

Nuclear, Operations, and Safety Committee

RESOLUTION OF THE
BOARD OF DIRECTORS OF
PG&E CORPORATION

December 6, 2011

BE IT RESOLVED that the Board of Directors hereby establishes a Nuclear, Operations, and Safety Committee of this Board, to consist of at least three directors, one of whom shall be appointed as the Committee's chair, and all of whom shall satisfy independence and qualification criteria established by this Board of Directors, as set forth in this corporation's Corporate Governance Guidelines; and

BE IT FURTHER RESOLVED that the basic responsibility of the Nuclear, Operations, and Safety Committee shall be to advise and assist this Board and the Board of Directors of Pacific Gas and Electric Company (the "Utility") with respect to the oversight and review of (i) significant safety (including public and employee safety), operational performance, 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"), and (ii) 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 Nuclear, Operations, and Safety 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 the corporation's enterprise risk management program and that are selected in consultation with this Board of Directors, the Board of Directors of the Utility, and their respective committees, as applicable), and assess the effectiveness of the Utility's program 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 Compensation Committee on appropriate safety and operational goals to be included in executive compensation programs and plans.
 7. Report regularly to the Boards of Directors on the Committee's deliberations and actions.

BE IT FURTHER RESOLVED that the members of the Nuclear, Operations, and Safety Committee shall periodically visit the Utility's nuclear and other operating facilities; and

BE IT FURTHER RESOLVED that the Nuclear, Operations, and Safety 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 Nuclear, Operations, and Safety 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 Nuclear, Operations, and Safety Committee.