

Pacific Gas and Electric Company Audit Committee

RESOLUTION OF THE
BOARD OF DIRECTORS OF
PACIFIC GAS AND ELECTRIC COMPANY

September 20, 2016

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

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

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

BE IT FURTHER RESOLVED that the basic purpose and responsibility of the Audit Committee shall be to advise and assist this Board in fulfilling its responsibilities for this corporation in connection with monitoring and overseeing (1) the integrity of this corporation's financial statements, (2) financial and accounting practices, and internal controls over financial reporting, (3) performance of external and internal auditors, (4) independence and qualification of the independent auditors, and (5) compliance with legal and regulatory requirements. The Audit Committee shall oversee these areas for this corporation and all of its controlled subsidiaries and affiliates, and, to the extent practicable and desirable, for any of this

corporation's subsidiaries and affiliates that it does not control. It is not the duty of the Audit Committee to plan or conduct audits or determine that the corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles ("GAAP") or applicable rules and regulations. More specifically, the Audit Committee shall:

1. (a) Be directly responsible for the appointment, replacement, compensation, and oversight of the work of the independent auditors, subject to the Board of Directors' authority to submit the appointment to shareholders for ratification; and (b) review and approve the scope of the independent audit, including the terms of engagement of the independent auditors. The independent auditors shall report directly to the Audit Committee.
2. Review and evaluate at least annually the independence, qualifications, and performance of the independent auditors, including (a) reviewing and discussing with the independent auditors the written disclosures and statements from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") delineating all relationships between the independent auditors and the corporation, including any disclosed relationships or services that may impact their objectivity and independence, (b) reviewing, at least annually, the independent auditors' reports regarding its internal quality control procedures, including any material issues raised by internal quality control or peer reviews or by inquiries or investigations by governmental or professional authorities during the past five years with respect to independent audits performed by the independent auditors, as well as any steps taken to address such issues, (c) reviewing and evaluating the lead partner of the independent auditors, and (d) assuring regular rotation of the lead audit partner as required by law.
3. Present to the Board the results of such evaluation of the independent auditors regarding independence, qualifications, and performance and any action that the Audit Committee deems appropriate based on the evaluation, including considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. In making its evaluation, the Audit Committee should take into account the opinions of management and the corporation's internal auditors.
4. Pre-approve any audit and non-audit services to be performed by the independent auditors, and delegate to one or more independent members of the Committee the

authority to pre-approve audit and non-audit services provided by the independent auditors, provided that any such pre-approvals must be presented to the full Audit Committee at the next regularly scheduled Committee meeting.

5. Set clear hiring policies with respect to employees or former employees of the independent auditors, taking into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the corporation.
6. (a) Review the adequacy and direction of the internal audit function, including the appointment and replacement of the senior internal auditor; (b) review with the independent auditors the responsibilities, budget, and staffing of the corporation's internal audit function; (c) periodically review the corporation's internal audit charter; and (d) periodically review reports provided to management by the senior internal auditor.
7. Review major issues as to the design, implementation, and adequacy of the internal controls of this corporation and its subsidiaries and affiliates and any special audit steps adopted in light of material control deficiencies (in consultation with the independent auditors and the senior internal auditor).
8. Review and discuss with management and the independent auditors the corporation's internal controls report and the independent auditors' attestation report, prior to the filing of the corporation's annual report on Form 10-K.
9. Review and discuss with management and the independent auditors, prior to issuance, the audited consolidated annual and interim financial statements of this corporation and its subsidiaries (the "Financial Statements"), including reviewing this corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
10. Review and discuss with management and the independent auditors (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in this corporation's selection or application of accounting principles, (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Financial Statements, including analyses as to the effects of alternative

GAAP methods on the Financial Statements, and (c) the effect of off-balance sheet structures on the Financial Statements.

11. Review and discuss with the independent auditors matters required to be discussed under the standards of the PCAOB, as may be modified or supplemented, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements between management and the independent auditors that arose in connection with the preparation of the Financial Statements, and management's response to any audit problems or difficulties. Such discussion may include (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (b) any communications between the independent auditors' team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the corporation.
12. Receive and discuss, prior to this corporation's filing of an audit report with the SEC, (a) the independent auditors' report on all critical accounting policies and practices to be used, (b) the independent auditors' report on all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
13. Review disclosures made by the principal executive officer and the principal financial officer in connection with the officer certifications required for this corporation's annual report on Form 10-K and the quarterly reports on Form 10-Q, regarding all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect this corporation's ability to record, process, summarize, and report financial information, or any fraud that involves management or other employees who have a significant role in the corporation's internal control over financial reporting.

14. Based on its review and discussion with the independent auditors and management, recommend to the Board of Directors that the audited financial statements be included in this corporation's annual report on Form 10-K.
15. (a) Review and oversee related party transactions involving this corporation, defined as those transactions required to be disclosed under Items 404(a) and 404(b) of SEC Regulation S-K and applicable rules and regulations of the stock exchanges; and (b) discuss with the independent auditors their evaluation of the corporation's identification of, accounting for, and disclosure of its relationships with related parties as set forth under applicable standards of the PCAOB.
16. Receive reports from attorneys (including the chief legal officer) that represent or have represented this corporation, about certain information regarding credible evidence of material violations of securities law or material breach of fiduciary duty to the corporation, by the corporation or its agents.
17. Establish and oversee procedures for (a) the receipt, retention, and treatment of complaints received by this corporation regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters.
18. Obtain from the independent auditors assurance that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated.
19. Prepare the Audit Committee's report that is filed with this corporation's annual proxy statement.
20. (a) Review legal and regulatory matters that may have a material impact on the Financial Statements, including the effect of regulatory and accounting initiatives; (b) discuss with management the corporation's programs to monitor compliance with laws, regulations, and internal policies and standards; (c) periodically receive reports from the PG&E Corporation Compliance and Public Policy Committee with respect to compliance oversight and related matters; and (d) at least annually, meet jointly with the PG&E

Corporation Nuclear, Operations, and Safety Committee and the Compliance and Public Policy Committee to discuss the corporation's compliance program.

21. (a) Discuss this corporation's guidelines and policies that govern the processes by which major risks are assessed and managed; (b) discuss the major financial risk exposures and the overall steps that management has taken to monitor and control such exposures; and (c) to the extent that any aspect of risk assessment and management is delegated to another committee of this corporation's Board or to the Board of Directors of PG&E Corporation or a committee of that board, the Audit Committee shall generally review the processes by which such risk assessment and management are undertaken.
22. Discuss the types of information to be disclosed and the types of presentation to be made in connection with this corporation's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information) and financial information and earnings guidance provided to analysts and rating agencies. This discussion does not need to occur before each earnings release or disclosure of earnings guidance.
23. Review periodically, and no less than annually, expense reimbursements paid to the Chairman of the Board, the Chief Executive Officer, and the President, if those positions are filled, and to such other officers of this corporation and its subsidiaries and affiliates as may be deemed appropriate by the Committee.
24. Review and reassess annually the adequacy of the Audit Committee's charter as set forth in this resolution and perform an annual evaluation of the Committee's performance.
25. Serve as a channel of communication between the independent auditors and the Board of Directors and between the senior internal auditor and the Board.
26. Meet separately with the independent auditors and the senior internal auditor at each meeting at which the Audit Committee reviews and discusses with the independent auditors, prior to issuance, the Financial Statements, and at other meetings at the discretion of the Chair of the Committee. Meet separately and periodically with management at the discretion of the Chair of the Committee.

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

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

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

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

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

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

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

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on-September 15, 2015 is hereby superseded.