded, the following resolution was duly adopted:

BE IT RESOLVED that Margaret K. Becker is hereby elected Treasurer, effective as of April 1, 2020.

On motion made and seconded, the following resolution was duly adopted:

BE IT RESOLVED that Sujata Pagedar is hereby elected Assistant Corporate Secretary, effective April 6, 2020.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Bleich left the meeting.

Mr. Wells led a discussion on the financial position of the Companies at the close of the first quarter of 2020. Among other things, he discussed the Companies' capital position, productivity and expenses in comparison to the financial plan, and potential financing requirements of the Companies going forward. The directors asked questions, and a discussion ensued.

Mr. Vesey led a discussion on the operations of the Utility. Among other things, he discussed steps taken by the Utility to ensure that an appropriate workforce was placed in the field to provide continuity of service to customers in light of the COVID-19 pandemic, and that the workforce was adequately protected. The directors asked questions, and a discussion ensued.

Mr. Johnson led a discussion on the Governance Oversight Execution and Support initiative (GOES). Among other things, he provided an update on the progress of GOES, including key areas of focus and the teams put in place to address high-priority governance areas that had been identified. The directors asked questions, and a discussion ensued.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Hall, Mr. Orsini, Mr. Haaren, Mr. Silverman, Mr. Hort, Mr. Ziman, Mr. Karotkin, Ms. Liou, Mr. Weissmann and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham and Mr. Goldin present.

During the foregoing discussion, Ms. Mielle left the meeting.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Ponce, Mr. Purushotham and Mr. Goldin 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 9:15 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 14, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Tuesday, April 14, 2020, at 2:00 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 (who joined during the meeting as noted below), 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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Michael A. Lewis and Brian M. Wong, along with Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Kevin J. Orsini of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Leffell joined the meeting.

Ms. Brownell and Mr. Leffell discussed the Board refreshment process, the potential timing of new Board member elections, coordination with the Governor's office and implementation of skills matrix criteria required by the California Public Utilities Commission. The directors asked questions, and a discussion ensued.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:55 p.m.

BRIAN M. WONG
Secretary

BOARD MEETING – April 21, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Tuesday, April 21, 2020, at 2:15 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 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 was Andrew M. Vesey, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Nicholas S. Goldin and Gregory T. Grogan of Simpson Thacher & Bartlett LLP.

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

Mr. Johnson tendered his resignation from his position as Chief Executive Officer (CEO) of the Corporation, effective June 30, 2020. The directors asked questions, and a discussion ensued.

At this point, Mr. Johnson, Mr. Smith and Mr. Vesey were excused, and the meeting continued in executive session with Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Goldin and Mr. Grogan present.

The independent directors continued their discussion regarding Mr. Johnson's resignation and plans for his successor. On motion made and seconded, the Board (i) accepted Mr. Johnson's resignation as CEO of the Corporation, effective June 30, 2020, and (ii) determined to appoint Mr. Smith as interim CEO of the Corporation, effective July 1, 2020.

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

MARIO A. PONCE
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 23, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, April 23, 2020, at 2:00 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. No director was absent.

Also participating by telephone at the beginning of the meeting was Brian M. Wong, along with Henry Weissmann of Munger, Tolles & Olson LLP and Nicholas S. Goldin, Mario A. Ponce and Ravi Purushotham of Simpson Thacher & Bartlett LLP (Simpson), 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. Mr. Wong served as secretary of the meeting.

Mr. Wong was excused, and the meeting began in executive session with Mr. Johnson, Mr. Weissmann, Mr. Goldin, Mr. Ponce and Mr. Purushotham present.

During the executive session discussion, Sandeep Qusba of Simpson joined the meeting.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Weissmann, Mr. Goldin, Mr. Ponce, Mr. Purushotham and Mr. Qusba present, the directors discussed, among other things, matters regarding the California Public Utilities Commission (CPUC) Plan of Reorganization (POR) Order Instituting Investigation (OII).

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[1] [redacted]

At this point, the following individuals joined the meeting: Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca and Robert S. Kenney, along with James A. Mesterharm of AlixPartners.

[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 3:20 p.m.

BRIAN M. WONG
Secretary

BOARD MEETING – February 11, 2020
PG&E CORPORATION

A telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Tuesday, February 11, 2020, 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 and the Audit Committees of the Companies' Boards.

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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, David S. Thomason, Jane K. Yura, Eric Montizambert, and Christopher A. Pezzola, along with Ellen Basilico, Timothy J. Gillam, and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP (D&T), Erica M. Egenes and Mario A. Ponce of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Mielle, Chair of the Audit Committee, presided as chair of the concurrent meeting. Mr. Montizambert served as secretary of the concurrent meeting.

Mr. Thomason reviewed the Companies' draft consolidated financial statements for 2019, including the notes to be included in the Companies' combined 2019 Annual Report to Shareholders and incorporated in the Companies' joint Annual Report on Form 10-K for 2019 (Form 10-K Report) to be filed with the Securities and Exchange Commission (SEC). This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

He first described significant accounting and reporting matters requiring management judgment and estimates that were discussed with D&T during the fourth

quarter of 2019. These included, among other things, (1) the 2019 Kincade fire, (2) the California Public Utilities Commission's (CPUC) Order Instituting Investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire, (3) wildfire claims cost recovery, (4) interest on pre-petition liabilities, (5) equity backstop commitment letters, (6) debt financing commitments, (7) the Wildfire Expense Memorandum Account, and (8) the CPUC's investigation regarding the Utility's locate and mark program.

The directors asked questions regarding several topics covered in Mr. Thomason's presentation.

Mr. Thomason next referred the directors to Part I of the draft Form 10-K Report, which provides a factual description of the Companies' business, as well as general information about regulatory proceedings, ratemaking, risk factors, and legal proceedings. He highlighted references to the Companies' Chapter 11 proceedings.

He next highlighted sections of Part II of the draft Form 10-K Report, which contains "Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A), and the financial statements. He reviewed key financial results and disclosures, and discussed key factors affecting these results.

The directors discussed the draft Form 10-K Report and asked questions to which management responded.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Cairns reviewed management's report on the results of the fourth quarter 2019 tests of key internal controls pursuant to the requirements of Section 404 of the Sarbanes-Oxley Act. He presented management's conclusion that neither the Corporation nor the Utility had any significant deficiencies or material weaknesses in internal control over financial reporting as of December 31, 2019. The Board acknowledged receipt of Mr. Cairns' report. No Board action was required.

Brian M. Wong joined the meeting during the foregoing discussion.

Mr. Gillam next reviewed the draft D&T letter required under the Public Company Accounting Oversight Board (PCAOB) auditing standard regarding "Communication with Audit Committees Concerning Independence." This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Fowler left the meeting during the foregoing presentation.

Mr. Gillam reaffirmed D&T's independence and reported on, among other things, (1) D&T's assessment of the Companies' critical accounting policies, practices, and estimates, (2) the Companies' financial statements and other information, (3) critical accounting matters, (4) significant risks, and (5) other required communications.

Following discussion, Ms. Mielle presented the Audit Committee's recommendation that the Board (1) authorize the 2019 consolidated financial statements to be included in the joint 2019 Form 10-K Report, and (2) approve the draft 2019 Form 10-K Report for filing with the SEC, including any amendments.

On motion made and seconded, the Board (1) authorized the 2019 consolidated financial statements to be included in the joint 2019 Form 10-K Report, and (2) approved the draft 2019 Form 10-K Report for filing with the SEC, including any amendments, as presented.

Mr. Leffell, Mr. Wolff, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Welsch, Mr. Cairns, Mr. Thomason, Ms. Yura, Mr. Montizambert, Mr. Pezzola, Ms. Basilico, Mr. Gillam, Mr. Ncho-Oguie, Mr. Silverman, and Mr. Ziman left the meeting, and the meeting continued in executive session with Ms. Egenes and Mr. Ponce present. Following the executive session, the secretary was informed that, without any members of

management present, the independent directors discussed matters previously covered during the regular session.

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

ERIC MONTIZAMBERT
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 21, 2020
PG&E CORPORATION

A regular meeting of the Board of Directors of PG&E Corporation (Corporation) was held at the office of the Corporation, 77 Beale Street, San Francisco, California, on Friday, February 21, 2020, 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.

Present at 77 Beale Street at the beginning of the meeting were directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, 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. Directors Jeffrey L. Bleich and Michael J. Leffell attended by telephone, and Mr. Barrera and Mr. Mullins attended a portion of the meeting by telephone (as noted below), as permitted by the Corporation's Bylaws. No director was absent.

Also present at 77 Beale Street at the beginning of the meeting was Andrew M. Vesey, along with Nicholas S. Goldin and Mario A. Ponce of Simpson Thacher & Bartlett LLP (Simpson). Also participating by telephone at the beginning of the meeting were Erica M. Egenes and Nicole Y. Fu of Simpson.

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

Mr. Wong was excused, and the meeting was convened in executive session with Mr. Goldin, Mr. Ponce, and Mr. Purushotham present.

The Board concluded its executive session. Mr. Wong was recalled and informed that with Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, Mr. Johnson reported on recent developments at the Companies and

[1] [redacted]

provided an overview of matters that would be discussed later in the meeting.

At this point, (1) the following individuals entered the meeting: director Andrew M. Vesey, as well as John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Robert S. Kenney, and Jan A. Nimick, along with Brad D. Brian of Munger, Tolles & Olson LLP (Munger) and Stephen Karotkin of Weil, Gotshal & Manges LLP, and (2) the following individuals joined the meeting by telephone: Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, David Hindman and James A. Mesterharm of AlixPartners, Henry Weissmann of Munger, and Kenneth S. Ziman of Lazard.

Mr. Nimick presented a safety tailboard on poison oak awareness and prevention. The directors asked questions and discussed various aspects of his presentation.

Mr. Nimick left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney, Mr. Brian, Mr. Hall, Mr. Hindman, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman left the meeting at this point.

Mr. Wells reviewed the Financial and Business Highlights reports for December 2019 and January 2020, which were 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.

Ms. Schmidt, Chair of the Compliance and Public Policy Committee, presented a report on the actions taken and items discussed at the Committee's meetings on January 24, 2020 and February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she presented the Committee's fourth quarter 2019 oversight report on the Utility's progress against its Wildfire Safety Plan. She also reported on the Committee's recommendation that the Board approve (1) the proposed 2020 charitable contributions budget, and (2) one charitable contribution above the threshold for management approval, as described in the materials.

On motion made and seconded, the Board approved (1) the proposed 2020 Utility charitable contributions budget, and (2) the proposed charitable contribution, as presented.

Ms. Moore, on behalf of the Ad Hoc Real Estate Committee, presented a report on the items discussed at the Committee's recent meetings.

Ms. Mielle, Chair of the Audit Committee, presented a report on the actions taken and items discussed at the Committee's meeting on February 11, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she reported on the Committee's recommendation that the Board request that the Corporation's shareholders ratify the appointment of Deloitte & Touche LLP (D&T) as the Corporation's independent registered public accounting firm for 2020, as described in the materials.

On motion made and seconded, the Board agreed to request shareholder ratification of the appointment of D&T as the Corporation's independent registered public accounting firm for 2020, as presented.

Ms. Campbell, Chair of the Safety and Nuclear Oversight (SNO) Committee, presented a report on the items discussed at the Committee's meeting on February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Barrera, Chair of the Finance Committee, presented a report on the actions taken and items discussed at the Committee's meetings on February 3, 2020, February 5, 2020, February 16, 2020, and February 19, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board (1) authorize the filing of a joint shelf registration statement for the issuance of public equity and debt securities by the Corporation and/or the Utility consistent with the Companies' current POR, (2) authorize additional amounts of securities to be registered if the POR is amended, and (3) execute powers of attorney for the filing of the registration statement, as described in the materials.

On motion made and seconded, the Board adopted a resolution authorizing (1) the filing of a joint shelf registration statement for the issuance of public equity

and debt securities consistent with the current POR, and (2) additional amounts of securities to be registered if the POR is amended, as presented (see Resolution 1 in Attachment A).

Mr. Johnson presented a consent item relating to approval of minutes, 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.

On motion made and seconded, the Board approved the minutes of the Board meetings held on 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, and November 21, 2019.

Mr. Wells and Ms. Kane left the meeting at this point.

Mr. Leffell, Chair of the Nominating and Governance Committee, presented a report on the actions taken and items discussed at the Committee's meeting on February 19, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendations that the Board (1) make determinations regarding director independence and qualifications, (2) approve amendments to the Corporate Governance Guidelines relating to the Chief Executive Officer (CEO) evaluation process, and (3) appoint Kristine M. Schmidt to the Audit Committee, as described in the materials.

On motion made and seconded, the Board adopted a resolution affirming its determinations regarding director independence and qualifications, as presented (see Resolution 2 in Attachment A).

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

On motion made and seconded, the Board appointed Ms. Schmidt to the Audit Committee.

Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, and Mr. Wong left the meeting at this point.

The Board recessed at 11:05 a.m. and reconvened at 11:20 a.m. in executive session with Ms. Egenes, Ms. Fu, Mr. Goldin, and Mr. Ponce.

The Board concluded its executive session. Mr. Wong was recalled and informed that the following discussions took place and the following actions were taken:

- Ms. Moore, Chair of the Compensation Committee, presented a report on the actions taken and items discussed at the Committee's meeting on February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she reported on the Committee's recommendations that the independent members of the Board approve (1) a 2019 annual equity incentive amount for the CEO and President, and (2) 2020 compensation for the CEO and President, as described in the materials.

- The independent members of the Board approved (1) a 2019 annual equity incentive amount for the CEO and President, and (2) 2020 compensation for the CEO and President, as presented.

Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, and Alejandro Vallejo entered the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (1) Mr. Vallejo left the meeting, (2) Michael A. Lewis and Deborah W. Powell entered the meeting, and (3) Angela Anderson of NorthStar Consulting Group and Mr. Hindman of AlixPartners joined the meeting by telephone.

Mr. Lewis and Ms. Powell presented a report on the 2020 Wildfire Mitigation Plan (WMP) that the Utility recently submitted to the CPUC's Wildfire Safety Division. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the 2020 WMP's focus on activities to further reduce wildfire risk, enhancements to situational awareness tools and real-time monitoring, and mitigation efforts to enable the Utility to reduce the customer impacts of Public Safety Power Shutoff events during future fire seasons. The directors asked questions and discussed various aspects of Mr. Lewis' and Ms. Powell's presentation.

During the foregoing presentation and discussion, Mr. Barrera and Mr. Mullins left the meeting and then rejoined the meeting by telephone. After the presentation and discussion, (1) Ms. Campbell, Mr. Fowler, Mr. Lewis, and Ms. Powell left the meeting, and (2) Mr. Kenney re-entered the meeting.

Mr. Kenney presented a report on legislative and regulatory matters, including a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed new legislation introduced in Congress and the State Legislature that could impact the Companies and customers. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

Mr. Kenney left the meeting at this point.

Mr. Vesey presented a report on operational matters. The directors asked questions and discussed various aspects of Mr. Vesey's presentation.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:05 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, the Board of Directors of PG&E Corporation, a California corporation (the "Corporation"), finds it advisable for the Corporation to prepare and file with the Securities and Exchange Commission (the "SEC") one or more registration statements on Form S-3 (collectively, the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Securities Act"), of $30,000,000,000 of securities of the Corporation or its subsidiary Pacific Gas and Electric Company in the aggregate (including the Securities (as defined below)); and

WHEREAS, the Board of Directors finds it advisable that the Registration Statement include the registration of any or all of the following securities of the Corporation (any of which may be added to the registration statement by pre-effective amendment, by post-effective amendment or by other means): (i) debt securities, debentures, notes and/or other debt obligations of any seniority and whether senior or subordinated or secured or unsecured (the "Debt Securities"); (ii) shares of common stock (the "Common Stock"); (iii) shares of preferred stock (the "Preferred Stock"); (iv) depositary shares representing fractional interests in Preferred Stock (the "Depositary Shares"); (v) warrants for the purchase of Common Stock, Preferred Stock or Debt Securities (the "Warrants"); (vi) contracts to purchase or sell any of the foregoing (the "Purchase Contracts"), which may be issued separately or as part of units consisting of a Purchase Contract and other securities or obligations issued by the Corporation or any of its subsidiaries or other affiliates or third parties (including, without limitation, other Securities and United States treasury securities); and (vii) subscription rights to purchase Common Stock (the "Subscription Rights"). The Debt Securities, the Common Stock, the Preferred Stock, the Depositary Shares, the Warrants, the Purchase Contracts and the Subscription Rights are collectively referred to herein as the "Securities", which Securities may be offered from time to time together or separately, or in any combination thereof,

and in amounts, at prices and on terms to be determined at the time of offering, and any of which Securities may be convertible into or exchangeable or exercisable for any other Securities.

Registration Statement

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Corporation to prepare and file with the SEC the Registration Statement for registration under the Securities Act of $30,000,000,000 of securities of the Corporation or its subsidiary Pacific Gas and Electric Company in the aggregate (including the Securities) (any of which may be added to the Registration Statement by pre-effective amendment, by post-effective amendment or by other means), and the Board of Directors hereby authorizes and approves such preparation and filing;

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

advisable or appropriate, such determination to be evidenced conclusively by the taking of such action;

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

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

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

General Authorization

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

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

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to pay any and all expenses and fees arising in connection with matters encompassed by the foregoing resolutions; and

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

Resolution 2

WHEREAS, the following individuals currently are directors of this corporation: 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;

WHEREAS, since April 10, 2019, the following additional individuals served as non-employee directors of this corporation but are not currently serving on the Board: Frederick W. Buckman, Richard C. Kelly, and Kenneth Liang;

WHEREAS, this Board of Directors previously appointed Richard R. Barrera, Dominique Mielle, and Eric D. Mullins to serve as the members of the Audit Committee of this corporation during 2019 and intends that those directors continue to serve in this capacity, to the extent they remain on the Board;

WHEREAS, this Board of Directors previously appointed Meridee A. Moore, William L. Smith, and Alejandro D. Wolff to serve as the members of the Compensation Committee during 2019 and intends that those directors continue to serve in this capacity, to the extent they remain on the Board;

WHEREAS, each individual who served as a member of this corporation's Board during 2019 has submitted a completed 2020 Questionnaire for Directors and Selected Officers or 2020 Questionnaire for Former Directors and Selected Officers, as applicable (each, a "Proxy Questionnaire");

WHEREAS, this Board of Directors has considered the responses to the Proxy Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members;

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

WHEREAS, this Board of Directors has previously determined that each of Dominique Mielle and Eric D. Mullins is an "audit committee financial expert" as defined in regulations promulgated under the Securities Act of 1933 and other applicable laws;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that since April 10, 2019, each of Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, John M. Woolard, Frederick W. Buckman, Richard C. Kelly, and Kenneth Liang, while serving as a director of this corporation, was independent and, if applicable, continues to be (a) independent, as independence is defined in Section 303A.02 of the NYSE Listed Company Manual (taking into account the Compensation Committee factors set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual) and as provided in the categorical independence standards adopted by the Board, including the requirement that an independent director not have material relationships with this corporation, and (b) independent for purposes of service on the Audit Committee, as

"independence" is defined in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934; and

BE IT FURTHER RESOLVED that the Board affirms its belief that each of the following individuals is "financially literate": Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard; and

BE IT FURTHER RESOLVED that the Board hereby reaffirms that each of Domonique Mielle and Eric D. Mullins is an "audit committee financial expert" as defined in Item 407 of Regulation S-K, and thus has accounting or related financial management expertise as set forth in the NYSE Listed Company Manual; and

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

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 6, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, February 6, 2020, at 10:30 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, 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 Dominique Mielle was absent.

Also participating by telephone at the beginning of the meeting was Linda Y.H. Cheng, along with Nicholas S. Goldin, Mario A. Ponce, Sandeep Qusba, and Ravi Purushotham 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.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Goldin, Mr. Ponce, Mr. Qusba, and Mr. Purushotham present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that the following discussions took place and the following actions were taken:

- Ms. Moore, Chair of the Compensation Committee, discussed (1) two organizational matters recommended by the Committee for the Board's consideration and two organizational matters recommended by the Committee for the Utility Board's consideration, (2) the Committee's

[1] [redacted]

recommendation that the Board approve (a) an amendment to the 2019 Long-Term Incentive Plan (LTIP) awards for non-employee directors (Replacement Awards), and (b) the grant of prorated 2019 LTIP awards to William L. Smith and John M. Woolard, based on the effective date of their election to the Companies' Boards, and (3) the Committee's recommendation that the independent members of the Board (a) approve revised post-service terms for the PG&E Corporation Chief Executive Officer's (CEO) 2019 LTIP awards, and (b) delegate authority to the PG&E Corporation Senior Vice President, Human Resources to implement these awards, all as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

- The Board adopted the following resolutions:

  BE IT RESOLVED that Francisco Benavides is hereby elected Vice President and Chief Safety Officer, effective upon hire.

  BE IT RESOLVED that Brian M. Wong is hereby elected Vice President, Deputy General Counsel, and Corporate Secretary, effective as of February 1, 2020, contingent on satisfying the officer background review.

- The Board approved (1) the proposed amendment to the Replacement Awards, and (2) the grant of prorated Replacement Awards to Mr. Smith and Mr. Woolard, as presented.

- The independent members of the Board (1) approved revised post-service terms for the CEO's 2019 LTIP awards, and (2) delegated authority to the Corporation's Senior Vice President, Human Resources to implement these awards, as presented.

Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Robert S. Kenney, and Brian M. Wong, 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, Eli Silverman, and

Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners, joined the meeting at this point.

Mr. Barrera, Chair of the Finance Committee, discussed the Committee's recommendation that the Board concur with the Companies' proposed 2020-2025 financial forecast and proposed 2020 operating expense and capital spending budgets, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and discussed, among other matters, the Utility's preliminary 2020 Wildfire Mitigation Plan (WMP), forecasted 2020 WMP spend, and the Companies' plan to include the 2020-2025 forecast in the proposed Disclosure Statement that would be filed with the Bankruptcy Court the following day.

On motion made and seconded, the Board concurred with the proposed 2020-2025 financial forecast and the proposed 2020 operating expense and capital spending budgets, as presented.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Bleich left the meeting during the foregoing discussion.

Ms. Brownell referred to the materials provided to the directors prior to the meeting relating to cost savings opportunities associated with third-party spend, and stated that the presentation on this topic would be deferred to a future meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Weissmann left the meeting during the foregoing discussion. Mr. Barrera, Mr. Vesey, and Mr. Lewis left the meeting after the discussion.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Mullins and Mr. Orsini left the meeting during the foregoing discussion.

Mr. Kenney presented a report on regulatory and legislative matters, including proposed state legislation that could impact the Companies and customers. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

At this point, (1) Mr. Vesey rejoined the meeting, and (2) Mr. Simon, Mr. Wells, Ms. Kane, Mr. Lewis, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Wong, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Silverman, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, Mr. Purushotham, 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, Mr. Purushotham, and Mr. Qusba 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.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:55 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 13, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, February 13, 2020, at 2:00 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, 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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Robert S. Kenney, Jamie L. Martin, Brian M. Wong, and Jane K. Yura, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, David Hindman and James A. Mesterharm of AlixPartners, and Mario A. Ponce, Ravi Purushotham, 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. Mr. Wong served as secretary of the meeting.

Ms. Martin, with the participation of Mr. Lewis, Ms. Yura, and Mr. Hindman, presented a report on cost savings opportunities associated with third-party spend. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed projected third-party spend targets for 2020 and each of the five years thereafter,

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1 [redacted]

current initiatives for reduction in third-party spend and the results of such initiatives thus far for 2020, and potential areas of opportunity for further cost reduction in the future. The directors asked questions and discussed various aspects of the foregoing presentation.

Mr. Lewis, Ms. Martin, Ms. Yura, and Mr. Hindman left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Bleich, Ms. Mielle, and Mr. Ponce left the meeting.

Mr. Johnson presented a report on recent developments at the Companies, including a recent technical specification forced outage. The directors asked questions and discussed various aspects of Mr. Johnson's presentation.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Kenney, Mr. Wong, Mr. Brian, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Purushotham, and Mr. Qusba present.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Purushotham, 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 3:30 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 27, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, February 27, 2020, 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, 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 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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, and Brian M. Wong, along with C. Daniel Haaren and Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, Mario A. Ponce, Ravi Purushotham, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Eli Silverman of Lazard, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson presented a report on the status of the settlement agreement in connection with the California Public Utilities Commission's investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire. The directors asked questions and discussed various aspects of Mr. Johnson's presentation.

Mr. Leffell, Ms. Moore, and Mr. Mullins 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 5:50 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 28, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, February 28, 2020, 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, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Jeffrey L. Bleich, Nora Mead Brownell, Meridee A. Moore, Eric D. Mullins, and Kristine M. Schmidt were absent.

Also participating by telephone at the beginning of the meeting were Jason P. Wells, Janet C. Loduca, and Brian M. Wong, along with Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren and Richard Hall of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, and Stephen Karotkin of Weil, Gotshal & Manges LLP.

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. Mr. Wong served as secretary of the meeting.

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

[redacted]

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Leffell, Mr. Wolff, and Mr. Hort 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 4:30 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 12, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, June 12, 2020, at 12:30 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell (who joined during the meeting as noted below), Dominique Mielle (who joined during the meeting as noted below), Meridee A. Moore (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. Director Eric D. Mullins 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, Brian M. Wong, Jenny Kan, Mark Quinlan, Scott Strenfel and Regina Venzon, along with Mario A. Ponce, Ravi Purushotham, Paul C. Curnin and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, and Joseph Scalise and Joseph Herger of Bain & Company.

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

Mr. Quinlan and Mr. Strenfel presented an update on the 2020 meteorological and fire season outlook. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Mr. Leffell and Ms. Mielle joined the meeting.

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After the discussion, Mr. Quinlan and Mr. Strenfel left the meeting.

Mr. Vesey, with the participation of Mr. Scalise and Mr. Herger, led a discussion on a proposed plan of regionalization of the Utility. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the requirement to file a proposed regionalization application with the California Public Utilities Commission (CPUC) by June 30, 2020, various outcome metrics to be used to measure operational performance, the phased approach for implementation of the plan and other initiatives to improve the Utility's operations, and the ways in which the plan satisfies the requirements of the CPUC. The directors asked questions, and a discussion ensued.

During the foregoing discussion, the following individuals joined the meeting: Ms. Moore, as well as Clifford J. Gleicher and Alejandro Vallejo, along with Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

After the discussion, Mr. Vesey, Ms. Venzon, Mr. Scalise and Mr. Herger left the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on February 6, 2020, February 11, 2020, February 13, 2020, February 21, 2020, February 27, 2020 and February 28, 2020.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vesey, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Ms. Kan, Mr. Hall, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Simon, Mr. Gleicher, Mr. Vallejo, Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present during portions of the executive session meeting.

Mr. Wong was recalled and informed that the following discussions took place:

- Mr. Gleicher and Mr. Vallejo, with the participation of Mr. Simon, led a training session on the Companies' Director Code of Conduct. Mr. Simon, Mr. Gleicher and Mr. Vallejo were then excused.

- With Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present, the directors continued their discussion regarding several topics covered earlier in the meeting. Mr. Johnson was then excused.

- With Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present, 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 2:20 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 18, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, June 18, 2020, at 10:30 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), 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 (who joined during the meeting as noted below), William L. Smith (who joined during the meeting as noted below), 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, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Ahmad Ababneh, Deborah W. Powell, Brian M. Wong and Jenny Kan, along with Mario A. Ponce, Ravi Purushotham and Paul C. Curnin of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm, John R. Boken, David Hindman, Regina Lee and Vance Scott of AlixPartners.

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

Mr. Wells provided an update on investor outlook with respect to the debt and equity capital raises being undertaken as part of the Companies' Chapter 11 exit financing strategy. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the volume

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of investor demand for both the Corporation and Utility debt offerings, as well as factors contributing to such demand and the resulting impact on the Companies' blended cost of debt, and the timeline for the impending offering of Corporation stock. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Ms. Mielle joined the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Smith joined the meeting.

After the discussion, Mr. Karotkin left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (i) Mr. Barrera joined the meeting, and (ii) Mr. Boken left the meeting.

Ms. Brownell referred to the materials that had been provided to the directors prior to the meeting relating to a proposed Utility contract amendment, and stated that this item would be deferred to a future meeting.

At this point, Mr. Vesey, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Ababneh, Ms. Powell, Mr. Wong, Ms. Kan, Mr. Hall and Mr. Orsini were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Curnin, Mr. Mesterharm, Mr. Hindman, Ms. Lee and Mr. Scott present during portions of the executive session meeting.

Mr. Wong was recalled and informed that the following discussions took place:

- Mr. Mesterharm, with the participation of Mr. Hindman, Mr. Scott and Ms. Lee, presented an update on spend reduction efforts and next steps in strategic sourcing, financial controls and coordination, and cost visibility for contractors and support functions. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Mr. Johnson, Mr. Mesterharm, Mr. Hindman, Ms. Lee and Mr. Scott were then excused.

- During the foregoing presentation, Ms. Schmidt joined the meeting.

- With Mr. Ponce, Mr. Purushotham and Mr. Curnin present, the independent directors continued their discussion regarding several topics covered earlier in the meeting.

- During the foregoing discussion, Mr. Smith left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:25 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 1, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Sunday, March 1, 2020, at 12:00 p.m. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William Smith, Alejandro D. Wolff and John Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors William D. Johnson 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, Janet C. Loduca and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Haaren left and rejoined the meeting.

On motion made and seconded, the Board approved the Commitment Letters substantially on the terms discussed with the Board, and adopted a resolution authorizing the officers of the Corporation to negotiate, execute, and deliver the Commitment Letters (see Resolution 1 in Attachment A).

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:10 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

BE IT RESOLVED that the officers of the Corporation are authorized and directed (i) to negotiate, execute, and deliver the equity backstop commitment letters (Commitment Letters) and all transactions contemplated thereunder in a form consistent therewith, (ii) to perform all obligations thereunder, including the issuance of 119,000,000 shares of PG&E Corporation common stock (plus up to an additional 19,909,091 shares of such common stock as provided in the Commitment Letters (collectively, the "Backstop Premium Shares") as payment of the commitment premium and expense reimbursement and (iii) to carry out and perform all transactions contemplated thereunder; and

BE IT FURTHER RESOLVED that upon the issuance by the Corporation of the Backstop Premium Shares, such Backstop Premium Shares shall be validly issued, fully paid and non-assessable; and

BE IT FURTHER RESOLVED that the fair value to the Corporation in monetary terms of any consideration other than money rendered of the obligations of the backstop parties under the Commitment Letters in exchange for which shares of the Corporation's common stock, no par value, including any Shortfall Shares (as defined in the Commitment Letters), are to be issued is equal to [redacted] or more.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 6, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, March 6, 2020, at 10:00 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 Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, 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 attended by telephone, as permitted by the Corporation's Bylaws. Directors Richard R. Barrera and Dominique Mielle 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 Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP (Simpson), Kevin J. Orsini, Richard Hall and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Paul C. Curnin of Simpson joined the meeting and Mr. Mesterharm left the meeting.

At this point, Mr. Orsini, Mr. Hall, Mr. Haaren, Mr. Goldin, Mr. Curnin, Mr. Silverman, Mr. Hort, Mr. Ziman, Mr. Karotkin, Mr. Brian and Mr. Weissmann were excused.

Ms. Moore presented the recommendation of the Compensation Committee that the independent members of the Board, subject to approval of the Bankruptcy Court, (i) approve the Corporation Chief Executive Officer (CEO) performance measures, weighting and targets for previously approved 2020 performance shares and for previously granted options awards that have a 2020 performance period, (ii) approve the proposed amendments to the Corporation CEO 2020 and 2021 Long Term Incentive Plan (LTIP) award terms and conditions upon separation from service and (iii) delegate to the Corporation Senior Vice President, Human Resources authority to implement the Corporation CEO 2020 and 2021 LTIP awards, including developing appropriate award agreements, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Ms. Moore discussed the design, performance measure and targets of

the 2020 incentive plans, including for the Corporation CEO, the Key Employee Incentive Program, the Short-Term Incentive Plan and the LTIP and the overall consistency of the 2020 incentive plans with the executive compensation plans described in the testimony filed by the Utility in the POR Order Instituting Investigation. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Gregory T. Grogan of Simpson joined the meeting.

At this point, Mr. Johnson was excused from the meeting.

On motion made and seconded, the independent members of the Board approved the Corporation CEO performance measures, weighting and targets for previously approved 2020 performance shares and for previously granted options awards that have a 2020 performance period, as presented.

On motion made and seconded, the independent members of the Board approved the proposed amendments to the Corporation CEO 2020 and 2021 LTIP award terms and conditions upon separation from service, as presented.

On motion made and seconded, the independent members of the Board agreed to delegate to the Corporation Senior Vice President, Human Resources authority to implement the Corporation CEO 2020 and 2021 LTIP awards, including developing appropriate award agreements, as presented.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:15 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 12, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, March 12, 2020, at 10:00 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, Meridee A. Moore, Eric D. Mullins, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Corporation's Bylaws. Directors Dominique Mielle, Kristine M. Schmidt and William L. Smith 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 Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Henry Weissmann and Brad D. Brian of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:35 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 15, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Sunday, March 15, 2020, 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, 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 and Alejandro D. Wolff attended by telephone, as permitted by the Corporation's Bylaws. Directors Eric D. Mullins 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, Robert S. Kenney and Brian M. Wong, along with Mario A. Ponce, Sandeep Qusba, Paul C. Curnin, Sara A. Ricciardi and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Henry Weissmann and Brad D. Brian of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners, and Kirk A. Pasich of Pasich LLP.

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

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

Mr. Wong was recalled and informed that, with Mr. Johnson, Mr. Kenney, Mr. Ponce, Mr. Qusba, Mr. Curnin, Ms. Ricciardi and Mr. Goldin 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 5:35 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 16, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Monday, March 16, 2020, 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, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, 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 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, Julie M. Kane, Janet C. Loduca and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Paul C. Curnin, Nicholas S. Goldin, Sara A. Ricciardi and Erica M. Egenes of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners, and Thomas A. Wagner of Knighthead Capital Management LLC.

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. Mr. Wong served as secretary of the meeting.

Mr. Wagner, who had participated as a representative of the Corporation's equity holders in certain of the discussions with representatives of the California Governor's Office (GO) concerning the Companies' updated joint plan of reorganization (POR), was invited to

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provide the Board with his perspective on the updated POR and discussions with the GO relating thereto. The directors asked questions, and a discussion ensued.

At this point, Mr. Wagner left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board approved the Settlement Agreement substantially on the terms discussed with the Board, and authorized and directed Mr. Brian and the officers of the Corporation, on behalf of the Utility, to negotiate, execute, and deliver the Settlement Agreement in a form consistent therewith.

Mr. Johnson, with the participation of Mr. Vesey, led a discussion on the Companies' and their vendors' contingency plans in place in response to the COVID-19 outbreak in California. The directors asked questions. and a discussion ensued.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Hall, Mr. Orsini, Mr. Haaren, Mr. Silverman, Mr. Hort, Mr. Ziman, Mr. Karotkin, Mr. Brian, Mr. Weissmann and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Curnin, Mr. Goldin, Ms. Ricciardi and Ms. Egenes present.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Curnin, Mr. Goldin, Ms. Ricciardi and Ms. Egenes 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 7:15 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 20, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, March 20, 2020, at 9:30 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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Paul C. Curnin, Sara A. Ricciardi and Erica M. Egenes of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board approved (i) the Case Resolution Process Motion and (ii) the press release substantially on the terms discussed with the Board, and authorized and directed the officers of the Corporation to file each of them in a form consistent therewith.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson led a discussion on the Companies' efforts to comply with the shelter-in-place order issued in

response to the COVID-19 outbreak in California. The directors asked questions, and a discussion ensued.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:30 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 27, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, March 27, 2020, at 9:30 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 Andrew M. Vesey, John R. Simon, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, James M. Welsch, Brian M. Wong, Jane K. Yura, and Mark Quinlan, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Jason P. Wells joined the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on December 2, 2019, December 4, 2019, December 5, 2019, December 10 and 11, 2019, December 12, 2019, December 13, 2019, December 15, 2019, December 19, 2019 and December 30, 2019.

On motion made and seconded, the Board reviewed and approved Amendment No. 1 to the Companies' Annual Report on Form 10-K for the year ended December 31, 2019. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

During the foregoing discussion, Mr. Lewis, Mr. Mistry, Ms. Yura and Mr. Quinlan left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:25 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 5, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Tuesday, May 5, 2020, at 2:00 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, 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 Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Michael A. Lewis, Janet C. Loduca and Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Sara A. Ricciardi of Simpson Thacher & Bartlett LLP, Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Reid J. Schar of Jenner & Block LLP.

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

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

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[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Lewis and Mr. Schar left the meeting.

Mr. Wells presented an update on investor sentiment, including the Corporation's share price and multiples relative to industry peers.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Orsini, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present.

Mr. Wong was recalled and informed that, with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present, the directors discussed matters relating to the equity backstop commitment letters (Commitment Letters) and the fees payable by the Corporation to the parties to the Commitment Letters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:50 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 14, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, May 14, 2020, at 8:30 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, Michael J. Leffell, 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 Fred J. Fowler and Dominique Mielle 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 Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Sara A. Ricciardi of Simpson Thacher & Bartlett LLP, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Vesey presented a report on changes implemented by the Utility's management team. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the enterprise-wide initiatives to improve public and workforce safety, enhance customer experience and implement digital transformation; the Utility's process to develop regionalization strategies; initiatives to reduce adverse impacts of Public Safety Power Shutoff Program events; organizational changes implemented at the Utility; and steps taken to change the Utility's culture, including an expanded safety focus.

During the foregoing discussion, Christopher A. Foster, along with Brian W. Bolster and Charles Park of Goldman Sachs, joined the meeting.

Mr. Bolster, with the participation of Mr. Wells and Mr. Haaren, presented an update on investor outreach, 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 Corporation's share price and multiples relative to industry peers and the impact of the equity backstop commitment letters on the share price as a result of their "tiered" structure which only allows the Corporation to conduct a marketed offering at a per-share price significantly in excess of the current market value. The directors asked questions, and a discussion ensued.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Johnson left the meeting, and (ii) Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Orsini, Mr. Haaren, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present.

Mr. Wong was recalled and informed that, with Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi 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 10:20 a.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 21, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, May 21, 2020, at 11:30 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, Fred J. Fowler, William D. Johnson, 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. No director was absent.

Also participating by telephone at the beginning of the meeting were Andrew M. Vesey, Julie M. Kane, Michael Lewis, Janet C. Loduca, Brian M. Wong and Regina Venzon, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Eli Silverman of Lazard, Richard Hall of Cravath, Swaine & Moore LLP, Henry Weissmann of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners, and Joseph Herger of Bain & Company.

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

Mr. Vesey, with the participation of Ms. Venzon and Mr. Herger, led a discussion on a proposed plan of regionalization of the Utility. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the requirement to file a proposed regionalization application with the California Public Utilities Commission (CPUC) by June 30, 2020, the design principles of the proposed regionalization plan, the proposed operating regions into

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which the Utility would be divided and the proposed organizational structure of each region. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Jason P. Wells, along with Stephen Karotkin of Weil, Gotshal & Manges LLP, joined the meeting, and (ii) Mr. Silverman left the meeting.

After the discussion, Ms. Venzon and Mr. Herger left the meeting.

[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 1:05 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 28, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Thursday, May 28, 2020, at 2:00 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 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 Richard R. Barrera 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 Brian M. Wong, along with Paul C. Curnin, Mario A. Ponce and Ravi Purushotham of Simpson Thacher & Bartlett LLP, Richard Hall of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brian W. Bolster and Charles Park of Goldman Sachs, and Ray Craig, Jay Horine and Catherine O'Donnell of JPMorgan Chase & Co.

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

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During the forgoing discussion, Mr. Leffell and Mr. Vesey left the meeting.

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

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[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.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 29, 2020
PG&E CORPORATION

A special telephonic meeting of the Board of Directors of PG&E Corporation (Corporation) was held on Friday, May 29, 2020, 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, William D. Johnson, 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. Director Kristine M. Schmidt 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson), Richard Hall of Cravath, Swaine & Moore LLP, George W. Bilicic, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Brian W. Bolster and Charles Park of Goldman Sachs (Goldman), and Ray Craig, Jay Horine and Catherine O'Donnell of JPMorgan Chase & Co. (JPMorgan).

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

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Wolff left the meeting.

On motion made and seconded, the Board approved the Commitment Letter substantially on the terms discussed with the Board, and adopted the following resolution:

BE IT RESOLVED that the officers of the Corporation are authorized and directed (i) to negotiate, execute and deliver the Proposed Amendment substantially in the form discussed with the Board, (ii) to perform all obligations thereunder, and (iii) to carry out and perform all transactions contemplated thereunder.

BE IT FURTHER RESOLVED that the fair value to the Corporation in monetary terms of any consideration other than money rendered of the obligations of the backstop parties under the Proposed Amendment to the Commitment Letters in exchange for which shares of the Corporation's common stock, _____, are to be issued is equal to approximately [redacted] or more.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Park left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:30 p.m.

BRIAN M. WONG
Secretary

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

June 3, 2020

A telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 9:30 a.m. on Wednesday, June 3, 2020. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee.

Committee members Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Corporation's Bylaws.

Also participating by telephone at the beginning of the meeting were directors Meridee A. Moore and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Francisco Benavides, Stephen J. Cairns, Steven M. Holland, Jamie L. Martin, Andrew K. Williams, Jane K. Yura, Sujata Pagedar, and Christopher A. Pezzola, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Sujit Bhattacharya, Todd W. Filsinger, and Timothy Wang of Filsinger Energy Partners, and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.

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

Mr. Benavides opened the meeting with an update on the significant incident on June 2, 2020 involving a contracted helicopter that resulted in three fatalities. He described the investigation process that will be conducted by the National Transportation Safety Board (NTSB), and the Utility's role in supporting the NTSB's work. The Committee asked questions about the contractor's safety record, as well as what public comments the Utility had made to date. It was confirmed that the contractor historically had a strong safety record, and that any public comments would be directed by the NTSB. Mr. Benavides then provided a report on safety, 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. He presented a safety tailboard on hazardous

energy control. He then discussed, among other things, the Companies' safety performance for April 2020, reviewing key metrics for injuries and motor vehicle incidents and key metrics affecting public safety, as well as recent actions taken to improve contractor safety, ergonomics and accountability for safety.

Mr. Williams left the meeting, and E. Christine Cowsert and Mark Quinlan joined the meeting at this point.

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

Mr. Cairns presented an overview of risk management, providing context for risk reviews 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 risk register and Board oversight of the risks contained therein, as well as information that will be provided to the Committee on risks going forward. The Committee members noted the updated risk templates would continue to evolve to ensure appropriate information is conveyed to the Committee.

Ms. Cowsert presented an overview of the risk of a large overpressure event downstream of a gas measurement and control facility, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed key drivers of this risk, as well as controls and mitigations put in place to reduce the risk. The Committee members discussed the importance of reducing the number of overpressure events and noted the Utility's progress in this area.

Ms. Cowsert left the meeting, and Thomas M. French joined the meeting at this point.

Mr. Quinlan presented an overview of the enterprise cross-cutting factor Emergency Preparedness and Response, 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 impacts of this cross-cutting factor on different key enterprise risks, as well as risk reduction actions taken. Mr. Quinlan further elaborated on the deployment and uses of the Emergency Operations Center. The Committee members asked questions and discussed various aspects of Mr. Quinlan's presentation, and noted favorably the process to review and identify improvements for the future following each emergency event.

Ms. Martin left the meeting at this point.

Mr. French presented an overview of the risk of an electric transmission system-wide blackout, 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 key drivers of this risk, as well as controls and mitigations put in place to reduce the risk. The Committee members asked questions and discussed various aspects of Mr. French's presentation, including the impact of renewable energy sources on resource adequacy, and the need to continue to establish controls envisioning the resource mix of the future.

Mr. Quinlan left the meeting at this point.

Mr. Pezzola presented an update on all open high-risk internal audit issues with operational impacts, 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 status of open items.

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

Mr. Pezzola continued his presentation with a discussion of a privileged and confidential audit. The Committee members asked questions and discussed various aspects

of Mr. Pezzola's presentation, noting progress in the development of action plans to address high-risk issues.

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

The Committee discussed and saw no need for an executive session.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 10:55 a.m.

SUJATA PAGEDAR
Secretary

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

April 28, 2020

A telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 9:55 a.m. on Tuesday, April 28, 2020. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee. The first portion of the meeting also was held concurrently with meetings of the Companies' respective Audit Committees and the PG&E Corporation Compliance and Public Policy (CPP) Committee.

Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Utility's Bylaws. Committee member Fred J. Fowler 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, 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, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Francisco Benavides, Stephen J. Cairns, Steven M. Holland, Robert S. Kenney, David S. Thomason, Brian M. Wong, Jane K. Yura, Sujata Pagedar, Lise H. Jordan, and Christopher A. Pezzola, along with Angela Anderson and Douglas A. Bennett of NorthStar Consulting Group (NorthStar), Timothy J. Gillam of Deloitte & Touche LLP, Nicholas S. Goldin, Mario A. Ponce, and Ravi Purushotham of Simpson Thacher & Bartlett LLP (Simpson), and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP (Kirkland).

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

Mr. Benavides provided a report on safety, which included a discussion of materials that had been provided to the Audit, CPP, and SNO Committee members (Committee Members) in advance of the meeting and that are included in the records of this Committee. He presented a safety tailboard on ergonomics. He then discussed, among other things, a recent contractor

fatality involving an off-road utility vehicle; the Companies' 100-day plan to improve safety; the Companies' 2020 safety program, including performance targets and metrics for serious injuries and fatalities as well as injury and motor vehicle incidents; and findings from a field assessment conducted by the Independent Safety Oversight Committee. The Committee asked questions and discussed, among other matters, the recent contractor fatality, how to eliminate similar incidents in the future, opportunities for using data to prevent future safety incidents, and opportunities to build a stronger safety culture.

Mr. Vesey presented a report on the Companies' operations during the COVID-19 pandemic. The Committee Members asked questions and discussed, among other matters, current impacts to employees, including the sequestration of certain employees performing critical functions; strategies being employed to plan for future work; and ongoing efforts to prepare for the fire season.

Mr. Wong presented proposed amendments to the respective charters of the SNO Committees and the CPP Committee to (1) transfer oversight responsibilities relating to the Utility's Wildfire Mitigation Plan from the CPP Committee to the SNO Committees, and (2) clarify and memorialize the CPP Committee's oversight responsibility relating to significant external commitments. 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. After discussion, on motion made and seconded, the Committee agreed to recommend that the Companies' Boards approve the proposed amendments to the CPP Committee and SNO Committee charters, as presented.

At this point, Mr. Wong left the meeting, and Michael W. Seitz joined the meeting.

Mr. Seitz presented a report on the Companies' ongoing efforts to develop an enterprise data management strategy and to improve enterprise data quality. 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 ongoing and planned activities and initiatives. The Committee Members asked questions and discussed, among other matters, governance of this

work, benchmarking conducted to date, and various data management initiatives.

Mr. Barrera and Mr. Seitz left the meeting, and E. Christine Cowsert, Clifford J. Gleicher, and Maureen R. Zawalick joined the meeting at this point.

Ms. Kane and Mr. Gleicher presented a report regarding noncompliance (e.g., notices of violations), which included a discussion with Ms. Cowsert, Ms. Jordan, and Ms. Zawalick 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, opportunities to reduce the number of nonconformance incidents in the future by increasing the focus on controls.

Ms. Moore, Ms. Cowsert, Mr. Gleicher, and Ms. Zawalick left the meeting at this point.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2020, 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 2020 IA Work Plan. The Committee Members asked questions and discussed various aspects of Mr. Pezzola's presentation.

Mr. Simon, Mr. Wells, Ms. Giammona, Ms. Kane, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Benavides, Mr. Cairns, Mr. Holland, Mr. Kenney, Mr. Thomason, Ms. Yura, Ms. Pagedar, Ms. Jordan, Mr. Pezzola, Ms. Anderson, Mr. Bennett, Mr. Gillam, Mr. Kalil, and Mr. Keegan and were excused, and the meeting continued in executive session with Mr. Leffell, Ms. Mielle, Mr. Wolff, Mr. Woolard, Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present.

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

Mr. Leffell, Ms. Mielle, Mr. Wolff, Mr. Woolard, Mr. Johnson, Mr. Vesey, Ms. Pagedar, and Mr. Goldin left the

meeting, and the concurrent session with the Audit Committees and the CPP Committee ended at this point.

The meeting recessed at 12:20 p.m. and reconvened at 1:50 p.m.

Sara A. Ricciardi of Simpson joined the meeting at this point, and the meeting continued in executive session with Mr. Ponce, Mr. Purushotham, and Ms. Ricciardi present.

The Committee concluded its executive session. Ms. Pagedar was recalled and informed that the Committee had conducted its 2019 performance evaluation, and that, following discussion, the Committee had concluded that, based on the results of its 2019 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

At this point, the following individuals rejoined the meeting: Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Giammona, Ms. Kane, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Benavides, Mr. Cairns, and Ms. Yura, along with Ms. Anderson and Mr. Bennett of NorthStar and Mr. Kalil and Mr. Keegan of Kirkland.

Mr. Benavides presented a safety tailboard on motor vehicle incidents. The Committee members asked questions and discussed various aspects of his presentation.

Aaron J. Johnson, Deborah W. Powell, Matthew T. Pender, and Mark Quinlan, along with Darrell Smith of NorthStar, joined the meeting at this point.

Mr. Welsch presented a report on 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 Generation’s safety, operational, and financial performance year-to-date, as well as Generation’s ongoing efforts with respect to compliance and quality verification. The Committee members asked questions and discussed various aspects of Mr. Welsch’s presentation.

Mr. Johnson and Mr. Quinlan presented a report on Public Safety Power Shutoff (PSPS) operational readiness, 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, they discussed actions taken to reduce restoration times following a PSPS event, upgraded staffing and resources, and ongoing outreach to various counties and tribes. The Committee members asked questions and discussed, among other matters, communication and outreach to customers, and the impacts of COVID-19 on outreach efforts with local governments.

Mr. Johnson and Mr. Quinlan left the meeting, and E. Christine Cowsert rejoined the meeting at this point.

Ms. Powell and Ms. Campbell led a discussion regarding management's draft first quarter 2020 report on the Utility's progress on the Community Wildfire Safety Program, its 2020 Wildfire Mitigation Plan, and compliance with the terms of probation relating to wildfire safety. 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, they discussed the impact of COVID-19 on work prioritization, preparation efforts for 2020 PSPS events, mapping of high fire risk areas and compliance with probation terms. The Committee members asked questions and discussed, among other matters, the metrics and milestones presented in the report, as well as the frequency of the report. The Committee members affirmed that the content of the report was appropriate, and the cadence of a monthly short report and quarterly long report would provide the Committee with sufficient information to support its oversight of the Utility's wildfire mitigation efforts.

Ms. Powell presented an update on Electric Operations' Asset Management Improvement Plan to reduce overall enterprise risks related to asset failures. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed the development of an asset management improvement strategy, and efforts to implement the ISO 55001 asset management framework. The Committee members asked questions and discussed various aspects of Ms. Powell's presentation.

Ms. Powell and Mr. Pender left the meeting at this point.

Ms. Cowsert presented a report on risk management activities associated with potential loss of containment at a measurement and control or compression and processing facility, one of the enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She described the risk, and discussed, among other things, risk drivers, and the Utility's risk mitigation strategy and status. The Committee members asked questions and discussed, among other matters, the Utility's remediation activities for this risk.

Ms. Cowsert then presented an update on the Utility's Enterprise Inspection Standard, 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. She described the application of the Standard to high-priority inspections across the enterprise, as well as governance over the implementation of the Standard. The Committee members asked questions and discussed the Standard.

At this point, Ms. Cowsert left the meeting.

On motion made and seconded, the minutes of the Committee meetings held on May 15, 2019, February 11, 2020, and February 20, 2020 were approved.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 3:35 p.m.

SUJATA PAGEDAR
Secretary

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

March 27, 2020

A special telephonic meeting of the Safety and Nuclear Oversight (SNO) Committee of the Board of Directors of PG&E Corporation (Corporation) was held at 8:00 a.m. on Friday, March 27, 2020. The meeting was held concurrently with a meeting of the Pacific Gas and Electric Company (Utility and, together with the Corporation, the Companies) SNO Committee.

Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Corporation's Bylaws. No Committee member was absent.

Also participating by telephone at the beginning of the meeting was director Meridee A. Moore, as well as William D. Johnson, Andrew M. Vesey, Francisco Benavides, and Frances S. Chang, along with Nicholas S. Goldin and Jennifer Isaacman of Simpson Thacher & Bartlett LLP.

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

Ms. Chang was excused, and the meeting began in executive session with Ms. Moore, Mr. Johnson, Mr. Vesey, Mr. Benavides, Mr. Goldin, and Ms. Isaacman present.

The Committee concluded its executive session. Ms. Chang was recalled and informed that the following discussion took place:

- Mr. Benavides, the Companies' Chief Safety Officer, discussed his experience in health, safety, and environmental management and his strategies for improving the Companies' safety performance. The Committee members asked questions, and a discussion ensued.

At this point, the following individuals entered the meeting: John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, E. Christine Cowsert, Jamie L. Martin, Jan A. Nimick, and Jane K. Yura, along with Angela

Anderson of NorthStar Consulting Group and Christopher W. Keegan of Kirkland & Ellis LLP.

Ms. Cowsert presented an overview of the risk of a loss of containment at natural gas storage wells or reservoirs, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She discussed, among other things, the scope of the risk of a loss of containment, including safety and environmental consequences and key risk drivers, and the mitigation program, including baseline casing inspections and elimination of the single point of failure by converting all wells to tubing and packer configuration by the end of 2025. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation.

Ms. Cowsert left the meeting at this point.

Mr. Nimick presented an overview of the risk of employee and contractor safety incidents, a key enterprise risk addressed in the Companies' EORM program. 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. He described the risk of employee safety incidents, and discussed, among other things, risk drivers and risk mitigations, including continuing efforts to raise the level of clinic support provided to the Utility's workforce and leveraging data in order to expand understanding of injury causes and control effectiveness of mitigations. The Committee members asked questions and discussed various aspects of Mr. Nimick's presentation.

Ms. Martin and Mr. Nimick left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on December 10, 2019 were approved.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 9:20 a.m.

FRANCES S. CHANG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 6, 2020
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, January 6, 2020, 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 (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 Jason P. Wells and Linda Y.H. Cheng, along with Kourtney J. Kinsel, 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.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Johnson, Mr. Vesey, Mr. Wells, Ms. Kinsel, Mr. Ponce, and Mr. Qusba present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that the following discussions took place and the following actions were taken:

- Ms. Moore, Chair of the PG&E Corporation Compensation Committee, discussed an organizational matter recommended by the Committee for the Utility Board's consideration, as described in materials that had been provided to the

[1] [redacted]

directors in advance of the meeting and that are included in the records of this Board. She reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

- The Board adopted the following resolution:
  BE IT RESOLVED that Stephanie Williams is hereby elected Vice President, Finance and Planning, effective as of January 1, 2020.

At this point, John R. Simon, Julie M. Kane, Janet C. Loduca, and William V. Manheim, along with David C. Abrams of Abrams Capital Management, L.P., joined the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on September 6, 2019, September 8, 2019, September 10 and 11, 2019, September 20, 2019, and September 26, 2019.

Mr. Johnson, Mr. Simon, Mr. Manheim, and Mr. Abrams led a discussion regarding the Companies' Chapter 11 cases. 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 a potential agreement with the Governor's office involving potential changes to the Companies' joint plan of reorganization (POR), including governance changes and a process for enhanced regulatory oversight of the Utility following the Companies' emergence from Chapter 11; and potential financing structures to fund the Companies' POR. Mr. Abrams, who had participated as a representative of the Corporation's equity holders in certain of the discussions with representatives of the Governor's office concerning the potential agreement, was invited to provide the Board with his perspective on the potential agreement with the Governor's office and discussions relating thereto. The directors asked questions, and a discussion ensued.

Mr. Abrams left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (1) Ms. Campbell and Ms. Mielle joined the meeting, and (2) Mr. Wolff left the meeting.

After the discussion, Andrew K. Williams, along with James A. Mesterharm and David Hindman of AlixPartners, joined the meeting.

Mr. Wells, Mr. Williams, Mr. Hindman, and Mr. Mesterharm presented a report on cost savings opportunities associated with monetization of the Companies' San Francisco General Office complex (SFGO). This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed a proposed SFGO real estate monetization plan, related California Public Utilities Commission (CPUC) approvals, projected financial outcomes, and a preliminary timeline and next steps for execution of this plan. The directors asked questions and discussed, among other matters, CPUC and Bankruptcy Court approvals that would be required to execute the proposed plan, and projected financial outcomes.

On motion made and seconded, the Board authorized management to negotiate and enter into a non-binding letter of intent with TMG Partners to enter the bidding process in connection with the proposed SFGO real estate monetization plan, as described at the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:40 a.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 17, 2020
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, January 17, 2020, 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 (who joined during the meeting as noted below), 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 Smith, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director Nora Mead Brownell was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Janet C. Loduca, Linda Y.H. Cheng, and Brian M. Wong, along with 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, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Henry Weissmann of Munger, Tolles & Olson LLP.

Quorum present, Mr. Johnson, Chief Executive Officer (CEO) 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.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board agreed to (1) authorize the officers of the Utility to enter into an RSA with members of the Ad Hoc Committee of Senior Unsecured Noteholders and certain other parties on substantially the economic terms presented to the Board, and (2) authorize the CEO of the Corporation, on behalf of the Utility, to negotiate and approve changes to the anticipated non-economic terms of the RSA in consultation with the Chair of the Board of the Corporation and counsel for the independent members of the Board.

During the foregoing discussion, (1) directors Jeffrey L. Bleich and Dominique Mielle joined the meeting, and (2) Mr. Bleich and Mr. Orsini left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson reported on recent developments regarding the Utility's probation in connection with the federal criminal case related to the 2010 San Bruno explosion.

Ms. Loduca noted Ms. Cheng's upcoming retirement from the Companies, and Mr. Johnson noted the upcoming departure of an officer of the Utility. They commented on succession plans for these officers.

At this point, Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, Ms. Cheng, Mr. Wong, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, 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 1:50 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 23, 2020
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, January 23, 2020, 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 (who joined during the meeting as noted below), 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, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Director William L. Smith 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, Robert S. Kenney, and Brian M. Wong, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

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.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Director Nora Mead Brownell joined the meeting during the foregoing discussion.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney presented a report on regulatory and legislative matters, including the CPUC's first business meeting of the year and its priorities for 2020, the status

of the CPUC's Order Instituting Investigation regarding the Companies' joint POR, and recent developments regarding proposed legislation that would impose penalties on utilities related to Public Safety Power Shutoff (PSPS) events.

During the foregoing discussion, Fong Wan, along with David Hindman of AlixPartners, joined the meeting.

Mr. Wan and Mr. Hindman presented a report on (1) cost savings opportunities associated with sales of renewable energy credits (RECs), and (2) new resource adequacy and distributed generation spend. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the results of the Utility's November 2019 Request for Offers (RFO) for long-term renewable energy and associated RECs, and the Utility's continuing efforts to market excess renewable energy . Mr. Wan discussed the Utility's planned implementation of Distributed Generation Enabled Microgrids (DGEM) to provide power to customers that could be safely energized during a PSPS event, the Utility's related RFO, the Utility's recent filing in the CPUC's microgrids and resiliency strategies Order Instituting Rulemaking, and a preliminary 2020-2025 forecast of DGEM costs. The directors asked questions and discussed various aspects of Mr. Wan's and Mr. Hindman's presentation.

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

Ms. Cheng was recalled and informed that with Mr. Johnson, 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 12:15 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – January 30, 2020
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, January 30, 2020, 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, Jeffrey L. Bleich, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William Smith (who joined during the meeting as noted below), Andrew M. Vesey, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Nora Mead Brownell 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, Robert S. Kenney, and Brian M. Wong, along with David C. Abrams of Abrams Capital Management, L.P., Thomas A. Wagner of Knighthead Capital Management LLC, Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Eli Silverman and Kenneth S. Ziman of Lazard, and Henry Weissmann of Munger, Tolles & Olson LLP.

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.

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At this point, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Wong, Mr. Hall, Mr. Karotkin, Mr. Mesterharm, 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 4:05 p.m.

LINDA Y.H. CHENG
Secretary

SAFETY AND NUCLEAR OVERSIGHT COMMITTEE OF THE
BOARD OF DIRECTORS OF PACIFIC GAS AND ELECTRIC COMPANY
February 11, 2020

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 9:15 a.m. on Tuesday, February 11, 2020. The meeting was held concurrently with meetings of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee, and the Companies' respective Audit Committees.

SNO Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Utility's Bylaws. No Committee member was absent.

Also participating by telephone at the beginning of the meeting were directors Richard R. Barrera, Dominique Mielle, Meridee A. Moore, and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, David S. Thomason, Jane K. Yura, Eric Montizambert, and Christopher A. Pezzola, along with Ellen Basilico, Timothy J. Gillam, and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP (D&T), and Erica M. Egenes and Mario A. Ponce of Simpson Thacher & Bartlett LLP.

Quorum present, Ms. Mielle, Chair of the Audit Committees, presided over the concurrent meeting. Mr. Montizambert served as secretary of the concurrent meeting.

Mr. Cairns and Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the fourth 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, they 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. Cairns' and Mr. Pezzola's presentation.

During the foregoing presentation and discussion, (1) Jamie L. Martin, Clifford J. Gleicher, and Joel A. Moss joined the meeting, and (2) Ms. Brownell left the meeting.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 9:40 a.m.

ERIC MONTIZAMBERT
Secretary

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

February 20, 2020

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 12:45 p.m. on Thursday, February 20, 2020, 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 (who entered during the meeting as noted below), Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith. Committee member Jeffrey L. Bleich attended by telephone, as permitted by the Utility's Bylaws. No Committee member was absent.

Also present at 77 Beale Street at the beginning of the meeting was director Meridee A. Moore, as well as William D. Johnson, Andrew M. Vesey, John R. Simon, Loraine M. Giammona, Julie M. Kane, Kathleen B. Kay, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, Jan A. Nimick, Jane K. Yura, and Wondy S. Lee, along with Angela Anderson and Douglas A. Bennett of NorthStar Consulting Group and Christopher W. Keegan of Kirkland & Ellis LLP.

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

Mr. Nimick presented a safety tailboard on snake awareness and bite avoidance. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick then presented an update on a recent serious injury or fatality (SIF) event. The Committee members asked questions and discussed various aspects of his presentation.

Mr. Nimick next presented a report on the One PG&E Safety Plan (Plan), 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 the Committee. Among other things, he discussed enterprise-wide initiatives designed to result in continued improvement in the

Companies' safety performance; the Companies' 2019 Days Away, Restricted, or Transferred (DART) rate and Preventable Motor Vehicle Incident (PMVI) rate performance; establishment of the Independent Safety Oversight Committee (ISOC); and the ISOC's initial wildfire-related safety visit in December 2019. The Committee members asked questions and discussed, among other matters, the Companies' DART performance, and various initiatives under the Plan. The Committee requested additional information regarding DART and PMVI rate rolling averages.

Committee member Nora Mead Brownell entered the meeting during the foregoing presentation and discussion.

Mr. Welsch presented a report on 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 Nuclear Generation's and Power Generation's respective 2019 end-of-year safety performance, and the Utility's recent settlement with various parties regarding funding for the cost of decommissioning the Diablo Canyon Power Plant. The Committee members asked questions and discussed various aspects of Mr. Welsch's presentation.

Fong Wan, Deborah W. Powell, and Jason Regan entered the meeting at this point.

Ms. Yura presented a report on Gas Operations' 2020 Compliance and Risk Mitigation Plan , 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 reduction in Notices of Violation (NOVs) and non-conformances in 2019 compared to 2018, areas of focus for the 2020 Compliance Plan and the 2020 Risk Mitigation Plan, Gas Operations' top 2020 risks, and key controls and mitigations. The Committee members asked questions and discussed, among other matters, planned actions to address key drivers of non-conformance, and mitigation programs to address Gas Operations' top risks.

Martin Strasburger entered the meeting at this point.

Mr. Lewis introduced a presentation on the Utility's post-2019 and planned 2020 Public Safety Power Shutoff (PSPS)

mitigation plans. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, Mr. Regan and Mr. Wan discussed actions currently being implemented or planned for 2020 to reduce the frequency of PSPS events, reduce the number of customers impacted, mitigate the impact on affected customers, reduce the duration of PSPS events, and increase community and county outreach. The Committee members asked questions and discussed, among other matters, various PSPS mitigation actions, including deployment of distribution generation-enabled microgrids, and the Companies' community and county outreach activities.

Director John M. Woolard entered the meeting during the foregoing presentation and discussion.

Mr. Wan, Ms. Powell, and Mr. Regan left the meeting, and Christine Cowsert 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. Among other things, he discussed the Cybersecurity team's work in identifying, analyzing, and mitigating cybersecurity threats to the Companies; the Companies' assessment of cybersecurity attack as a risk event driver rather than a risk event; current cybersecurity threats facing the Companies; and the Companies' threat management processes. The Committee members asked questions and discussed various aspects of Mr. Strasburger's presentation.

Mr. Strasburger left the meeting at this point.

Ms. Cowsert presented a report on risk management activities associated with a loss of containment that would result from hypothetical third-party cross bore damage to gas distribution facilities, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She described the risk, and discussed, among other things, risk drivers, and the Utility's risk mitigation strategy and status. The Committee members asked questions and

discussed, among other matters, the Utility's cross bore prevention and remediation programs, and public awareness programs.

At this point, (1) Ms. Cowsert left the meeting, (2) Paula A. Gerfen entered the meeting, and (3) Megan Hertzler joined the meeting by telephone.

Ms. Loduca introduced a presentation on risk management activities associated with enterprise records and information management, one of the key enterprise risk topics 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. She noted that at its meeting earlier in the day, the Compliance and Public Policy (CPP) Committee requested that management present a report on the Companies' strategy for data integrity and records management, including IT solutions, at the upcoming joint meeting of the Audit Committees, the CPP Committee, and the SNO Committees scheduled in April 2020. Ms. Hertzler described the risk, and discussed, among other things, the Companies' risk mitigation strategy, actions, status, and challenges. The Committee members asked questions and discussed, among other matters, the status of key mitigation actions.

Ms. Hertzler left the meeting at this point.

Ms. Gerfen presented a report on risk management activities associated with motor vehicle safety incidents, a key enterprise risks addressed in the Companies' EORM program. 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. She described the risk, and discussed, among other things, risk performance and drivers, and mitigation actions. The Committee members asked questions and discussed various aspects of Ms. Gerfen's presentation.

Ms. Gerfen left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on November 19, 2019 were approved.

The secretary noted that, in advance of the meeting, the Committee members had been provided written materials on the Companies' 2019 safety program, including performance targets and metrics for workforce, motor vehicle, and public safety.

Ms. Giammona, Ms. Kane, Ms. Kay, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Cairns, Mr. Nimick, Ms. Yura, Ms. Lee, Ms. Anderson, Mr. Bennett, and Mr. Keegan left the meeting at this point, and the meeting continued in executive session, with Ms. Moore, Mr. Woolard, Mr. Johnson, Mr. Vesey, and Mr. Simon present during portions of the executive session meeting.

The secretary was recalled and informed that (1) with Ms. Moore, Mr. Woolard, Mr. Johnson, Mr. Vesey, and Mr. Simon present, the Committee continued its discussion regarding several of the topics covered earlier in the meeting, and (2) with Ms. Moore, Mr. Woolard, Mr. Johnson, and Mr. Vesey present, the Committee continued this discussion.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 3:35 p.m.

WONDY S. LEE
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

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

A video meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Wednesday, April 29, 2020, at 11:50 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, Andrew M. Vesey (who joined during the meeting as noted below), Alejandro D. Wolff, and John M. Woolard attended by video conference, as permitted by the Utility's Bylaws. No director was absent.

Also participating by video conference at the beginning of the meeting was Brian M. Wong, along with Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, 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. Mr. Wong served as secretary of the meeting.

Mr. Wong was excused, and the meeting was convened in executive session, with Mr. Johnson, Mr. Goldin, Mr. Ponce, Mr. Purushotham, and Mr. Qusba present.

The Board concluded its executive session. Mr. Wong was recalled and informed that the Board approved a proposed settlement agreement with the California Public Utilities Commission (CPUC) related to the Order Instituting Investigation on the 2017 and 2018 Northern California wildfires, substantially on the terms discussed with the Board.

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1 [redacted]

At this point, director Andrew M. Vesey, as well as John R. Simon and Janet C. Loduca, joined the meeting.

The Board conducted its annual performance evaluation. Mr. Purushotham described the process used for conducting the 2019 Board and committee performance evaluations. He stated that Simpson had prepared and distributed confidential questionnaires to solicit the directors' input regarding both committee and Board performance, and that Simpson compiled the directors' responses in advance of the meeting. He then summarized the feedback received on the Board's performance. Following discussion, the Board concluded that, based on the results of its 2019 performance evaluation, (i) the Board has met its responsibilities diligently, and (ii) the Board and its committees are functioning effectively.

Mr. Leffell, Chair of the Corporation's Nominating and Governance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that (i) the Corporation Board establish a Technology and Cybersecurity Committee to assist the Boards in fulfilling their fiduciary responsibilities with respect to the oversight and review of risks, opportunities, and other matters associated with technology, cybersecurity, and related fields, as described in the materials, and (ii) Cheryl F. Campbell, William L. Smith, and John M. Woolard continue to serve on the Boards following the Board refreshment process underway in connection with the Companies' emergence from Chapter 11. He reviewed the background and reasons for the proposed actions. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved the continuation of Ms. Campbell's, Mr. Smith's, and Mr. Woolard's service on the Board following the Board refreshment process.

Ms. Moore, Chair of the Corporation's Compensation Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the Committee's recommendation that the Corporation Board approve an amendment to the PG&E Corporation 2014 Long-Term Incentive Plan (LTIP) to increase the maximum number of shares of Corporation common stock available for issuance under the LTIP, due to anticipated needs for 2020 and 2021 LTIP awards, which amendment would be incorporated in the supplement to the Companies' joint plan of reorganization (POR) and would become effective upon the effective date of the POR, as described in the materials. She reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

At this point, Jason P. Wells, Julie M. Kane, and Francisco Benavides, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, joined the meeting.

Mr. Benavides led a discussion on safety risks associated with arc flashes and control measures to mitigate such risks, as described in materials that had provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

At this point, Mr. Benavides left the meeting.

Ms. Campbell, Chair of the Companies' Safety and Nuclear Oversight (SNO) Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, which included a concurrent session with the Companies' Audit Committees and the Corporation's Compliance and Public Policy (CPP) Committee, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the joint recommendation of the SNO Committees and the CPP Committee that the Boards adopt

amendments to these committees' respective charters reflecting the reallocation of wildfire-related oversight duties from the CPP Committee to the SNO Committees and clarification of additional responsibilities undertaken by the CPP Committee, as described in the materials. She reviewed the background and reasons for the proposed action. She also discussed an update presented to the SNO, Audit, and CPP Committees regarding the progress made by the Companies on high-risk audit items. The directors asked questions, and a discussion ensued.

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

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

Mr. Barrera, Chair of the Corporation's Finance Committee, presented a report and led a discussion on the actions taken and key topics discussed at the Committee's most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the Committee's recommendation that the Boards (i) approve expenditures for environmental remediation of contamination that resulted from the operation of the former Vallejo manufactured gas plant, and (ii) authorize certain actions in connection with the Companies' Chapter 11 exit financings, including the formation of a Corporation Pricing Committee, as described in the materials. He reviewed the background and reasons for the proposed actions. He also reported that the Committee discussed and decided to defer action on proposed expenditures for Phase 1 of the Butte County Rebuild Program, and that management agreed to provide the Committee with additional information regarding this

program at a future meeting. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board (i) approved expenditures for the Vallejo-1 manufactured gas plant environmental remediation project, substantially on the terms discussed with the Board, and (ii) authorized the proposed actions in connection with the Companies' Chapter 11 exit financings, substantially on the terms discussed with the Board (see Resolution 2 in Attachment A).

Mr. Johnson presented management's recommendations relating to (i) the appointment of a new member and new Chair of the Nuclear Facilities Decommissioning Master Trust Committee (Master Trust Committee), 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, and (ii) approval of minutes.

On motion made and seconded, the Board (i) appointed a new member and new Chair of the Master Trust Committee (see Resolution 3 in Attachment A), and (ii) approved the minutes of the Board meetings held on January 6, 2020, January 17, 2020, January 23, 2020, and January 30, 2020.

Ms. Mielle, Chair of the Companies' Audit Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she discussed the Committees' review and approval of revised general contract approval and signing thresholds for officers of the Companies, as described in the materials. The directors asked questions, and a discussion ensued.

Mr. Wells reviewed the Financial and Business Highlights report for March 2020, which was included in the materials that had been provided to the directors in advance of the meeting and that are included in the records

of this Board. The directors asked questions, and a discussion ensued.

At this point, Alejandro Vallejo joined the meeting.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Vallejo left the meeting, and (ii) Jessica C. Hogle and Robert S. Kenney joined the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed various proposed stimulus bills in relation to the COVID-19 pandemic, a recent decision by the Federal Energy Regulatory Commission denying the City and County of San Francisco's (City) complaint that the Utility unreasonably denied service to the City, the suspension of the CPUC procedural schedule, and updates on bills in the California legislature with potential impacts on the Companies. The directors asked questions, and a discussion ensued.

At this point, Ms. Hogle and Mr. Kenney left the meeting.

Mr. Vesey presented a report on operational matters, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed operational readiness relative

to COVID-19, including Public Safety Power Shutoff readiness, essential work and workforce plans, multiple disaster contingency planning, worker sequestration, and the return-to-work planning process. The directors asked questions, and a discussion ensued.

At this point (i) Ms. Anderson, Mr. Bennett, and Mr. Smith left the meeting, and (ii) Andrew K. Williams and Tara Agid, along with Stephen Karotkin of Weil, Gotshal & Manges LLP and James A. Mesterharm of AlixPartners, joined the meeting.

Mr. Simon, with the participation of Ms. Agid and Mr. Williams, presented an update on the optimization of the Companies' real estate assets. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the potential execution of a long-term lease with an option to purchase with respect to an office building in Oakland; the potential sale of the San Francisco General Office Complex; and short- and long-term benefits for the Companies, their employees, and their customers that could result from these potential transactions. The directors asked questions, and a discussion ensued.

At this point, (i) Mr. Williams and Ms. Agid left the meeting, and (ii) C. Daniel Haaren, Richard Hall, and Kevin J. Orsini of Cravath, Swaine & Moore LLP and Henry Weissmann of Munger, Tolles & Olson LLP joined the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:25 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

Pacific Gas and Electric Company Safety and Nuclear Oversight Committee

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

NOW, THEREFORE, BE IT RESOLVED that this Board of Directors hereby establishes a Safety and Nuclear Oversight Committee, to consist of at least three directors, one of whom shall be appointed as the Committee's chair; and

BE IT FURTHER RESOLVED that all members of the Safety and Nuclear Oversight Committee shall satisfy independence and qualification criteria established by this Board of Directors, as set forth in this company's Corporate Governance Guidelines, and shall be "independent" as defined by standards established by any stock exchange on which securities of this company or its parent, PG&E Corporation (the "Corporation"), are traded; and

BE IT FURTHER RESOLVED that the basic responsibility of the Safety and Nuclear Oversight Committee shall be to advise and assist this Board of Directors with respect to the oversight and review of (i) policies, practices, goals, issues, risks, and compliance relating to safety (including public and employee safety), and compliance issues related to the Utility's nuclear, generation, gas and electric transmission, and gas and electric distribution operations and facilities ("Operations and Facilities"), (ii) significant operational performance and other compliance issues related to such Operations and Facilities, and (iii) risk management policies and

practices related to such Operations and Facilities. This role is one of oversight and in no way alters management's authority, responsibility, or accountability. More specifically, with respect to such Operations and Facilities, the Safety and Nuclear Oversight Committee shall, among other things:

1. Review significant policies and issues related to safety, operational performance, and compliance.
2. Review with management the principal risks related to or arising out of the Utility's Operations and Facilities (including risks that are identified through PG&E's enterprise risk management program and that are selected in consultation with this Board of Directors and its committees, as applicable), and assess the effectiveness of the Utility's programs to manage or mitigate such risks, including with respect to:
   (a) the safe and reliable operation of any nuclear facilities owned by the Utility;
   (b) integrity management programs for the Utility's gas operations and facilities; and
   (c) asset management programs for the Utility's electric operations and facilities.
3. Review and discuss how the Utility can continue to improve its safety practices and operational performance.
4. Review and discuss the results of the Utility's goals, programs, policies, and practices with respect to promoting a strong safety culture.
5. Review the impact of significant changes in law and regulations affecting safety and operational performance.
6. Advise the Corporation's Compensation Committee on appropriate safety and operational goals to be included in PG&E's executive compensation programs and plans.
7. Meet at least six times per year. Such meetings shall include at least semiannual joint meetings with the Corporation's Safety and Nuclear Oversight Committee, the Utility's Audit Committee, the Corporation's Audit Committee, and the Corporation's Compliance and Public Policy Committee to discuss PG&E's compliance program and any other topics agreed upon by those committees.

8. (a) Review the adequacy and direction of the Utility's corporate safety function, including the appointment and replacement of any chief safety officer of the Utility (or any officer who is similarly given direct responsibility for overseeing enterprise-wide safety matters at the Utility) (the "Chief Safety Officer"), (b) review with the Chief Safety Officer the responsibilities, budget, and staffing of the Utility's safety function, (c) periodically review the Utility's safety and health functions, goals, and objectives represented in PG&E's five-year planning process, and (d) periodically review reports provided to management by the Chief Safety Officer.
9. Serve as a channel of communication between the Chief Safety Officer and this Board of Directors.
10. Meet separately with the Chief Safety Officer from time to time, at the discretion of the Chair of the Committee.
11. Report regularly (and at least semiannually) to this Board of Directors on deliberations and actions taken by the Committee, and issues considered and addressed as part of the Committee's oversight responsibilities.
12. Track progress against the Utility's Wildfire Safety Improvement Plan, as approved by the California Public Utilities Commission, and reflecting the new terms of the Utility's probation imposed on April 3, 2019 (the "April 2019 Probation") regarding wildfire safety. The Committee is to report in writing to this Board of Directors at least quarterly, and also present orally to this Board of Directors at least quarterly, the Utility's progress in meeting the terms of the approved Wildfire Safety Improvement Plan and the terms of the April 2019 Probation and, to the extent there are shortfalls, how the Utility will address the shortfalls.

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

BE IT FURTHER RESOLVED that the Chief Safety Officer shall regularly provide reports to the Safety and Nuclear Oversight Committee regarding (1) the status of the Utility's policies, practices, standards, goals, issues, risks, and compliance relating to safety, (2) activities

relating to creation and instillation of safety culture at the Utility, (3) activities relating to establishment of and performance on safety metrics, and (4) such other topics as may be requested by the Committee; and

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

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

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

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

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall have the right to retain or utilize, at this company's expense, the services of such firms or persons, including independent counsel or other advisors, as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities; and

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

and explained in the minutes of the Committee and this Board; and

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

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

Resolution 2

Part I: New Debt Securities Issuances and Bank Financings in Connection with the Plan of Reorganization

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

WHEREAS, the Debtors previously filed the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization* dated March 16, 2020 (as may be amended, modified or supplemented, the "Plan of Reorganization") with the Bankruptcy Court, which contemplates certain transactions that must be consummated prior to the effectiveness of the Plan of Reorganization and the Debtors' emergence from the Chapter 11 Cases;

WHEREAS, the Company has entered into a Restructuring Support Agreement dated December 6, 2019 with the Tort Claimants Committee, the Consenting Fire Claimant Professionals and the Shareholder Proponents (each as defined in the Plan of Reorganization), pursuant to which each party thereto agreed, upon the terms and subject to the conditions set forth therein, to support the Plan of Reorganization;

WHEREAS, The Company has entered into a Restructuring Support Agreement dated January 22, 2020 with the Consenting Noteholders and the Shareholder Proponents (each as defined in the Plan of Reorganization), pursuant

to which each party thereto agreed, upon the terms and subject to the conditions set forth therein, to support the Plan of Reorganization;

WHEREAS, implementation of the Plan of Reorganization may encompass (1) the issuance of up to $5.925 billion in aggregate principal amount of new debt securities, which debt securities may be either secured (and may include first mortgage bonds or notes secured by first mortgage bonds) or unsecured (the "Debt Securities"); (2) the issuance or incurrence of up to $6 billion of Debt Securities or Term Loans or any combination thereof (the "Flexible Short-Term Authority"); (3) the issuance of up to $1.75 billion in aggregate principal amount of first mortgage bonds, consisting of equal amounts of each issue of two series of first mortgage bonds of the Company, in exchange for the following outstanding unsecured senior notes of the Company in accordance with the Plan of Reorganization: (A) $400 million aggregate principal amount of 2.45% Senior Notes due 2022 (the "2022 Notes"), (B) $300 million aggregate principal amount of 4.25% Senior Notes due 2021 (the "2021A Notes"),(C) $250 million aggregate principal amount of 3.25% Senior Notes due 2021 (the "2021B Notes") and (D) $800 million aggregate principal amount of 3.50% Senior Notes due 2020 (the "2020 Notes" and, together with the 2022 Notes, the 2021A Notes and the 2021B Notes, the "Short-Term Exchanged Debt Securities"); (4) the issuance of up to $6.2 billion in aggregate principal amount of first mortgage bonds, consisting of equal amounts of each issue of two series of first mortgage bonds of the Company, in exchange for the following outstanding unsecured senior notes of the Company in accordance with the Plan of Reorganization: (A) $500 million aggregate principal amount of 5.125% Senior Notes due 2043 (the "2043 Notes"), (B) $800 million aggregate principal amount of 5.40% Senior Notes due 2040 (the "2040 Notes"), (C) $550 million aggregate principal amount of 6.25% Senior Notes due 2039 (the "2039 Notes"), (D) $950 million aggregate principal amount of 5.80% Senior Notes due 2037 (the "2037 Notes"), (E) $3 billion aggregate principal amount of 6.05% Senior Notes due 2034 (the "2034 Notes") and (F) $400 million aggregate principal amount of 6.35% Senior Notes due 2038 (the "2038 Notes" and, together with the 2043 Notes, the 2040 Notes, the 2039 Notes, the 2037 Notes and the 2034 Notes, the "Long-Term Exchanged Debt Securities");

(5) the issuance of up to $3.9 billion in aggregate principal amount of first mortgage bonds to the holders of claims relating to the Company's credit facilities and certain of the Company's Pollution Control bonds, in each case, existing prior to the Chapter 11 Cases; (6) the issuance of up to $9.575 billion in aggregate principal amount of first mortgage bonds of the Company to the applicable trustees under the Company's unsecured indentures in order to collateralize the following outstanding unsecured senior notes of the Company to be reinstated in accordance with the Plan of Reorganization: (A) $850 million aggregate principal amount of 3.95% Senior Notes due 2047 (the "2047 Notes"), (B) $600 million aggregate principal amount of 4.00% Senior Notes due 2046 (the "2046A Notes"), (C) $450 million aggregate principal amount of 4.25% Senior Notes due 2046 (the "2046B Notes"), (D) $600 million aggregate principal amount of 4.30% Senior Notes due 2045 (the "2045 Notes"), (E) $675 million aggregate principal amount of 4.75% Senior Notes due 2044 (the "2044 Notes"), (F) $375 million aggregate principal amount of 4.60% Senior Notes due 2043 (the "2043 Notes"), (G) $400 million aggregate principal amount of 4.45% Senior Notes due 2042 (the "2042A Notes"), (H) $350 million aggregate principal amount of 3.75% Senior Notes due 2042 (the 2042B Notes"), (I) $250 million aggregate principal amount of 4.50% Senior Notes due 2041 (the "2041 Notes"), (J) $300 million aggregate principal amount of 4.65% Senior Notes due 2028 (the "2028 Notes"), (K) $400 million aggregate principal amount of 3.30% Senior Notes due 2027 (the "2027A Notes"), (L) $1.150 billion aggregate principal amount of 3.30% Senior Notes due 2027 (the "2027B Notes"), (M) $600 million aggregate principal amount of 2.95% Senior Notes due 2026 (the "2026 Notes"), (N) $600 million aggregate principal amount of 3.50% Senior Notes due 2025 (the "2025 Notes"), (O) $450 million aggregate principal amount of 3.75% Senior Notes due 2024 (the "2024A Notes"), (P) $350 million aggregate principal amount of 3.40% Senior Notes due 2024 (the "2024B Notes"), (Q) $300 million aggregate principal amount of 3.85% Senior Notes due 2023 (the "2023A Notes"), (R) $500 million aggregate principal amount of 4.25% Senior Notes due 2023 (the "2023B Notes") and (S) $375 million aggregate principal amount of 3.25% Senior Notes due 2023 (the "2023C Notes, and, together with the 2047 Notes, the 2046A Notes, the 2046B Notes, the 2045

Notes, the 2044 Notes, the 2043 Notes, the 2042A Notes, the 2042B Notes, the 2041 Notes, the 2028 Notes, the 2027A Notes, the 2027B Notes, the 2026 Notes, the 2025 Notes, the 2024A Notes, the 2024B Notes, the 2023A Notes and the 2023B Notes, the "Reinstated Debt Securities"); (7) entry into one or more term loan facilities (the "Term Loans") providing for the incurrence of additional debt not to exceed the Flexible Short-Term Authority, which term loans may be either secured or unsecured; and (8) the issuance of up to $6 billion of first mortgage bonds to collateralize the Term Loans to the extent the Term Loans are secured;

WHEREAS, the Short-Term Exchanged Debt Securities, the Long-Term Exchanged Debt Securities, the 2046A Notes, the 2046B Notes, the 2045 Notes, the 2044 Notes, the 2043 Notes, the 2042A Notes, the 2042B Notes, the 2041 Notes, the 2027A Notes, the 2026 Notes, the 2025 Notes, the 2024A Notes, the 2024B Notes, the 2023A Notes and the 2023C Notes were issued pursuant to the Indenture dated as of April 22, 2005 (as supplemented, the "2005 Unsecured Indenture") between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the "2005 Unsecured Indenture Trustee");

WHEREAS, the 2047 Notes and the 2027B Notes were issued pursuant to the Indenture dated as of November 29, 2017 (the "2017 Unsecured Indenture") between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the "2017 Unsecured Indenture Trustee");

WHEREAS, the 2028 Notes and the 2023B Notes were issued pursuant to the Indenture dated as of August 6, 2018 (as supplemented, the "2018 Unsecured Indenture" and, together with the 2005 Unsecured Indenture and the 2017 Unsecured Indenture, the "Unsecured Indentures") between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the "2018 Unsecured Indenture Trustee, and, together with the 2005 Unsecured Indenture Trustee and the 2017 Unsecured Indenture Trustee, the "Unsecured Indenture Trustees");

WHEREAS, the Company has filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-3 (Registration No. 333-236629), as amended by Amendment No. 1 thereto (and as further amended, modified or supplemented from time to time), under the Securities Act of 1933, as amended (the "Securities Act"), providing for the registration of

$25,675,000,000 of securities of PG&E Corporation or the Company in the aggregate; and

WHEREAS, the Board of Directors of the Company (the "Board") finds it advisable for the Company (1) to prepare and file with the SEC one or more registration statements, to the extent necessary, for the registration under the Securities Act of (i) first mortgage bonds to be issued in connection with the collateralization of Reinstated Debt Securities, (ii) the Short-Term Secured Notes, (iii) the Long-Term Secured Notes, and/or (iv) the Funded Debt Securities, and (2) to consummate any registered Exchange Offer (as defined herein) with respect to the 2028 Notes and the 2023B Notes.

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company (1) to prepare and file with the SEC the Registration Statement, to the extent necessary, for registration under the Securities Act of (i) first mortgage bonds to be issued in connection with the collateralization of Reinstated Debt Securities, (ii) the Short-Term Secured Notes, (iii) the Long-Term Secured Notes, and/or (iv) the Funded Debt Securities (any of which may be added to the Registration Statement by pre-effective amendment, by post-effective amendment or by other means), and (2) to consummate any registered Exchange Offer with respect to the 2028 Notes and the 2023B Notes, and the Board hereby authorizes and approves such preparation and filing and such consummation of any registered Exchange Offer in connection with the 2028 Notes and the 2023B Notes;

BE IT FURTHER RESOLVED, that any officer of the Company (each, an "Officer" and, collectively, the "Officers") be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute, and file, or cause to be prepared, executed, and filed, with the SEC one or more registration statements or one or more combined registration statements of the Company and PG&E Corporation under the Securities Act, and any amendments to any registration statement, including the financial statements and all exhibits and schedules thereto, and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and prospectuses and supplements thereto and other documents relating thereto which such Officer deems

appropriate or which are required by law or regulation in connection therewith and any free-writing prospectus (together with such amendments, prospectuses, and other related documents, each a "Registration Statement"), with respect to (i) the first mortgage bonds to be issued in connection with the collateralization of Reinstated Debt Securities, (ii) the Short-Term Secured Notes, (iii) the Long-Term Secured Notes, and/or (iv) the Funded Debt Securities, or with respect to any registered Exchange Offer in connection with the 2028 Notes and the 2023B Notes;

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

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

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

A. New Debt Securities

BE IT FURTHER RESOLVED that the Company be, and hereby is, authorized to issue, sell and deliver from time to time the Debt Securities, in one or more registered offerings, exempt transactions, private placements, or a combination of each, in connection with the Plan of Reorganization;

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

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

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

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

possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

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

BE IT FURTHER RESOLVED that The Bank of New York Mellon Trust Company, N.A., or other such banking or financial institution as may be selected by the Delegated Officers, acting singly or jointly, is appointed to act as trustee under the Indentures;

BE IT FURTHER RESOLVED that the Debt Securities to be authenticated, issued, and delivered in accordance with the Indentures or any Supplemental Indenture shall be signed on behalf of the Company by the manual or facsimile signatures of any two of the following Delegated Officers: President, the Chief Executive Officer, any Vice President (which includes any Executive or Senior Vice President), the Chief Financial Officer, the Treasurer, the Controller, any Assistant Treasurer and the Corporate Secretary of the Company, and the Board hereby adopts the facsimile signatures of such Delegated Officers, and authorizes any two of such signatures to be affixed to the Debt Securities in the name and on behalf of the Company and, if any Delegated Officer whose manual or facsimile signature appears upon any of the Debt Securities is incapacitated or ceases to be an Delegated Officer prior to the authentication and delivery or disposition of any such Debt Securities, the Debt Securities or coupon (in the case of bearer instruments) appertaining thereto bearing such facsimile signature shall nevertheless be valid;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to cause the Debt Securities, when executed, to be delivered to the trustee for authentication and delivery by it, all

in accordance with the provisions of the Indentures and any Supplemental Indenture;

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and

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

B. Short-Term Exchanged Debt Securities

BE IT FURTHER RESOLVED that implementation of the Plan of Reorganization may include the issuance of first mortgage bonds of the Company to the holders of the Short-Term Exchanged Debt Securities, consisting of equal amounts of each issue of two series of first mortgage bonds (the "Short-Term Secured Notes"), to holders of the Short-Term Exchanged Debt Securities, in exchange for such Short-Term Exchanged Debt Securities;

BE IT FURTHER RESOLVED that the Short-Term Secured Notes shall be issued under the Indenture as follows: (A) $875 million aggregate principal amount of 3.45% first mortgage bonds due on the anniversary of the Effective Date in 2025 and (B) $875 million aggregate principal amount of 3.75% first mortgage bonds due on the anniversary of the Effective Date in 2028, and each series of Short-Term Exchanged Debt Securities will be exchanged for an equal amount of each series of first mortgage bonds that in the aggregate equal the outstanding principal amount of such series of Short-Term Exchanged Debt Securities;

BE IT FURTHER RESOLVED that the Short-Term Secured Notes shall otherwise have the same terms and conditions as the 2034 Notes;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

C. Long-Term Exchanged Debt Securities

BE IT FURTHER RESOLVED that implementation of the Plan of Reorganization may include the issuance of up to $6.2 billion in aggregate principal amount of first mortgage bonds of the Company, consisting of equal amounts of each issue of two series of first mortgage bonds (the

"Long-Term Secured Notes"), to holders of the Long-Term Exchanged Debt Securities, in exchange for such Long-Term Exchanged Debt Securities;

BE IT FURTHER RESOLVED that the Long-Term Secured Notes shall be issued under the Indenture as follows: (A) $3.1 billion aggregate principal amount of 4.55% first mortgage bonds due on the anniversary of the Effective Date in 2030 and (B) $3.1 billion aggregate principal amount of 4.95% first mortgage bonds due on the anniversary of the Effective Date in 2050, and each series of Long-Term Exchanged Debt Securities will be exchanged for an equal amount of each series of first mortgage bonds that in the aggregate equal the outstanding principal amount of such series of Long-Term Exchanged Debt Securities;

BE IT FURTHER RESOLVED that the Long-Term Secured Notes shall otherwise have the same terms and conditions as the 2047 Notes;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute and deliver, as applicable, any Supplemental Indenture to the Indenture to establish the terms of and effectuate the issuance of the Long-Term Secured Notes and the delivery of the Long-Term Secured Notes to holders of the Long-Term Exchanged Debt Securities, and to take such further actions under the Indenture and the Unsecured Indentures as may be necessary or advisable to carry out the foregoing resolutions;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

D. Pre-Petition Funded Debt

BE IT FURTHER RESOLVED that implementation of the Plan of Reorganization may include the issuance of first mortgage bonds of the Company to the holders of claims

relating to the Company's credit facilities and certain of the Company's Pollution Control bonds, in each case, existing prior to the Chapter 11 Cases (the "Funded Debt Securities");

BE IT FURTHER RESOLVED that the Funded Debt Securities shall be issued under the Indenture as follows: (A) $1.949 billion aggregate principal amount of 3.15% Debt Securities due on the 66 month anniversary of the Effective Date and (B) $1.949 billion aggregate principal amount of 4.50% Debt Securities due on the anniversary of the Effective Date in 2040;

BE IT FURTHER RESOLVED that the 3.15% Debt Securities due on the 66 month anniversary of the Effective Date shall otherwise have the same terms and conditions as the 2034 Notes and the 4.50% Debt Securities due 2040 shall otherwise have the same terms and conditions as the 2047 Notes;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver any Supplemental Indenture and such documents, certificates, and orders as may be required under the Indenture to establish, issue, and deliver the Funded Debt Securities to the applicable administrative agent or the applicable trustee, as the case may be, and to take such further actions under the Indenture as may be necessary or advisable to carry out the foregoing resolutions;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

E. Collateralization of Reinstated Debt Securities

BE IT FURTHER RESOLVED that implementation of the Plan of Reorganization may include the collateralization of

each series of Reinstated Debt Securities aggregating $9.575 billion in total;

BE IT FURTHER RESOLVED that each series of Collateral Bonds (as defined below) shall have the same series designation, interest rate, terms of redemption and maturity date as the corresponding series of Reinstated Debt Securities;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to approve forms of the Collateral Bonds (as defined below) and to execute and deliver to the applicable Unsecured Indenture Trustees of the following series of Collateral Bonds in order to equally and ratably secure the applicable series of Reinstated Debt Securities with the Company's first mortgage bonds, to be issued under the Indenture: (A) $850 million aggregate principal amount of 3.95% Collateral Bonds due 2047 (the "2047 Bonds"), (B) $600 million aggregate principal amount of 4.00% Collateral Bonds due 2046 (the "2046A Bonds"), (C) $450 million aggregate principal amount of 4.25% Collateral Bonds due 2046 (the "2046B Bonds"), (D) $600 million aggregate principal amount of 4.30% Collateral Bonds due 2045 (the "2045 Bonds"), (E) $675 million aggregate principal amount of 4.75% Collateral Bonds due 2044 (the "2044 Bonds"), (F) $375 million aggregate principal amount of 4.60% Collateral Bonds due 2043 (the "2043 Bonds"), (G) $400 million aggregate principal amount of 4.45% Collateral Bonds due 2042 (the "2042A Bonds"), (H) $350 million aggregate principal amount of 3.75% Collateral Bonds due 2042 (the 2042B Bonds"), (I) $250 million aggregate principal amount of 4.50% Collateral Bonds due 2041 (the "2041 Bonds"), (J) $300 million aggregate principal amount of 4.65% Collateral Bonds due 2028 (the "2028 Bonds"), (K) $400 million aggregate principal amount of 3.30% Collateral Bonds due 2027 (the "2027A Bonds"), (L) $1.150 billion aggregate principal amount of 3.30% Collateral Bonds due 2027 (the "2027B Bonds"), (M) $600 million aggregate principal amount of 2.95% Collateral Bonds due 2026 (the "2026 Bonds"), (N) $600 million aggregate principal amount of 3.50% Collateral Bonds due 2025 (the "2025 Bonds"), (O) $450 million aggregate principal amount of 3.75% Collateral Bonds due 2024 (the "2024A Bonds"), (P) $350

million aggregate principal amount of 3.40% Collateral Bonds due 2024 (the "2024B Bonds"), (Q) $300 million aggregate principal amount of 3.85% Collateral Bonds due 2023 (the "2023A Bonds"), (R) $500 million aggregate principal amount of 4.25% Collateral Bonds due 2023 (the "2023B Bonds") and (S) $375 million aggregate principal amount of 3.25% Collateral Bonds due 2023 (the "2023C Bonds, and, together with the 2047 Bonds, the 2046A Bonds, the 2046B Bonds, the 2045 Bonds, the 2044 Bonds, the 2043 Bonds, the 2042A Bonds, the 2042B Bonds, the 2041 Bonds, the 2028 Bonds, the 2027A Bonds, the 2027B Bonds, the 2026 Bonds, the 2025 Bonds, the 2024A Bonds, the 2024B Bonds, the 2023A Bonds and the 2023B Bonds, the "Collateral Bonds");

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take or cause to be taken all actions necessary or advisable to prepare, execute and deliver, as applicable any supplemental indenture to the Indenture and the Unsecured Indentures to effectuate the issuance of the Collateral Bonds and the delivery of the Collateral Bonds to the Unsecured Indenture Trustees and to add any terms to the Reinstated Debt Securities, as permitted under the Unsecured Indentures, to correspond to the terms of the Collateral Bonds and the Indenture, and to take such further actions under the Indenture and the Unsecured Indentures as may be necessary or advisable to carry out the foregoing resolutions;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

F. Exchange Offer for the 2028 Notes and the 2023B Notes

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority

to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to effect one or more exchange offers (each, an "Exchange Offer") for the 2028 Notes and the 2023B Notes for newly issued 2028 Notes and newly issued 2023B Notes, respectively, in transactions that are registered under the Securities Act or exempt from the registration requirements of the Securities Act, including pursuant to Section 3(a)(9) thereof, and (1) to cause to be prepared one or more registration statements, an offering circular, prospectus, or other disclosure document in connection with an Exchange Offer and all instruments, documents, and agreements necessary to effect such Exchange Offer, (2) to disseminate to holders of the 2028 Notes and the 2023B Notes to be exchanged appropriate Exchange Offer documents, and (3) to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate any Exchange Offer;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

G. Term Loans

BE IT FURTHER RESOLVED that implementation of the Plan of Reorganization may include one or more Term Loans providing for the incurrence of additional debt not to exceed the Flexible Short-Term Authority with such lenders, and such terms and conditions as any of the Delegated Officers deems necessary or advisable;

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Term Loans,

including: (1) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for lenders to provide such Term Loans, (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan on such terms and conditions as such Delegated Officer may deem necessary or advisable, and (3) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other documents, including, without limitation, any amendments, supplements or modifications to the foregoing, on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

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

the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

H. Inter-Company Borrowing

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

Part II: Authorization for New Short-Term Debt

WHEREAS, pursuant to the authorizations and decisions of the California Public Utilities Commission (the "CPUC"), the Company is authorized from time to time to incur up to $6 billion of short-term debt in the form of Short-Term Securities (as defined below), which is debt that requires repayment not more than 12 months after the date of issuance or execution, or debt that is issued under working capital facilities ("Authorized Short-Term Debt"); WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to be able to enter into, issue, amend, discharge, refinance, or refund such Authorized Short-Term Debt to provide for its capital requirements or for other appropriate corporate purposes consistent with the authorizations and decisions of the CPUC;

WHEREAS, it may be in the best interests of the Company and its shareholders for the company to enter into, issue, amend, discharge, refinance, or refund new and existing Authorized Short-Term Debt in the discretion of

the Delegated Officers, as hereinafter defined, so long as such entering into, issuance, amendment, discharge, refinancing, or refunding is within the limitations on short-term financing authorized by the CPUC;

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

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

A. Short-Term Securities

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

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

Officers in their discretion, the execution of the Indentures on behalf of the Company by any such Delegated Officer to be conclusive evidence of such approval by the Board, and to take any and all actions on behalf of the Company to effect performance of the Company's obligations under the Indentures;

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

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

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

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

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

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more purchase

agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, or similar agreements between the Company and such underwriters or agents as may be selected by any of the Delegated Officers (each an "Agent") providing for the sale by the Company of the Short-Term Securities to the Agents or the distribution of the Short-Term Securities inside or outside the United States and its territories or possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute, and file, or cause to be prepared, executed, and filed, with the SEC one or more registration statements or one or more combined registration statements of the Company and PG&E Corporation under the Securities Act, and any amendments to any registration statement, including the financial statements and all exhibits and schedules thereto, and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and prospectuses and supplements thereto and other documents relating thereto which such Delegated Officer deems appropriate or which are required by law or regulation in connection therewith and any free-writing prospectus (together with such amendments, prospectuses, and other related documents, each a "Registration Statement"), with respect to the offer, sale, or resale, as applicable, of an indeterminate amount of Short-Term Securities or with respect to the offer, sale, or resale, as applicable, of Short-Term Securities with an aggregate offering price as such Delegated Officer shall determine, subject to the limitations set forth in this resolution, or with respect to any registered Exchange Offer;

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

BE IT FURTHER RESOLVED, that for the purposes of facilitating the signing and filing of the Registration Statement and any amendments (including pre-effective

amendments or post-effective amendments) or supplements thereto, each of FRANCES S. CHANG, CHRISTINE M. DESANZE, JUSTYNA LLOYD, ROBIN J. REILLY, BRIAN M. WONG and JOSEPH C. YU (the "Authorized Delegated Officers") be, and each of them with full power and authority to act without the others hereby is, designated as attorney-in-fact and agent for the Company with full power of substitution and resubstitution; and the Delegated Officers and directors of the Company be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed to grant their several powers of attorney and the power of attorney of the Company to the Authorized Delegated Officers, and to each of them with full power and authority to act without the others;

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

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

B. Revolving Credit Facilities

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions necessary or advisable to enter into arrangements in respect of one or more Revolving Credit Facilities, including (1) engaging one or more arrangers or agents, on such terms and conditions as such Delegated Officer may deem necessary or advisable, to arrange for

lenders to provide such Revolving Credit Facility, (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Revolving Credit Facility on such terms and conditions as such Delegated Officer may deem necessary or advisable, (3) requesting loans and letters of credit under such Revolving Credit Facility in such amounts and at such times as such Delegated Officer may deem necessary or advisable, (4) exercising any so-called "accordion" feature or incremental uncommitted borrowing feature under such Revolving Credit Facility and increasing the maximum amount of indebtedness available under such Revolving Credit Facility, and negotiating, executing and delivering all such amendments, documents, agreements, notes, certificates and other items on behalf of the Company as may be required in connection therewith, (5) negotiating, executing, and delivering one or more swap, collar, or other interest rate management agreements in connection with any loans made or expected to be made under such Revolving Credit Facility, whether with existing lenders or other counterparties, and (6) negotiating, executing, and delivering, or authorizing and delegating authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, letter of credit reimbursement agreements, instruments, certificates, and other documents, including, without limitation, any amendments, supplements or modifications to the foregoing (including any actions to repay outstanding borrowings thereunder), on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

C. Accounts Receivable Financing

BE IT FURTHER RESOLVED that if an Delegated Officer decides that it is necessary or advisable to enter into an arrangement in respect of one or more Accounts Receivable Facilities, then (1) such Delegated Officer is authorized to organize one or more wholly owned subsidiaries as a special purpose, bankruptcy-remote limited liability company or other entity, as determined by such Delegated Officer (the "SPE"), (2) the Company is authorized to contribute to the capital of each such SPE such amounts as such Delegated Officer determines to be required to satisfy the requirements of such Accounts Receivable Facility, (3) the Company is authorized to (i) sell to the SPE up to all of its receivables arising

from the provision or transportation of electricity or natural gas and related services to wholesale and retail customers, both billed and unbilled (the "Receivables"), (ii) grant security interests in such Receivables in connection with the Accounts Receivable Facility and (iii) make financial accommodations in respect of Receivables so sold, including in respect of dilutions and repurchases thereof, (4) the purchase price payable to the Company by each such SPE for the Receivables shall be the fair market value of the Receivables, (5) the Company is authorized to continue to service the Receivables on behalf of each such SPE upon arm's-length terms, including the payment to the Company of an appropriate servicing fee, (6) the Company is authorized to provide guarantees of performance obligations of its affiliates participating in the Accounts Receivable Facilities and (7) the Company is authorized to finance a portion of each such SPE's purchase of the Receivables pursuant to a subordinated note issued by each such SPE to the Company upon arm's-length terms;

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the

foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

D. Term Loans

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

BE IT FURTHER RESOLVED that each Delegated Officer is authorized to take all actions necessary or advisable to enter into an arrangement in respect of a Term Loan Facility in the name and on behalf of the Company, including: (1) engaging one or more arrangers or agents on such terms and conditions as such Delegated Officer may approve to arrange for lenders to provide such Term Loan Facility, and (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan Facility on such terms and conditions as such Delegated Officer may approve;

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

E. Derivatives

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

BE IT FURTHER RESOLVED that the Delegated Officers are, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to solicit bids for Derivatives and to negotiate and approve the terms of the Derivatives transactions and the related Derivatives documentation in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company's floating rate debt

instruments and, for general corporate purposes, the values of the Company's assets, liabilities or other positions arising from movements in prices or other measures (including, without limitation, any futures account and other cleared derivatives agreements, any master agreements and schedules in the forms published by the International Swaps and Derivatives Association, Inc. ("ISDA"), any credit support annexes in the forms published by ISDA, any confirmations and the ISDA definitions incorporated therein, any ISDA protocols and related adherence letters, protocol agreements, questionnaire responses and other protocol documents, any guaranty, any contract or instrument containing embedded Derivatives and any other transaction document (collectively, the "Derivatives Documents"));

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

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

on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, collateral agreements and other similar agreements in connection with the Derivatives, pursuant to which the Company pledges or grants a security interest in, or a lien on, any and all real or personal property of the Company, whether now owned or hereafter acquired, including such property as may be described in the Indenture, or otherwise provides collateral (including first mortgage bonds or letters of credit) as security for the Company's obligations under the Derivatives on such terms and conditions as such Delegated Officer may deem appropriate, (2) negotiate, execute, and deliver one or more intercreditor agreements or collateral sharing agreements (or acknowledge and undertake responsibilities in connection with intercreditor and collateral sharing agreements made between creditors) relating to obligations of the Company held by different creditor groups on such terms as such Delegated Officer may deem necessary or advisable, and (3) negotiate, execute, and deliver, or authorize and delegate authority to any other Delegated Officer or employee of the Company to negotiate, execute, and deliver, such other agreements, notes, instruments, certificates, and other items on behalf of the Company as the Delegated Officer or employee executing the same may deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

F. Commercial Paper and Extendible Commercial Notes

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to action without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to take all such actions necessary or advisable to enter into an arrangement in respect of a commercial paper or extendible commercial note facility, including (1) engaging a dealer, issuing agent, and paying agent, on such terms and conditions as such Delegated Officer may approve, (2) borrowing for the use and benefit of the Company from time to time through the issuance of commercial paper notes or extendible commercial notes, (3) executing such commercial paper notes and extendible commercial notes in the name and on behalf of the Company, (4) negotiating, executing, and delivering (A) a commercial paper dealer agreement or extendible commercial notes agreement between the Company and the dealer selected by such Delegated Officer providing, among other things, for the sale of commercial paper notes or extendible commercial notes, respectively, on behalf of the Company and the indemnification of the dealer in connection therewith, and (B) an issuing and paying agency agreement between the Company and the issuing and paying agent selected by such Delegated Officer, in each case on such terms and conditions as such Delegated Officer, in his or her sole discretion, may approve, (5) delegating to any officer or employee of the Company authority to give instructions to the dealer pursuant to the commercial paper dealer agreement or the extendible commercial note dealer agreement, and (6) appointing additional dealers and successors to any of the parties named;

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

G. Inter-Company Borrowing

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

Part III: Authorization for New Long-Term Debt

WHEREAS, pursuant to the authorizations and decisions of CPUC and the Company's forecasted long-term

debt needs for 2021-2023 in the Disclosure Statement pursuant to the Plan of Reorganization, the Company is authorized from time to time to incur up to $7 billion of long-term debt, which is debt that requires repayment more than 12 months after the date of issuance or execution ("Authorized Long-Term Debt");

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

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

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

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

A. Long-Term Securities

BE IT FURTHER RESOLVED that the Authorized Long-Term Debt may include one or more new debt securities, which debt securities may be either secured (and may include first mortgage bonds or notes secured by first

mortgage bonds) or unsecured (the "Long-Term Securities") issued pursuant to one or more indentures or indentures of mortgage, including any supplemental indentures thereto;

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

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (1) negotiate, execute, and deliver one or more security agreements, pledge agreements, mortgages, deeds of trust, and other collateral agreements (in connection with the issuance of Long-Term Securities, pursuant to which the Company pledges or grants a security interest in, or a lien on, any or all real or personal property belonging to or

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

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

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

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

(a) determine whether it would be advantageous to the Company to redeem or defease all or any portion of any series of Long-Term Securities with proceeds of Long-Term Securities or other sources of funds, and (b) if such redemption or defeasance is determined to be advantageous to the Company, to do or cause to be done any and all other acts, including, but not limited to, execution of any and all agreements, documents, instruments, and certificates, as such Delegated Officers may deem necessary or appropriate to effectuate and consummate the redemption or defeasance of all or any portion of any series of Long-Term Securities;

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to (a) determine the final terms of any tender offer (each, an "Offer"), including, without limitation, the final terms of the consideration payable for Long-Term Securities in connection with an Offer, (b) approve the final forms of any offer to purchase (each, an "Offer to Purchase") and related letter of transmittal ("Letter of Transmittal")

and all other documentation related to an Offer, and (c) approve the engagement of one or more dealer managers, an information agent, and a depositary or tender agent for an Offer, the terms of such engagements, and the engagement agreements to be entered into with such parties;

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

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

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, and deliver one or more purchase

agreements, underwriting agreements, agency agreements, resale agreements, contracts, trade confirmations, or similar agreements between the Company and such underwriters or agents as may be selected by any of the Delegated Officers (each an "Agent") providing for the sale by the Company of the Long-Term Securities to the Agents or the distribution of the Long-Term Securities inside or outside the United States and its territories or possessions by the Agents on the terms and conditions authorized by any of the Delegated Officers;

BE IT FURTHER RESOLVED that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to prepare, execute, and file, or cause to be prepared, executed, and filed, with the SEC one or more registration statements or one or more combined registration statements of the Company and PG&E Corporation under the Securities Act, and any amendments to any registration statement, including the financial statements and all exhibits and schedules thereto, and one or more indentures to be qualified pursuant to the Trust Indenture Act of 1939, as amended, and prospectuses and supplements thereto and other documents relating thereto which such Delegated Officer deems appropriate or which are required by law or regulation in connection therewith and any free-writing prospectus (together with such amendments, prospectuses, and other related documents, each a "Registration Statement"), with respect to the offer, sale, or resale, as applicable, of an indeterminate amount of Long-Term Securities or with respect to the offer, sale, or resale, as applicable, of Long-Term Securities with an aggregate offering price as such Delegated Officer shall determine, subject to the limitations set forth in this resolution, or with respect to any registered Exchange Offer;

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

BE IT FURTHER RESOLVED, that for the purposes of facilitating the signing and filing of the Registration Statement and any amendments (including pre-effective

amendments or post-effective amendments) or supplements thereto, each of FRANCES S. CHANG, CHRISTINE M. DESANZE, JUSTYNA LLOYD, ROBIN J. REILLY, BRIAN M. WONG and JOSEPH C. YU (the "Authorized Delegated Officers") be, and each of them with full power and authority to act without the others hereby is, designated as attorney-in-fact and agent for the Company with full power of substitution and resubstitution; and the Delegated Officers and directors of the Company be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed to grant their several powers of attorney and the power of attorney of the Company to the Authorized Delegated Officers, and to each of them with full power and authority to act without the others;

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

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

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

B. Term Loans

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

BE IT FURTHER RESOLVED that each Delegated Officer is authorized to take all actions necessary or advisable to enter into an arrangement in respect of a Term Loan Facility in the name and on behalf of the Company, including: (1) engaging one or more arrangers or agents on such terms and conditions as such Delegated Officer may approve to arrange for lenders to provide such Term Loan Facility, and (2) negotiating, executing, and delivering one or more credit or loan agreements with lenders to provide such Term Loan Facility on such terms and conditions as such Delegated Officer may approve;

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

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

C. Derivatives

BE IT FURTHER RESOLVED, that, in connection with the Authorized Long-Term Debt and for general corporate

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

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

BE IT FURTHER RESOLVED, that the Delegated Officers be, and each of them with full power and authority to act without the others hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute and deliver the Derivatives Documents in order to hedge or otherwise reduce the exposures of the Company to potential changes in interest rates related to the Company's floating rate debt instruments and, for general corporate purposes, the values of the Company's assets, liabilities or other positions arising from

movements in prices or other measures, such execution to be conclusive evidence of the approval thereof, and to do and perform, or cause to be done and performed, all such acts, deeds and things and to negotiate, execute, deliver and perform, or cause to be negotiated, made, executed, delivered and performed, all agreements, documents, certificates or other instruments, and to obtain any and all approvals and consents that may be required or, in all cases, as such Officer, in his or her discretion, deems necessary or advisable in connection with the related Derivatives transactions (with such necessity or advisability being conclusively evidenced by the taking of such actions), including any amendments or supplements to any of the foregoing, as any of the Officers deems necessary or desirable from time to time;

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

deem necessary or advisable to effectuate or carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED that in order to fully carry out the intent and effectuate the purpose of the foregoing resolutions, the Delegated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take all actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, and to do any and all other acts and things whatsoever, in each case which shall in such Delegated Officer's judgment be deemed necessary, proper and advisable;

D. Inter-Company Borrowing

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

Part IV: General Authorization

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

execution, delivery or performance or the taking of such action, by any such Delegated Officer or such other authorized persons;

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

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

advisable or appropriate in order to carry out the intent and purposes of these resolutions; and

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

Resolution 3

Nuclear Facilities Decommissioning Master Trust Committee

WHEREAS, Pacific Gas and Electric Company (the "Company") has executed Nuclear Facilities Decommissioning Master Trust Agreements ("Agreements") for the Diablo Canyon Nuclear Generating Station and Humboldt Bay Nuclear Unit No. 3, which Agreements have been approved by the California Public Utilities Commission;

WHEREAS, these Agreements require the Company to establish a Nuclear Facilities Decommissioning Master Trust Committee ("Committee") consisting of five (5) members, of which at least three (3) must not be affiliated with the Company (the "non-affiliated" members);

WHEREAS, the Agreements provide that the affiliated members must be nominated by the management of the Company and confirmed by the Company's Board of Directors;

WHEREAS, it is appropriate for Pacific Gas and Electric Company's Treasurer to be a member of the Committee;

WHEREAS, Nicholas M. Bijur is no longer affiliated with Pacific Gas and Electric Company;

WHEREAS, the management of the Company has nominated Margaret K. Becker, Treasurer of the Company, to replace Mr. Bijur as an affiliated member of the Committee for a five-year term beginning May 1, 2020 and expiring on April 30, 2025;

WHEREAS, the management of the Company has nominated Ms. Becker to serve as Chair of the Committee, replacing Mr. Bijur;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The appointment of Margaret K. Becker, who has been nominated by the management of the Company (i) to serve a five-year term that

begins on May 1, 2020 and expires on April 30, 2025, and (ii) to serve as Chair of the Committee, be and hereby is confirmed.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 4, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Thursday, June 4, 2020, at 10:45 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, 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 (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. No director was absent.

Also participating by telephone at the beginning of the meeting was Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, and Ravi Purushotham of Simpson Thacher & Bartlett LLP.

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

Mr. Wong was excused, and the meeting was convened in executive session, with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present during portions of the executive session meeting.

The Board concluded its executive session. Mr. Wong was recalled and informed that (1) with Mr. Johnson absent and Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, the independent directors met in executive session without any management present, and (2) with Mr. Johnson, Mr. Curnin, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, Mr. Johnson reported on recent developments at the Companies and provided an overview of matters that would be discussed later in the meeting.

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At this point, director Andrew M. Vesey, as well as John R. Simon, Jason P. Wells, and Janet C. Loduca, joined the meeting.

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

At this point, the following individuals joined the meeting: Julie M. Kane and Francisco Benavides, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Sujit Bhattacharya, Todd W. Filsinger, and Timothy Wang of Filsinger Energy Partners, and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.

Mr. Benavides led a discussion on safety risks associated with falls from heights, including risks in connection with climbing towers, working from bucket trucks or on roofs, or other activities in which employees regularly engage, and control measures to mitigate such risks, as described in materials that had provided to the directors in advance of the meeting and that are included in the records of this Board. He also provided an update on recent actions undertaken to improve safety for employees and contractors, including field inspection programs and increased accountability and timeliness with respect to investigations involving potential injuries. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Michael A. Lewis, Aaron J. Johnson, and Joseph Wilson joined the meeting.

After the discussion, Mr. Benavides left the meeting.

Ms. Campbell, Chair of the Companies' Safety and Nuclear Oversight Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

Mr. Vesey presented a report on operational matters, which included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed metrics for customer welfare (including metrics relating to reportable fire events and asset performance) and reliability (including metrics relating to customer response times and customers experiencing multiple interruptions); updates on wildfire risk reduction; and updates on COVID-19-related operation planning activities. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Mr. Wang left the meeting, and (ii) Jessica C. Hogle and Robert S. Kenney joined the meeting.

At this point, Mr. Bhattacharya and Mr. Filsinger left the meeting.

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

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

other things, he discussed the Committee's recommendation that the Boards approve expenditures for Phase 1 of the Butte County Rebuild Program, as described in the materials. He reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved expenditures for Phase 1 of the Butte County Rebuild Program, substantially on the terms discussed with the Board.

During the foregoing discussion, Alejandro Vallejo joined the meeting.

At this point, Mr. Lewis, Mr. A. Johnson, and Mr. Wilson left the meeting.

Ms. Mielle, Chair of the Companies' Audit Committees, presented a report and led a discussion on the actions taken and key topics discussed at the Committees' most recent meeting, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

Ms. Brownell presented a recommendation relating to approval of minutes.

On motion made and seconded, the Board approved the minutes of the Board meetings held on April 9 and 10, 2019, April 17, 2019, April 25, 2019, May 15 and 16, 2019, and May 30, 2019.

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

During the foregoing discussion, Mr. Goldin left the meeting.

Ms. Hogle and Mr. Kenney led a discussion regarding federal and state legislative and regulatory matters. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed updates to federal executive and legislative policy with respect to the COVID-19 pandemic, the introduction of Senate Bill 350 in the California State Assembly, and updates to the proceedings in the California Public Utilities Commission's Order Instituting Investigation regarding the Companies' joint plan of reorganization. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Mr. Keegan left the meeting, and (ii) the following individuals joined the meeting: Andrew K. Williams and Tara Agid, along with Eva Anderson and James A. Mesterharm of Alix Partners, Rachel Horsch of Pillsbury Winthrop Shaw Pittman LLP, Theodore E. Tsekerides of Weil, Gotshal & Manges LLP, Henry Weissmann of Munger, Tolles & Olson LLP (Munger), and Michael Welch of Integra Realty Resources.

At this point, Ms. Hogle, Mr. Kenney, Ms. A. Anderson, Mr. Bennett, Mr. Kalil, and Mr. Smith left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vallejo left the meeting.

Mr. Simon, with the participation of Mr. Wells, Ms. Agid, Mr. Williams, and Mr. Welch, presented the recommendation of management that the Utility Board approve a plan to relocate the headquarters of the Companies to

Oakland, that includes, among other things, the execution of a long-term lease with an option to purchase with respect to an office building in Oakland and the sale of the San Francisco General Office Complex. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. They reviewed the background and reasons for the proposed action. The directors asked questions, and a discussion ensued.

On motion made and seconded, the Board approved the plan to relocate the headquarters of the Companies to Oakland, substantially on the terms discussed with the Board (see Resolution 1 in Attachment A).

During the foregoing discussion, (i) Mr. Welch left the meeting, and (ii) Brad D. Brian of Munger and Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP joined the meeting.

At this point, Mr. Williams, Ms. Agid, Ms. E. Anderson, Ms. Horsch, and Mr. Tsekerides left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Ms. Mielle left the meeting.

At this point, Mr. Johnson, Mr. Simon, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Brian, Mr. Hall, Mr. Mesterharm, Mr. Orsini, and Mr. Weissmann were excused, and the meeting continued in executive session, with Mr. Vesey, Mr. Simon, Mr. Curnin, Mr. Ponce, and Mr. Purushotham present during portions of the executive session meeting.

Mr. Wong was recalled and informed that (1) with Mr. Vesey, Mr. Simon, Mr. Curnin, Mr. Ponce, and Mr. Purushotham and present, the directors continued their discussion regarding several topics covered earlier in the meeting, and (2) with Mr. Vesey and Mr. Simon 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 4:40 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, individual members of the Board of Directors have reviewed and developed recommendations regarding potential relocation of Pacific Gas and Electric Company's ("Company") headquarters, including lease and acquisition of new facilities and the disposition of the current Company headquarters buildings in San Francisco (the "Recommendations");

WHEREAS, this Board of Directors desires to cause the Company to enter into an agreement to lease (the "Agreement") with TMG Bay Area Investments II, LLC ("TMG") providing that, contingent on (i) approval of the United States Bankruptcy Court for the Northern District of California and (ii) the acquisition by a wholly owned subsidiary of TMG ("TMG Subsidiary") of the certain real estate including the Building (as defined below), the Company and TMG Subsidiary shall enter into an office lease (the "Lease") pursuant to which the Company shall lease from TMG Subsidiary approximately 910,146 rentable square feet of space in the office building located at 300 Lakeside Drive, Oakland, California 94612 (the "Building"), which Lease shall grant the Company an option to purchase the Building from TMG Subsidiary, with the terms of such Agreement and Lease having been provided to this Board of Directors, consistent with the Recommendations;

WHEREAS, this Board of Directors desires to cause the Company to sell the San Francisco General Office Complex (the "SFGO") generally located at 77 Beale Street, 215 Market Street, 245 Market Street, and 50 Main Street, San Francisco, California 94105, and associated properties owned by the Company, contingent on approval of such sale by the California Public Utilities Commission (the "CPUC"), consistent with the Recommendations; and

WHEREAS, the above-described transactions have been reviewed and approved by the Board of Directors of PG&E Corporation, based upon recommendation from the Finance Committee of the PG&E Corporation Board;

NOW, THEREFORE, BE IT RESOLVED that this Board of Directors hereby approves entering into, executing, and

delivering the Agreement and the Lease, substantially in the form presented to this Board of Directors; and

BE IT FURTHER RESOLVED that this Board of Directors hereby authorizes and directs the officers and counsel of the Company to initiate a process for the sale of the SFGO; provided that any definitive agreement with respect to such sale shall be subject to future approval by this Board of Directors; and

BE IT FURTHER RESOLVED that the officers and counsel of the Company are hereby authorized, jointly and severally, to take such action and execute such agreements and documents on behalf of the Company as may in their judgment be necessary, convenient, or appropriate to carry out this resolution, including but not limited to the Agreement and the Lease, with such changes as shall be determined to be in the best interests of the Company by such officer or counsel, all such actions having heretofore been taken or subsequently taken being hereby ratified, confirmed, and approved; and

BE IT FURTHER RESOLVED that all actions heretofore taken by any officer or counsel of the Company acting in his or her representative capacity on behalf of the Company with respect to the matters covered by the foregoing paragraphs of this resolution are hereby ratified and approved in all respects.

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 6, 2020
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, April 6, 2020, 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, 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin and Jessica Liou of Weil, Gotshal & Manges LLP, Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Ms. Mielle joined the meeting.

Ms. Brownell, with the participation of Mr. Wells and Mr. Wong, led a discussion on the recommendation of management that (i) the Board elect Margaret K. Becker as Treasurer of the Companies, effective as of April 1, 2020 and (ii) the Board elect Sujata Pagedar as Assistant Corporate Secretary of the Companies, effective April 6, 2020, 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 directors asked questions, and a discussion ensued.

On motion made and seconded, the following resolution was duly adopted:

BE IT RESOLVED that Margaret K. Becker is hereby elected Treasurer, effective as of April 1, 2020.

On motion made and seconded, the following resolution was duly adopted:

BE IT RESOLVED that Sujata Pagedar is hereby elected Assistant Corporate Secretary, effective April 6, 2020.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Bleich left the meeting.

Mr. Wells led a discussion on the financial position of the Companies at the close of the first quarter of 2020. Among other things, he discussed the Companies' capital position, productivity and expenses in comparison to the financial plan, and potential financing requirements of the Companies going forward. The directors asked questions, and a discussion ensued.

Mr. Vesey led a discussion on the operations of the Utility. Among other things, he discussed steps taken by the Utility to ensure that an appropriate workforce was placed in the field to provide continuity of service to customers in light of the COVID-19 pandemic, and that the workforce was adequately protected. The directors asked questions, and a discussion ensued.

Mr. Johnson led a discussion on the Governance Oversight Execution and Support initiative (GOES). Among other things, he provided an update on the progress of GOES, including key areas of focus and the teams put in place to address high-priority governance areas that had been identified. The directors asked questions, and a discussion ensued.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Hall, Mr. Orsini, Mr. Haaren, Mr. Silverman, Mr. Hort, Mr. Ziman, Mr. Karotkin, Ms. Liou, Mr. Weissmann and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham and Mr. Goldin present.

During the foregoing discussion, Ms. Mielle left the meeting.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Ponce, Mr. Purushotham and Mr. Goldin 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 9:15 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 14, 2020
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, April 14, 2020, at 2:00 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 (who joined during the meeting as noted below), 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. 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, Michael A. Lewis and Brian M. Wong, along with Henry Weissmann of Munger, Tolles & Olson LLP, Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Kevin J. Orsini of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Leffell joined the meeting.

Ms. Brownell and Mr. Leffell discussed the Board refreshment process, the potential timing of new Board member elections, coordination with the Governor's office and implementation of skills matrix criteria required by the California Public Utilities Commission. The directors asked questions, and a discussion ensued.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:55 p.m.

BRIAN M. WONG
Secretary

BOARD MEETING – April 21, 2020
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, April 21, 2020, at 2:15 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 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.

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 Smith, Andrew M. Vesey, 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 Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Nicholas S. Goldin and Gregory T. Grogan of Simpson Thacher & Bartlett LLP.

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

Mr. Johnson tendered his resignation from his position as Chief Executive Officer (CEO) of the Corporation, effective June 30, 2020. The directors asked questions, and a discussion ensued.

At this point, Mr. Johnson, Mr. Smith and Mr. Vesey were excused, and the meeting continued in executive session with Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Goldin and Mr. Grogan present.

The independent directors continued their discussion regarding Mr. Johnson's resignation and plans for his successor.

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

MARIO A. PONCE
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – April 23, 2020
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, April 23, 2020, at 2:00 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 (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. No director was absent.

Also participating by telephone at the beginning of the meeting was Brian M. Wong, along with Henry Weissmann of Munger, Tolles & Olson LLP and Nicholas S. Goldin, Mario A. Ponce and Ravi Purushotham of Simpson Thacher & Bartlett LLP (Simpson), 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. Mr. Wong served as secretary of the meeting.

Mr. Vesey and Mr. Wong were excused, and the meeting began in executive session with Mr. Johnson, Mr. Weissmann, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present.

During the executive session discussion, Sandeep Qusba of Simpson joined the meeting.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Weissmann, Mr. Goldin, Mr. Ponce, Mr. Purushotham and Mr. Qusba present, the directors discussed, among other things, matters regarding the

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California Public Utilities Commission (CPUC) Plan of Reorganization (POR) Order Instituting Investigation (OII).

At this point, the following individuals joined the meeting: director Andrew M. Vesey, as well as John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca and Robert S. Kenney, along with James A. Mesterharm of AlixPartners.

[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 3:20 p.m.

BRIAN M. WONG
Secretary

BOARD MEETING – February 11, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A telephonic meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held on Tuesday, February 11, 2020, 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 and the Audit Committees of the Companies' Boards.

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. 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, James M. Welsch, Stephen J. Cairns, David S. Thomason, Jane K. Yura, Eric Montizambert, and Christopher A. Pezzola, along with Ellen Basilico, Timothy J. Gillam, and Jean-Denis Ncho-Oguie of Deloitte & Touche LLP (D&T), Erica M. Egenes and Mario A. Ponce of Simpson Thacher & Bartlett LLP, and Eli Silverman and Kenneth S. Ziman of Lazard.

Quorum present, Ms. Mielle, Chair of the Audit Committee, presided as chair of the concurrent meeting. Mr. Montizambert served as secretary of the concurrent meeting.

Mr. Thomason reviewed the Companies' draft consolidated financial statements for 2019, including the notes to be included in the Companies' combined 2019 Annual Report to Shareholders and incorporated in the Companies' joint Annual Report on Form 10-K for 2019 (Form 10-K Report) to be filed with the Securities and Exchange Commission (SEC). This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

He first described significant accounting and reporting matters requiring management judgment and estimates that were discussed with D&T during the fourth

quarter of 2019. These included, among other things, (1) the 2019 Kincade fire, (2) the California Public Utilities Commission's (CPUC) Order Instituting Investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire, (3) wildfire claims cost recovery, (4) interest on pre-petition liabilities, (5) equity backstop commitment letters, (6) debt financing commitments, (7) the Wildfire Expense Memorandum Account, and (8) the CPUC's investigation regarding the Utility's locate and mark program.

The directors asked questions regarding several topics covered in Mr. Thomason's presentation.

Mr. Thomason next referred the directors to Part I of the draft Form 10-K Report, which provides a factual description of the Companies' business, as well as general information about regulatory proceedings, ratemaking, risk factors, and legal proceedings. He highlighted references to the Companies' Chapter 11 proceedings.

He next highlighted sections of Part II of the draft Form 10-K Report, which contains "Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A), and the financial statements. He reviewed key financial results and disclosures, and discussed key factors affecting these results.

The directors discussed the draft Form 10-K Report and asked questions to which management responded.

Referring to materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board, Mr. Cairns reviewed management's report on the results of the fourth quarter 2019 tests of key internal controls pursuant to the requirements of Section 404 of the Sarbanes-Oxley Act. He presented management's conclusion that neither the Corporation nor the Utility had any significant deficiencies or material weaknesses in internal control over financial reporting as of December 31, 2019. The Board acknowledged receipt of Mr. Cairns' report. No Board action was required.

Brian M. Wong joined the meeting during the foregoing discussion.

Mr. Gillam next reviewed the draft D&T letter required under the Public Company Accounting Oversight Board (PCAOB) auditing standard regarding "Communication with Audit Committees Concerning Independence." This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Fowler left the meeting during the foregoing presentation.

Mr. Gillam reaffirmed D&T's independence and reported on, among other things, (1) D&T's assessment of the Companies' critical accounting policies, practices, and estimates, (2) the Companies' financial statements and other information, (3) critical accounting matters, (4) significant risks, and (5) other required communications.

Following discussion, Ms. Mielle presented the Audit Committee's recommendation that the Board (1) authorize the 2019 consolidated financial statements to be included in the joint 2019 Form 10-K Report, and (2) approve the draft 2019 Form 10-K Report for filing with the SEC, including any amendments.

On motion made and seconded, the Board (1) authorized the 2019 consolidated financial statements to be included in the joint 2019 Form 10-K Report, and (2) approved the draft 2019 Form 10-K Report for filing with the SEC, including any amendments, as presented.

Mr. Leffell, Mr. Wolff, Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Welsch, Mr. Cairns, Mr. Thomason, Ms. Yura, Mr. Montizambert, Mr. Pezzola, Ms. Basilico, Mr. Gillam, Mr. Ncho-Oguie, Mr. Silverman, and Mr. Ziman left the meeting, and the meeting continued in executive session with Ms. Egenes and Mr. Ponce present. Following the executive session, the secretary was informed that, without any members of

management present, the independent directors discussed matters previously covered during the regular session.

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

ERIC MONTIZAMBERT
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 21, 2020
PACIFIC GAS AND ELECTRIC COMPANY

A regular meeting of the Board of Directors of Pacific Gas and Electric Company (Utility) was held at the office of the Utility, 77 Beale Street, San Francisco, California, on Friday, February 21, 2020, at 8:00 a.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Corporation, the Companies) Board of Directors.

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

Also present at 77 Beale Street at the beginning of the meeting were Nicholas S. Goldin and Mario A. Ponce of Simpson Thacher & Bartlett LLP (Simpson). Also participating by telephone at the beginning of the meeting were Erica M. Egenes and Nicole Y. Fu of Simpson.

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

Mr. Wong was excused, and the meeting was convened in executive session with Mr. Goldin, Mr. Ponce, and Mr. Purushotham present.

The Board concluded its executive session. Mr. Wong was recalled and informed that with Mr. Goldin, Mr. Ponce, and Mr. Purushotham present, Mr. Johnson reported on recent developments at the Companies and

[1] [redacted]

provided an overview of matters that would be discussed later in the meeting.

At this point, (1) the following individuals entered the meeting: director Andrew M. Vesey, as well as John R. Simon, Jason P. Wells, Julie M. Kane, Janet C. Loduca, Robert S. Kenney, and Jan A. Nimick, along with Brad D. Brian of Munger, Tolles & Olson LLP (Munger) and Stephen Karotkin of Weil, Gotshal & Manges LLP, and (2) the following individuals joined the meeting by telephone: Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, David Hindman and James A. Mesterharm of AlixPartners, Henry Weissmann of Munger, and Kenneth S. Ziman of Lazard.

Mr. Nimick presented a safety tailboard on poison oak awareness and prevention. The directors asked questions and discussed various aspects of his presentation.

Mr. Nimick left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Kenney, Mr. Brian, Mr. Hall, Mr. Hindman, Mr. Karotkin, Mr. Mesterharm, Mr. Orsini, Mr. Weissmann, and Mr. Ziman left the meeting at this point.

Mr. Wells reviewed the Financial and Business Highlights reports for December 2019 and January 2020, which were 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.

Ms. Schmidt, Chair of the PG&E Corporation Compliance and Public Policy Committee, presented a report on the actions taken and items discussed at the Committee's meetings on January 24, 2020 and February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she presented the Committee's fourth quarter 2019 oversight report on the Utility's progress against its Wildfire Safety Plan. She also reported on the Committee's recommendation that the Board approve (1) the proposed 2020 charitable contributions budget, and (2) one charitable contribution above the threshold for management approval, as described in the materials.

On motion made and seconded, the Board approved (1) the proposed 2020 Utility charitable contributions budget, and (2) the proposed charitable contribution, as presented.

Ms. Moore, on behalf of the Ad Hoc Real Estate Committee, presented a report on the items discussed at the Committee's recent meetings.

Ms. Mielle, Chair of the Audit Committee, presented a report on the actions taken and items discussed at the Committee's meeting on February 11, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she reported on the Committee's recommendation that the Board request that the Utility's shareholders ratify the appointment of Deloitte & Touche LLP (D&T) as the Utility's independent registered public accounting firm for 2020, as described in the materials.

On motion made and seconded, the Board agreed to request shareholder ratification of the appointment of D&T as the Utility's independent registered public accounting firm for 2020, as presented.

Ms. Campbell, Chair of the Safety and Nuclear Oversight (SNO) Committee, presented a report on the items discussed at the Committee's meeting on February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Mr. Barrera, Chair of the PG&E Corporation Finance Committee, presented a report on the actions taken and items discussed at the Committee's meetings on February 3, 2020, February 5, 2020, February 16, 2020, and February 19, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendation that the Board (1) authorize the filing of a joint shelf registration statement for the issuance of public equity and debt securities by the Corporation and/or the Utility consistent with the Companies' current POR, (2) authorize additional amounts of securities to be registered if the POR is amended, and (3) execute powers of attorney for the filing of the registration statement, as described in the materials.

On motion made and seconded, the Board adopted a resolution authorizing (1) the filing of a joint shelf registration statement for the issuance of public equity

and debt securities consistent with the current POR, and (2) additional amounts of securities to be registered if the POR is amended, as presented (see Resolution 1 in Attachment A).

Mr. Johnson presented consent items relating to (1) the appointment of an external member of the Nuclear Facilities Decommissioning Master Trust Committee, and (2) approval of minutes, 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.

On motion made and seconded, the Board adopted a resolution appointing an external member of the Nuclear Facilities Decommissioning Master Trust Committee, as presented (see Resolution 2 in Attachment A).

On motion made and seconded, the Board approved the minutes of the Board meetings held on 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, and November 21, 2019.

Mr. Wells and Ms. Kane left the meeting at this point.

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 on February 19, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he reported on the Committee's recommendations that the Board (1) make determinations regarding director independence and qualifications, (2) approve amendments to the Corporate Governance Guidelines relating to the Chief Executive Officer (CEO) evaluation process, and (3) appoint Kristine M. Schmidt to the Audit Committee, as described in the materials.

On motion made and seconded, the Board adopted a resolution affirming its determinations regarding director

independence and qualifications, as presented (see Resolution 3 in Attachment A.

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

On motion made and seconded, the Board appointed Ms. Schmidt to the Audit Committee.

Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Loduca, and Mr. Wong left the meeting at this point.

The Board recessed at 11:05 a.m. and reconvened at 11:20 a.m. in executive session with Ms. Egenes, Ms. Fu, Mr. Goldin, and Mr. Ponce.

The Board concluded its executive session. Mr. Wong was recalled and informed that the following discussions took place and the following actions were taken:

- Ms. Moore, Chair of the PG&E Corporation Compensation Committee, presented a report on the actions taken and items discussed at the Committee's meeting on February 20, 2020, as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, she reported on the Committee's recommendation that the independent members of the Board approve a 2019 annual equity incentive amount for the Utility CEO and President, as described in the materials.

- The independent members of the Board approved a 2019 annual equity incentive amount for the Utility CEO and President, as presented.

Mr. Johnson, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, and Alejandro Vallejo entered the meeting at this point.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (1) Mr. Vallejo left the meeting, (2) Michael A. Lewis and Deborah W. Powell entered the meeting, and (3) Angela Anderson of NorthStar Consulting Group and Mr. Hindman of AlixPartners joined the meeting by telephone.

Mr. Lewis and Ms. Powell presented a report on the 2020 Wildfire Mitigation Plan (WMP) that the Utility recently submitted to the CPUC's Wildfire Safety Division. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the 2020 WMP's focus on activities to further reduce wildfire risk, enhancements to situational awareness tools and real-time monitoring, and mitigation efforts to enable the Utility to reduce the customer impacts of Public Safety Power Shutoff events during future fire seasons. The directors asked questions and discussed various aspects of Mr. Lewis' and Ms. Powell's presentation.

During the foregoing presentation and discussion, Mr. Barrera and Mr. Mullins left the meeting and then rejoined the meeting by telephone. After the presentation and discussion, (1) Ms. Campbell, Mr. Fowler, Mr. Lewis, and Ms. Powell left the meeting, and (2) Mr. Kenney re-entered the meeting.

Mr. Kenney presented a report on legislative and regulatory matters, including a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

Among other things, he discussed new legislation introduced in Congress and the State Legislature that could impact the Companies and customers. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

Mr. Kenney left the meeting at this point.

Mr. Vesey presented a report on operational matters. The directors asked questions and discussed various aspects of Mr. Vesey's presentation.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 2:05 p.m.

BRIAN M. WONG
Secretary

ATTACHMENT A

Resolution 1

WHEREAS, the Board of Directors of Pacific Gas and Electric Company, a California corporation (the "Corporation"), finds it advisable for the Corporation to prepare and file with the Securities and Exchange Commission (the "SEC") one or more registration statements on Form S-3 (collectively, the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Securities Act"), of $30,000,000,000 of securities of the Corporation or its parent PG&E Corporation in the aggregate (including the Securities (as defined below)); and

WHEREAS, the Board of Directors finds it advisable that the Registration Statement include the registration of any or all of the following securities of the Corporation (any of which may be added to the registration statement by pre-effective amendment, by post-effective amendment or by other means): (i) debt securities, debentures, notes and/or other debt obligations of any seniority and whether senior or subordinated or secured or unsecured (the "Debt Securities"); (ii) warrants for the purchase of Debt Securities (the "Warrants"); and (iii) contracts to purchase or sell any of the foregoing (the "Purchase Contracts"), which may be issued separately or as part of units consisting of a Purchase Contract and other securities or obligations issued by the Corporation or any of its subsidiaries or other affiliates or third parties (including, without limitation, other Securities and United States treasury securities). The Debt Securities, the Warrants and the Purchase Contracts are collectively referred to herein as the "Securities", which Securities may be offered from time to time together or separately, or in any combination thereof, and in amounts, at prices and on terms to be determined at the time of offering, and any of which Securities may be convertible into or exchangeable or exercisable for any other Securities.

Registration Statement

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Corporation to

prepare and file with the SEC the Registration Statement for registration under the Securities Act of $30,000,000,000 of securities of the Corporation or its parent PG&E Corporation in the aggregate (including the Securities) (any of which may be added to the Registration Statement by pre-effective amendment, by post-effective amendment or by other means), and the Board of Directors hereby authorizes and approves such preparation and filing;

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

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

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

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

General Authorization

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

resolutions, such determination to be evidenced conclusively by such entry, execution, delivery or performance or the taking of such action, by any such Officer or such other authorized persons;

BE IT FURTHER RESOLVED, that the Officers be, and each of them with full power and authority to act without the others hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to pay any and all expenses and fees arising in connection with matters encompassed by the foregoing resolutions; and

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

Resolution 2

WHEREAS, Pacific Gas and Electric Company (the "Company") has executed Nuclear Facilities Decommissioning Master Trust Agreements ("Agreements") for the Diablo Canyon Nuclear Generating Station and Humboldt Bay Nuclear Unit No. 3, which Agreements have been approved by the California Public Utilities Commission ("CPUC");

WHEREAS, these Agreements require the Company to establish a Nuclear Facilities Decommissioning Master Trust Committee ("Committee") consisting of five (5) members, of which at least three (3) must not be affiliated with the Company (the "non-affiliated" members);

WHEREAS, the Agreements provide that the non-affiliated members must be nominated by the management of the Company and confirmed by both the Company's Board of Directors and the CPUC;

WHEREAS, Nancy Calkins has agreed to serve as a non-affiliated member; and

WHEREAS, the management of the Company has recommended appointment of Ms. Calkins for a five-year term that would begin on May 2, 2020, subject to the approval of the CPUC;

NOW, THEREFORE, BE IT RESOLVED that the appointment of Nancy Calkins, who has been nominated by the management of the Company to serve a five-year term that begins on May 2, 2020 and expires on May 1, 2025, is hereby confirmed, subject to the approval of the CPUC.

Resolution 3

WHEREAS, the following individuals currently are directors of this company: 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;

WHEREAS, since April 10, 2019, the following additional individuals served as non-employee directors of this company but are not currently serving on the Board: Frederick W. Buckman, Richard C. Kelly, and Kenneth Liang;

WHEREAS, this Board of Directors previously appointed Richard R. Barrera, Dominique Mielle, and Eric D. Mullins to serve as the members of the Audit Committee of this company during 2019 and intends that those directors continue to serve in this capacity, to the extent they remain on the Board;

WHEREAS, each individual who served as a member of this company's Board during 2019 has submitted a completed 2020 Questionnaire for Directors and Selected Officers or 2020 Questionnaire for Former Directors and Selected Officers, as applicable (each, a "Proxy Questionnaire");

WHEREAS, this Board of Directors has considered the responses to the Proxy Questionnaires, in light of the various regulatory requirements relating to the independence and qualifications of Board members;

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

WHEREAS, this Board of Directors has previously determined that each of Dominique Mielle and Eric D. Mullins is an "audit committee financial expert" as defined in regulations promulgated under the Securities Act of 1933 and other applicable laws;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby affirmatively determines that since April 10, 2019, each of Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J.

Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, John M. Woolard, Frederick W. Buckman, Richard C. Kelly, and Kenneth Liang, while serving as a director of this company, was independent and, if applicable, continues to be (a) independent, as provided in the categorical independence standards adopted by the Board, including the requirement that an independent director not have material relationships with this company, and (b) 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

BE IT FURTHER RESOLVED that the Board affirms its belief that each of the following individuals is "financially literate": Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, William L. Smith, Alejandro D. Wolff, and John M. Woolard; and

BE IT FURTHER RESOLVED that the Board hereby reaffirms that each of Domonique Mielle and Eric D. Mullins is an "audit committee financial expert" as defined in Item 407 of Regulation S-K; and

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

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 6, 2020
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, February 6, 2020, at 10:30 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, Meridee A. Moore, Eric D. Mullins, 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 Dominique Mielle was absent.

Also participating by telephone at the beginning of the meeting was Linda Y.H. Cheng, along with Nicholas S. Goldin, Mario A. Ponce, Sandeep Qusba, and Ravi Purushotham 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.

Ms. Cheng was excused, and the meeting was convened in executive session with Mr. Goldin, Mr. Ponce, Mr. Qusba, and Mr. Purushotham present.

The Board concluded its executive session. Ms. Cheng was recalled and informed that the following discussions took place and the following actions were taken:

- Ms. Moore, Chair of the PG&E Corporation Compensation Committee, discussed (1) four organizational matters recommended by the Committee for the Board's consideration, and (2) the Committee's recommendation that the PG&E Corporation Board approve (a) an amendment

[1] [redacted]

to the 2019 Long-Term Incentive Plan (LTIP) awards for non-employee directors (Replacement Awards), and (b) the grant of prorated 2019 LTIP awards to William L. Smith and John M. Woolard, based on the effective date of their election to the Companies' Boards, all as described in materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

- The Board adopted the following resolutions:

  BE IT RESOLVED that Francisco Benavides is hereby elected Vice President and Chief Safety Officer, effective upon hire.

  BE IT RESOLVED that David E. Hatton is hereby elected Vice President, Human Resources Solutions, effective March 1, 2020, contingent on satisfying the officer background review.

  BE IT RESOLVED that Jan A. Nimick is hereby elected Vice President, Power Generation, effective March 1, 2020, contingent on satisfying the officer background review.

  BE IT RESOLVED that Brian M. Wong is hereby elected Vice President, Deputy General Counsel, and Corporate Secretary, effective as of February 1, 2020, contingent on satisfying the officer background review.

Director Andrew M. Vesey, as well as John R. Simon, Jason P. Wells, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Robert S. Kenney, and Brian M. Wong, 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, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners, joined the meeting at this point.

Mr. Barrera, Chair of the PG&E Corporation Finance Committee, discussed the Committee's recommendation that the Board concur with the Companies' proposed 2020-2025 financial forecast and proposed 2020 operating expense and capital spending budgets, as described in

materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and discussed, among other matters, the Utility's preliminary 2020 Wildfire Mitigation Plan (WMP), forecasted 2020 WMP spend, and the Companies' plan to include the 2020-2025 forecast in the proposed Disclosure Statement that would be filed with the Bankruptcy Court the following day.

On motion made and seconded, the Board concurred with the proposed 2020-2025 financial forecast and the proposed 2020 operating expense and capital spending budgets, as presented.

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

[redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Bleich left the meeting during the foregoing discussion.

Ms. Brownell referred to the materials provided to the directors prior to the meeting relating to cost savings opportunities associated with third-party spend, and stated that the presentation on this topic would be deferred to a future meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Weissmann left the meeting during the foregoing discussion. Mr. Barrera, Mr. Vesey, and Mr. Lewis left the meeting after the discussion.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Mullins and Mr. Orsini left the meeting during the foregoing discussion.

Mr. Kenney presented a report on regulatory and legislative matters, including proposed state legislation that could impact the Companies and customers. The directors asked questions and discussed various aspects of Mr. Kenney's presentation.

At this point, (1) Mr. Vesey rejoined the meeting, and (2) Mr. Simon, Mr. Wells, Ms. Kane, Mr. Lewis, Ms. Loduca, Ms. Cheng, Mr. Kenney, Mr. Wong, Mr. Brian, Mr. Haaren, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Silverman, and Mr. Ziman were excused, and the meeting continued in executive session, with Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, Mr. Purushotham, 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, Mr. Purushotham, and Mr. Qusba 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.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:55 p.m.

LINDA Y.H. CHENG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 13, 2020
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, February 13, 2020, at 2:00 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, 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, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Robert S. Kenney, Jamie L. Martin, Brian M. Wong, and Jane K. Yura, along with Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, Richard Hall of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, David Hindman and James A. Mesterharm of AlixPartners, and Mario A. Ponce, Ravi Purushotham, 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. Mr. Wong served as secretary of the meeting.

Ms. Martin, with the participation of Mr. Lewis, Ms. Yura, and Mr. Hindman, presented a report on cost savings opportunities associated with third-party spend. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed projected third-party spend targets for 2020 and each of the five years thereafter,

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[1] [redacted]

current initiatives for reduction in third-party spend and the results of such initiatives thus far for 2020, and potential areas of opportunity for further cost reduction in the future. The directors asked questions and discussed various aspects of the foregoing presentation.

Mr. Lewis, Ms. Martin, Ms. Yura, and Mr. Hindman left the meeting at this point.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Bleich, Ms. Mielle, and Mr. Ponce left the meeting.

Mr. Johnson presented a report on recent developments at the Companies, including a recent technical specification forced outage. The directors asked questions and discussed various aspects of Mr. Johnson's presentation.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Kenney, Mr. Wong, Mr. Brian, Mr. Hall, Mr. Hort, Mr. Karotkin, Mr. Mesterharm, Mr. Silverman, Mr. Weissmann, and Mr. Ziman were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Purushotham, and Mr. Qusba present.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Purushotham, 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 3:30 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 27, 2020
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, February 27, 2020, 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, 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 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, Julie M. Kane, Janet C. Loduca, and Brian M. Wong, along with C. Daniel Haaren and Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, Mario A. Ponce, Ravi Purushotham, and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Eli Silverman of Lazard, 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. Mr. Wong served as secretary of the meeting.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson presented a report on the status of the settlement agreement in connection with the California Public Utilities Commission's investigation relating to the 2017 Northern California wildfires and the 2018 Camp fire. The directors asked questions and discussed various aspects of Mr. Johnson's presentation.

Mr. Leffell, Ms. Moore, and Mr. Mullins 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 5:50 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – February 28, 2020
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, February 28, 2020, at 3:30 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, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, William L. Smith, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Jeffrey L. Bleich, Nora Mead Brownell, Meridee A. Moore, Eric D. Mullins, Kristine M. Schmidt, and Andrew M. Vesey were absent.

Also participating by telephone at the beginning of the meeting were Jason P. Wells, Janet C. Loduca, and Brian M. Wong, along with Mario A. Ponce and Sandeep Qusba of Simpson Thacher & Bartlett LLP, C. Daniel Haaren and Richard Hall of Cravath, Swaine & Moore LLP, Gregory Hort, Eli Silverman, and Kenneth S. Ziman of Lazard, and Stephen Karotkin of Weil, Gotshal & Manges LLP.

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. Mr. Wong served as secretary of the meeting.

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

[redacted]

[1] [redacted]

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Leffell, Mr. Wolff, and Mr. Hort 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 4:30 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 12, 2020
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, June 12, 2020, at 12:30 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell (who joined during the meeting as noted below), Dominique Mielle (who joined during the meeting as noted below), Meridee A. Moore (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. Director Eric D. Mullins 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, Brian M. Wong, Jenny Kan, Mark Quinlan, Scott Strenfel and Regina Venzon, along with Mario A. Ponce, Ravi Purushotham, Paul C. Curnin and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, and Joseph Scalise and Joseph Herger of Bain & Company.

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

Mr. Quinlan and Mr. Strenfel presented an update on the 2020 meteorological and fire season outlook. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Mr. Leffell and Ms. Mielle joined the meeting.

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[1] [redacted]

After the discussion, Mr. Quinlan and Mr. Strenfel left the meeting.

Mr. Vesey, with the participation of Mr. Scalise and Mr. Herger, led a discussion on a proposed plan of regionalization of the Utility. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the requirement to file a proposed regionalization application with the California Public Utilities Commission (CPUC) by June 30, 2020, various outcome metrics to be used to measure operational performance, the phased approach for implementation of the plan and other initiatives to improve the Utility's operations, and the ways in which the plan satisfies the requirements of the CPUC. The directors asked questions, and a discussion ensued.

During the foregoing discussion, the following individuals joined the meeting: Ms. Moore, as well as Clifford J. Gleicher and Alejandro Vallejo, along with Richard Hall of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm of AlixPartners.

After the discussion, Mr. Vesey, Ms. Venzon, Mr. Scalise and Mr. Herger left the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on February 6, 2020, February 11, 2020, February 13, 2020, February 21, 2020, February 27, 2020 and February 28, 2020.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Vesey, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Ms. Kan, Mr. Hall, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Simon, Mr. Gleicher, Mr. Vallejo, Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present during portions of the executive session meeting.

The Board concluded its executive session. Mr. Wong was recalled and informed that the following discussions took place:

- Mr. Gleicher and Mr. Vallejo, with the participation of Mr. Simon, led a training session on the Companies' Director Code of Conduct. Mr. Simon, Mr. Gleicher and Mr. Vallejo were then excused.

- With Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present, the directors continued their discussion regarding several topics covered earlier in the meeting. Mr. Johnson was then excused.

- With Mr. Ponce, Mr. Purushotham, Mr. Curnin and Mr. Goldin present, 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 2:20 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – June 18, 2020
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, June 18, 2020, at 10:30 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), 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 (who joined during the meeting as noted below), William L. Smith (who joined during the meeting as noted below), 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 Jason P. Wells, Julie M. Kane, Janet C. Loduca, Ahmad Ababneh, Deborah W. Powell, Brian M. Wong and Jenny Kan, along with Mario A. Ponce, Ravi Purushotham and Paul C. Curnin of Simpson Thacher & Bartlett LLP, Richard Hall and Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, and James A. Mesterharm, John R. Boken, David Hindman, Regina Lee and Vance Scott of AlixPartners.

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

Mr. Wells provided an update on investor outlook with respect to the debt and equity capital raises being undertaken as part of the Companies' Chapter 11 exit financing strategy. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the volume

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of investor demand for both the Corporation and Utility debt offerings, as well as factors contributing to such demand and the resulting impact on the Companies' blended cost of debt, and the timeline for the impending offering of Corporation stock. The directors asked questions, and a discussion ensued.

During the foregoing discussion, Ms. Mielle joined the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Smith joined the meeting.

After the discussion, Mr. Karotkin left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, (i) Mr. Barrera joined the meeting, and (ii) Mr. Boken left the meeting.

Ms. Brownell referred to the materials that had been provided to the directors prior to the meeting relating to a proposed Utility contract amendment, and stated that this item would be deferred to a future meeting.

At this point, Mr. Vesey, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Ababneh, Ms. Powell, Mr. Wong, Ms. Kan, Mr. Hall and Mr. Orsini were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Curnin, Mr. Mesterharm, Mr. Hindman, Ms. Lee and Mr. Scott present during portions of the executive session meeting.

Mr. Wong was recalled and informed that the following discussions took place:

- Mr. Mesterharm, with the participation of Mr. Hindman, Mr. Scott and Ms. Lee, presented an update on spend reduction efforts and next steps in strategic sourcing, financial controls and coordination, and cost visibility for contractors and support functions. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Mr. Johnson, Mr. Mesterharm, Mr. Hindman, Ms. Lee and Mr. Scott were then excused.

- During the foregoing presentation, Ms. Schmidt joined the meeting.

- With Mr. Ponce, Mr. Purushotham and Mr. Curnin present, the independent directors continued their discussion regarding several topics covered earlier in the meeting.

- During the foregoing discussion, Mr. Smith left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 12:25 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 1, 2020
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, March 1, 2020, at 12:00 p.m. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) Board of Directors.

Directors Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, William Smith, Andrew M. Vesey, Alejandro D. Wolff and John Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors William D. Johnson 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Sandeep Qusba of Simpson Thacher & Bartlett LLP, Richard Hall and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Haaren left and rejoined the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 1:10 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 6, 2020
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, March 6, 2020, at 10:00 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 Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, 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 attended by telephone, as permitted by the Utility's Bylaws. Directors Richard R. Barrera and Dominique Mielle 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 Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP (Simpson), Kevin J. Orsini, Richard Hall and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Paul C. Curnin of Simpson joined the meeting and Mr. Mesterharm left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:15 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 12, 2020
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, March 12, 2020, at 10:00 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, Meridee A. Moore, Eric D. Mullins, Andrew M. Vesey, Alejandro D. Wolff, and John M. Woolard attended by telephone, as permitted by the Utility's Bylaws. Directors Dominique Mielle, Kristine M. Schmidt and William L. Smith 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 Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Henry Weissmann and Brad D. Brian of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 11:35 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 15, 2020
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, March 15, 2020, 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, 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 and Alejandro D. Wolff attended by telephone, as permitted by the Utility's Bylaws. Directors Eric D. Mullins 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, Robert S. Kenney and Brian M. Wong, along with Mario A. Ponce, Sandeep Qusba, Paul C. Curnin, Sara A. Ricciardi and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Henry Weissmann and Brad D. Brian of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners, and Kirk A. Pasich of Pasich LLP.

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

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

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

Mr. Wong was recalled and informed that, with Mr. Johnson, Mr. Kenney, Mr. Ponce, Mr. Qusba, Mr. Curnin, Ms. Ricciardi and Mr. Goldin 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 5:35 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 16, 2020
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, March 16, 2020, 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, Cheryl F. Campbell, Fred J. Fowler, William D. Johnson, Michael J. Leffell, Dominique Mielle, Meridee A. Moore, Eric D. Mullins, 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 Kristine M. Schmidt 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 Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Paul C. Curnin, Nicholas S. Goldin, Sara A. Ricciardi, and Erica M. Egenes of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners, and Thomas A. Wagner of Knighthead Capital Management LLC.

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. Mr. Wong served as secretary of the meeting.

Mr. Wagner, who had participated as a representative of the Corporation's equity holders in certain of the discussions with representatives of the California Governor's Office (GO) concerning the Companies' updated joint plan of reorganization (POR), was invited to

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provide the Board with his perspective on the updated POR and discussions with the GO relating thereto. The directors asked questions, and a discussion ensued.

At this point, Mr. Wagner left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board approved the Settlement Agreement substantially on the terms discussed with the Board, and authorized and directed Mr. Brian, the officers of the Utility, and the officers of the Corporation, on behalf of the Utility, to negotiate, execute, and deliver the Settlement Agreement in a form consistent therewith.

Mr. Johnson, with the participation of Mr. Vesey, led a discussion on the Companies' and their vendors' contingency plans in place in response to the COVID-19 outbreak in California. The directors asked questions. and a discussion ensued.

At this point, Mr. Vesey, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Hall, Mr. Orsini, Mr. Haaren, Mr. Silverman, Mr. Hort, Mr. Ziman, Mr. Karotkin, Mr. Brian, Mr. Weissmann and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Curnin, Mr. Goldin, Ms. Ricciardi and Ms. Egenes present.

Mr. Wong was recalled and informed that with Mr. Johnson, Mr. Ponce, Mr. Purushotham, Mr. Qusba, Mr. Curnin, Mr. Goldin, Ms. Ricciardi and Ms. Egenes 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 7:15 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 20, 2020
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, March 20, 2020, at 9:30 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, 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba, Paul C. Curnin, Sara A. Ricciardi and Erica M. Egenes of Simpson Thacher & Bartlett LLP, Richard Hall, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brad D. Brian and Henry Weissmann of Munger, Tolles & Olson 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

On motion made and seconded, the Board approved (i) the Case Resolution Process Motion and (ii) the press release substantially on the terms discussed with the Board, and authorized and directed the officers of the Utility to file each of them in a form consistent therewith.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Johnson led a discussion on the Companies' efforts to comply with the shelter-in-place order issued in

response to the COVID-19 outbreak in California. The directors asked questions, and a discussion ensued.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:30 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – March 27, 2020
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, March 27, 2020, at 9:30 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, Andrew M. Vesey, Alejandro D. Wolff and John M. Woolard attended by telephone, as permitted by the Corporation's Utility's Bylaws. No director was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, Dinyar B. Mistry, James M. Welsch, Brian M. Wong, Jane K. Yura, and Mark Quinlan, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Richard Hall of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Jason P. Wells joined the meeting.

On motion made and seconded, the Board approved the minutes of the Board meetings held on December 2, 2019, December 4, 2019, December 5, 2019, December 10 and 11, 2019, December 12, 2019, December 13, 2019, December 15, 2019, December 19, 2019 and December 30, 2019.

On motion made and seconded, the Board reviewed and approved Amendment No. 1 to the Companies' Annual Report on Form 10-K for the year ended December 31, 2019. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board.

During the foregoing discussion, Mr. Lewis, Mr. Mistry, Ms. Yura and Mr. Quinlan left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 10:25 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 5, 2020
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, May 5, 2020, at 2:00 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, 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. No director was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Julie M. Kane, Michael A. Lewis, Janet C. Loduca and Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Sara A. Ricciardi of Simpson Thacher & Bartlett LLP, Kevin J. Orsini of Cravath, Swaine & Moore LLP, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, and Reid J. Schar of Jenner & Block LLP.

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

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Lewis and Mr. Schar left the meeting.

Mr. Wells presented an update on investor sentiment, including the Corporation's share price and multiples relative to industry peers.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Orsini, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present.

Mr. Wong was recalled and informed that, with Mr. Johnson, Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present, the directors discussed matters relating to the equity backstop commitment letters (Backstop Commitment Letters) and the fees payable by the Corporation to the parties to the Commitment Letters.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:50 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 14, 2020
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, May 14, 2020, at 8:30 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, 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 attended by telephone, as permitted by the Utility's Bylaws. Directors Fred J. Fowler and Dominique Mielle 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 Brian M. Wong, along with Paul C. Curnin, Nicholas S. Goldin, Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Sara A. Ricciardi of Simpson Thacher & Bartlett LLP, Kevin J. Orsini and C. Daniel Haaren of Cravath, Swaine & Moore LLP, 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. Mr. Wong served as secretary of the meeting.

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

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[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

Mr. Vesey presented a report on changes implemented by the Utility's management team. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, he discussed the enterprise-wide initiatives to improve public and workforce safety, enhance customer experience and implement digital transformation; the Utility's process to develop regionalization strategies; initiatives to reduce adverse impacts of Public Safety Power Shutoff Program events; organizational changes implemented at the Utility; and steps taken to change the Utility's culture, including an expanded safety focus.

During the foregoing discussion, Christopher A. Foster, along with Brian W. Bolster and Charles Park of Goldman Sachs, joined the meeting.

Mr. Bolster, with the participation of Mr. Wells and Mr. Haaren, presented an update on investor outreach, 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 Corporation's share price and multiples relative to industry peers and the impact of the equity backstop commitment letters on the share price as a result of their "tiered" structure which only allows the Corporation to conduct a marketed offering at a per-share price significantly in excess of the current market value. The directors asked questions, and a discussion ensued.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

At this point, (i) Mr. Johnson left the meeting, and (ii) Mr. Simon, Mr. Wells, Ms. Kane, Ms. Loduca, Mr. Wong, Mr. Orsini, Mr. Haaren, Mr. Karotkin and Mr. Mesterharm were excused, and the meeting continued in executive session with Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi present.

Mr. Wong was recalled and informed that, with Mr. Vesey, Mr. Curnin, Mr. Goldin, Mr. Ponce, Mr. Purushotham, Mr. Qusba and Ms. Ricciardi 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 10:20 a.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 21, 2020
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, May 21, 2020, at 11:30 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, Fred J. Fowler, William D. Johnson, 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. No director was absent.

Also participating by telephone at the beginning of the meeting were Julie M. Kane, Michael Lewis, Janet C. Loduca, Brian M. Wong and Regina Venzon, along with Mario A. Ponce, Ravi Purushotham, Sandeep Qusba and Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Eli Silverman of Lazard, Richard Hall of Cravath, Swaine & Moore LLP, Henry Weissmann of Munger, Tolles & Olson LLP, James A. Mesterharm of AlixPartners and Joseph Herger of Bain & Company.

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

Mr. Vesey, with the participation of Ms. Venzon and Mr. Herger, led a discussion on a proposed plan of regionalization of the Utility. This included a discussion of materials that had been provided to the directors in advance of the meeting and that are included in the records of this Board. Among other things, they discussed the requirement to file a proposed regionalization application with the California Public Utilities Commission (CPUC) by June 30, 2020, the design principles of the proposed regionalization plan, the proposed operating regions into

[1] [redacted]

which the Utility would be divided and the proposed organizational structure of each region. The directors asked questions, and a discussion ensued.

During the foregoing discussion, (i) Jason P. Wells, along with Stephen Karotkin of Weil, Gotshal & Manges LLP, joined the meeting, and (ii) Mr. Silverman left the meeting.

After the discussion, Ms. Venzon and Mr. Herger left the meeting.

[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 1:05 p.m.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 28, 2020
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, May 28, 2020, at 2:00 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 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 Richard R. Barrera was absent.

Also participating by telephone at the beginning of the meeting were John R. Simon, Jason P. Wells, Janet C. Loduca and Brian M. Wong, along with Paul C. Curnin, Mario A. Ponce and Ravi Purushotham of Simpson Thacher & Bartlett LLP, Richard Hall of Cravath, Swaine & Moore LLP, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, Brian W. Bolster and Charles Park of Goldman Sachs, and Ray Craig, Jay Horine and Catherine O'Donnell of JPMorgan Chase & Co.

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

[redacted]

[1] [redacted]

During the forgoing discussion, Mr. Leffell and Mr. Vesey left the meeting.

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

[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.

BRIAN M. WONG
Secretary

PRIVILEGED AND CONFIDENTIAL[1]

BOARD MEETING – May 29, 2020
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, May 29, 2020, 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, William D. Johnson, 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. Director Kristine M. Schmidt 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 and Brian M. Wong, along with Mario A. Ponce, Ravi Purushotham and Sandeep Qusba of Simpson Thacher & Bartlett LLP (Simpson), Richard Hall of Cravath, Swaine & Moore LLP, George W. Bilicic, Eli Silverman, Gregory Hort and Kenneth S. Ziman of Lazard, Stephen Karotkin of Weil, Gotshal & Manges LLP, James A. Mesterharm of AlixPartners, Brian W. Bolster and Charles Park of Goldman Sachs (Goldman), and Ray Craig, Jay Horine and Catherine O'Donnell of JPMorgan Chase & Co. (JPMorgan).

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

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[1] [redacted]

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Wolff left the meeting.

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

[END OF PRIVILEGED AND CONFIDENTIAL INFORMATION.]

During the foregoing discussion, Mr. Park left the meeting.

There being no further business presented for action, on motion made and seconded, the meeting was adjourned at 3:30 p.m.

BRIAN M. WONG
Secretary

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

June 3, 2020

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 9:30 a.m. on Wednesday, June 3, 2020. The meeting was held concurrently with a meeting of the PG&E Corporation and, together with the Utility, the Companies) SNO Committee.

Committee members Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Corporation's Bylaws.

Also participating by telephone at the beginning of the meeting were directors Meridee A. Moore and John M. Woolard, as well as William D. Johnson, Andrew M. Vesey, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Francisco Benavides, Stephen J. Cairns, Steven M. Holland, Jamie L. Martin, Andrew K. Williams, Jane K. Yura, Sujata Pagedar, and Christopher A. Pezzola, along with Angela Anderson, Douglas A. Bennett, and Darrell Smith of NorthStar Consulting Group, Nicholas S. Goldin of Simpson Thacher & Bartlett LLP, Sujit Bhattacharya, Todd W. Filsinger, and Timothy Wang of Filsinger Energy Partners, and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP.

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

Mr. Benavides opened the meeting with an update on the significant incident on June 2, 2020 involving a contracted helicopter that resulted in three fatalities. He described the investigation process that will be conducted by the National Transportation Safety Board (NTSB), and the Utility's role in supporting the NTSB's work. The Committee asked questions about the contractor's safety record, as well as what public comments the Utility had made to date. It was confirmed that the contractor historically had a strong safety record, and that any public comments would be directed by the NTSB. Mr. Benavides then provided a report on safety, 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. He presented a safety tailboard on hazardous

energy control. He then discussed, among other things, the Companies' safety performance for April 2020, reviewing key metrics for injuries and motor vehicle incidents and key metrics affecting public safety, as well as recent actions taken to improve contractor safety, ergonomics and accountability for safety.

Mr. Williams left the meeting, and E. Christine Cowsert and Mark Quinlan joined the meeting at this point.

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

Mr. Cairns presented an overview of risk management, providing context for risk reviews 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 risk register and Board oversight of the risks contained therein, as well as information that will be provided to the Committee on risks going forward. The Committee members noted the updated risk templates would continue to evolve to ensure appropriate information is conveyed to the Committee.

Ms. Cowsert presented an overview of the risk of a large overpressure event downstream of a gas measurement and control facility, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed key drivers of this risk, as well as controls and mitigations put in place to reduce the risk. The Committee members discussed the importance of reducing the number of overpressure events and noted the Utility's progress in this area.

Ms. Cowsert left the meeting, and Thomas M. French joined the meeting at this point.

Mr. Quinlan presented an overview of the enterprise cross-cutting factor Emergency Preparedness and Response, 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 impacts of this cross-cutting factor on different key enterprise risks, as well as risk reduction actions taken. Mr. Quinlan further elaborated on the deployment and uses of the Emergency Operations Center. The Committee members asked questions and discussed various aspects of Mr. Quinlan's presentation, and noted favorably the process to review and identify improvements for the future following each emergency event.

Ms. Martin left the meeting at this point.

Mr. French presented an overview of the risk of an electric transmission system-wide blackout, 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 key drivers of this risk, as well as controls and mitigations put in place to reduce the risk. The Committee members asked questions and discussed various aspects of Mr. French's presentation, including the impact of renewable energy sources on resource adequacy, and the need to continue to establish controls envisioning the resource mix of the future.

Mr. Quinlan left the meeting at this point.

Mr. Pezzola presented an update on all open high-risk internal audit issues with operational impacts, 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 status of open items.

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

Mr. Pezzola continued his presentation with a discussion of a privileged and confidential audit. The Committee members asked questions and discussed various aspects

of Mr. Pezzola's presentation, noting progress in the development of action plans to address high-risk issues.

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

The Committee discussed and saw no need for an executive session.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 10:55 a.m.

SUJATA PAGEDAR
Secretary

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

April 28, 2020

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 9:55 a.m. on Tuesday, April 28, 2020. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee. The first portion of the meeting also was held concurrently with meetings of the Companies' respective Audit Committees and the PG&E Corporation Compliance and Public Policy (CPP) Committee.

Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Utility's Bylaws. Committee member Fred J. Fowler 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, 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, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Francisco Benavides, Stephen J. Cairns, Steven M. Holland, Robert S. Kenney, David S. Thomason, Brian M. Wong, Jane K. Yura, Sujata Pagedar, Lise H. Jordan, and Christopher A. Pezzola, along with Angela Anderson and Douglas A. Bennett of NorthStar Consulting Group (NorthStar), Timothy J. Gillam of Deloitte & Touche LLP, Nicholas S. Goldin, Mario A. Ponce, and Ravi Purushotham of Simpson Thacher & Bartlett LLP (Simpson), and Charles J. Kalil II and Christopher W. Keegan of Kirkland & Ellis LLP (Kirkland).

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

Mr. Benavides provided a report on safety, which included a discussion of materials that had been provided to the Audit, CPP, and SNO Committee members (Committee Members) in advance of the meeting and that are included in the records of this Committee. He presented a safety tailboard on ergonomics. He then discussed, among other things, a recent contractor

fatality involving an off-road utility vehicle; the Companies' 100-day plan to improve safety; the Companies' 2020 safety program, including performance targets and metrics for serious injuries and fatalities as well as injury and motor vehicle incidents; and findings from a field assessment conducted by the Independent Safety Oversight Committee. The Committee asked questions and discussed, among other matters, the recent contractor fatality, how to eliminate similar incidents in the future, opportunities for using data to prevent future safety incidents, and opportunities to build a stronger safety culture.

Mr. Vesey presented a report on the Companies' operations during the COVID-19 pandemic. The Committee Members asked questions and discussed, among other matters, current impacts to employees, including the sequestration of certain employees performing critical functions; strategies being employed to plan for future work; and ongoing efforts to prepare for the fire season.

Mr. Wong presented proposed amendments to the respective charters of the SNO Committees and the CPP Committee to (1) transfer oversight responsibilities relating to the Utility's Wildfire Mitigation Plan from the CPP Committee to the SNO Committees, and (2) clarify and memorialize the CPP Committee's oversight responsibility relating to significant external commitments. 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. After discussion, on motion made and seconded, the Committee agreed to recommend that the Companies' Boards approve the proposed amendments to the CPP Committee and SNO Committee charters, as presented.

At this point, Mr. Wong left the meeting, and Michael W. Seitz joined the meeting.

Mr. Seitz presented a report on the Companies' ongoing efforts to develop an enterprise data management strategy and to improve enterprise data quality. 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 ongoing and planned activities and initiatives. The Committee Members asked questions and discussed, among other matters, governance of this

work, benchmarking conducted to date, and various data management initiatives.

Mr. Barrera and Mr. Seitz left the meeting, and E. Christine Cowsert, Clifford J. Gleicher, and Maureen R. Zawalick joined the meeting at this point.

Ms. Kane and Mr. Gleicher presented a report regarding noncompliance (e.g., notices of violations), which included a discussion with Ms. Cowsert, Ms. Jordan, and Ms. Zawalick 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, opportunities to reduce the number of nonconformance incidents in the future by increasing the focus on controls.

Ms. Moore, Ms. Cowsert, Mr. Gleicher, and Ms. Zawalick left the meeting at this point.

Mr. Pezzola presented a report on results of audits performed by Internal Auditing (IA) during the first quarter of 2020, 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 2020 IA Work Plan. The Committee Members asked questions and discussed various aspects of Mr. Pezzola's presentation.

Mr. Simon, Mr. Wells, Ms. Giammona, Ms. Kane, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Benavides, Mr. Cairns, Mr. Holland, Mr. Kenney, Mr. Thomason, Ms. Yura, Ms. Pagedar, Ms. Jordan, Mr. Pezzola, Ms. Anderson, Mr. Bennett, Mr. Gillam, Mr. Kalil, and Mr. Keegan and were excused, and the meeting continued in executive session with Mr. Leffell, Ms. Mielle, Mr. Wolff, Mr. Woolard, Mr. Johnson, Mr. Vesey, Mr. Goldin, Mr. Ponce, and Mr. Purushotham present.

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

Mr. Leffell, Ms. Mielle, Mr. Wolff, Mr. Woolard, Mr. Johnson, Mr. Vesey, Ms. Pagedar, and Mr. Goldin left the

meeting, and the concurrent session with the Audit Committees and the CPP Committee ended at this point.

The meeting recessed at 12:20 p.m. and reconvened at 1:50 p.m.

Sara A. Ricciardi of Simpson joined the meeting at this point, and the meeting continued in executive session with Mr. Ponce, Mr. Purushotham, and Ms. Ricciardi present.

The Committee concluded its executive session. Ms. Pagedar was recalled and informed that the Committee had conducted its 2019 performance evaluation, and that, following discussion, the Committee had concluded that, based on the results of its 2019 performance evaluation, it had met its responsibilities diligently, and that it is functioning effectively.

At this point, the following individuals rejoined the meeting: Mr. Johnson, Mr. Vesey, Mr. Simon, Ms. Giammona, Ms. Kane, Mr. Lewis, Ms. Loduca, Mr. Welsch, Mr. Benavides, Mr. Cairns, and Ms. Yura, along with Ms. Anderson and Mr. Bennett of NorthStar and Mr. Kalil and Mr. Keegan of Kirkland.

Mr. Benavides presented a safety tailboard on motor vehicle incidents. The Committee members asked questions and discussed various aspects of his presentation.

Aaron J. Johnson, Deborah W. Powell, Matthew T. Pender, and Mark Quinlan, along with Darrell Smith of NorthStar, joined the meeting at this point.

Mr. Welsch presented a report on 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 Generation’s safety, operational, and financial performance year-to-date, as well as Generation’s ongoing efforts with respect to compliance and quality verification. The Committee members asked questions and discussed various aspects of Mr. Welsch’s presentation.

Mr. Johnson and Mr. Quinlan presented a report on Public Safety Power Shutoff (PSPS) operational readiness, 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, they discussed actions taken to reduce restoration times following a PSPS event, upgraded staffing and resources, and ongoing outreach to various counties and tribes. The Committee members asked questions and discussed, among other matters, communication and outreach to customers, and the impacts of COVID-19 on outreach efforts with local governments.

Mr. Johnson and Mr. Quinlan left the meeting, and E. Christine Cowsert rejoined the meeting at this point.

Ms. Powell and Ms. Campbell led a discussion regarding management's draft first quarter 2020 report on the Utility's progress on the Community Wildfire Safety Program, its 2020 Wildfire Mitigation Plan, and compliance with the terms of probation relating to wildfire safety. 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, they discussed the impact of COVID-19 on work prioritization, preparation efforts for 2020 PSPS events, mapping of high fire risk areas and compliance with probation terms. The Committee members asked questions and discussed, among other matters, the metrics and milestones presented in the report, as well as the frequency of the report. The Committee members affirmed that the content of the report was appropriate, and the cadence of a monthly short report and quarterly long report would provide the Committee with sufficient information to support its oversight of the Utility's wildfire mitigation efforts.

Ms. Powell presented an update on Electric Operations' Asset Management Improvement Plan to reduce overall enterprise risks related to asset failures. This included a discussion of materials that had been provided to the Committee members in advance of the meeting and that are included in the records of this Committee. Among other things, she discussed the development of an asset management improvement strategy, and efforts to implement the ISO 55001 asset management framework. The Committee members asked questions and discussed various aspects of Ms. Powell's presentation.

Ms. Powell and Mr. Pender left the meeting at this point.

Ms. Cowsert presented a report on risk management activities associated with potential loss of containment at a measurement and control or compression and processing facility, one of the enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She described the risk, and discussed, among other things, risk drivers, and the Utility's risk mitigation strategy and status. The Committee members asked questions and discussed, among other matters, the Utility's remediation activities for this risk.

Ms. Cowsert then presented an update on the Utility's Enterprise Inspection Standard, 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. She described the application of the Standard to high-priority inspections across the enterprise, as well as governance over the implementation of the Standard. The Committee members asked questions and discussed the Standard.

At this point, Ms. Cowsert left the meeting.

On motion made and seconded, the minutes of the Committee meetings held on May 15, 2019, February 11, 2020, and February 20, 2020 were approved.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 3:35 p.m.

SUJATA PAGEDAR
Secretary

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

March 27, 2020

A special 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 8:00 a.m. on Friday, March 27, 2020. The meeting was held concurrently with a meeting of the PG&E Corporation (Corporation and, together with the Utility, the Companies) SNO Committee.

Committee members Jeffrey L. Bleich, Nora Mead Brownell, Cheryl F. Campbell, Fred J. Fowler, Eric D. Mullins, Kristine M. Schmidt, and William L. Smith attended by telephone, as permitted by the Utility's Bylaws. No Committee member was absent.

Also participating by telephone at the beginning of the meeting was director Meridee A. Moore, as well as William D. Johnson, Andrew M. Vesey, Francisco Benavides, and Frances S. Chang, along with Nicholas S. Goldin and Jennifer Isaacman of Simpson Thacher & Bartlett LLP.

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

Ms. Chang was excused, and the meeting began in executive session with Ms. Moore, Mr. Johnson, Mr. Vesey, Mr. Benavides, Mr. Goldin, and Ms. Isaacman present.

The Committee concluded its executive session. Ms. Chang was recalled and informed that the following discussion took place:

- Mr. Benavides, the Companies' Chief Safety Officer, discussed his experience in health, safety, and environmental management and his strategies for improving the Companies' safety performance. The Committee members asked questions, and a discussion ensued.

At this point, the following individuals entered the meeting: John R. Simon, Jason P. Wells, Loraine M. Giammona, Julie M. Kane, Michael A. Lewis, Janet C. Loduca, James M. Welsch, Stephen J. Cairns, E. Christine Cowsert, Jamie L. Martin, Jan A. Nimick, and Jane K. Yura, along with Angela

Anderson of NorthStar Consulting Group and Christopher W. Keegan of Kirkland & Ellis LLP.

Ms. Cowsert presented an overview of the risk of a loss of containment at natural gas storage wells or reservoirs, one of the key enterprise risks addressed in the Companies' Enterprise and Operational Risk Management (EORM) program. 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. She discussed, among other things, the scope of the risk of a loss of containment, including safety and environmental consequences and key risk drivers, and the mitigation program, including baseline casing inspections and elimination of the single point of failure by converting all wells to tubing and packer configuration by the end of 2025. The Committee members asked questions and discussed various aspects of Ms. Cowsert's presentation.

Ms. Cowsert left the meeting at this point.

Mr. Nimick presented an overview of the risk of employee and contractor safety incidents, a key enterprise risk addressed in the Companies' EORM program. 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. He described the risk of employee safety incidents, and discussed, among other things, risk drivers and risk mitigations, including continuing efforts to raise the level of clinic support provided to the Utility's workforce and leveraging data in order to expand understanding of injury causes and control effectiveness of mitigations. The Committee members asked questions and discussed various aspects of Mr. Nimick's presentation.

Ms. Martin and Mr. Nimick left the meeting at this point.

On motion made and seconded, the minutes of the Committee meeting held on December 10, 2019 were approved.

There being no further business presented for action, on motion made, seconded, and carried, the meeting was adjourned at 9:20 a.m.

FRANCES S. CHANG
Secretary

PG&E Gas and Electric
Advice Submittal List
General Order 96-B, Section IV

AT&T
Albion Power Company
Alcantar & Kahl LLP

Alta Power Group, LLC
Anderson & Poole

Atlas ReFuel
BART

Barkovich & Yap, Inc.
California Cotton Ginners & Growers Assn
California Energy Commission
California Public Utilities Commission
California State Association of Counties
Calpine

Cameron-Daniel, P.C.
Casner, Steve
Cenergy Power
Center for Biological Diversity

Chevron Pipeline and Power
City of Palo Alto

City of San Jose
Clean Power Research
Coast Economic Consulting
Commercial Energy
Crossborder Energy
Crown Road Energy, LLC
Davis Wright Tremaine LLP
Day Carter Murphy

Dept of General Services
Don Pickett & Associates, Inc.
Douglass & Liddell

Downey & Brand
East Bay Community Energy
Ellison Schneider & Harris LLP
Energy Management Service
Engineers and Scientists of California

GenOn Energy, Inc.
Goodin, MacBride, Squeri, Schlotz & Ritchie
Green Power Institute
Hanna & Morton
ICF
IGS Energy
International Power Technology
Intestate Gas Services, Inc.
Kelly Group
Ken Bohn Consulting
Keyes & Fox LLP
Leviton Manufacturing Co., Inc.

Los Angeles County Integrated Waste Management Task Force
MRW & Associates
Manatt Phelps Phillips
Marin Energy Authority
McKenzie & Associates

Modesto Irrigation District
NLine Energy, Inc.
NRG Solar

Office of Ratepayer Advocates
OnGrid Solar
Pacific Gas and Electric Company
Peninsula Clean Energy

Pioneer Community Energy

Redwood Coast Energy Authority
Regulatory & Cogeneration Service, Inc.
SCD Energy Solutions

SCE
SDG&E and SoCalGas

SPURR
San Francisco Water Power and Sewer
Seattle City Light
Sempra Utilities
Southern California Edison Company
Southern California Gas Company
Spark Energy
Sun Light & Power
Sunshine Design
Tecogen, Inc.
TerraVerde Renewable Partners
Tiger Natural Gas, Inc.

TransCanada
Troutman Sanders LLP
Utility Cost Management
Utility Power Solutions
Water and Energy Consulting Wellhead Electric Company
Western Manufactured Housing Communities Association (WMA)
Yep Energy