

**Executive Committee**

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

February 20, 2008

BE IT RESOLVED that, effective upon adjournment of this meeting, an Executive Committee of this Board of Directors hereby is established to consist of at least five directors, one of whom shall be the Chairman of the Board of Directors and one of whom shall be the Chief Executive Officer of PG&E Corporation; and

BE IT FURTHER RESOLVED that the Executive Committee may exercise any of the powers and perform any of the duties of the Board of Directors, subject to the limits set forth in California Corporations Code Section 311; and

BE IT FURTHER RESOLVED that this Executive Committee shall fix its own time and place of meetings and shall prescribe its own rules of procedure; 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 Executive Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on December 15, 2004 is hereby superseded.