

Code of Conduct for Contractors, Consultants, Suppliers and Vendors

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INTRODUCTION

TO ALL CONTRACTORS, CONSULTANTS, SUPPLIERS, AND VENDORS:

At PG&E Corporation and Pacific Gas and Electric Company (together, PG&E), we understand that a strong commitment to compliance and ethics is the foundation of a successful business. We strive to ensure that every business decision is guided by our commitment to operate with high ethical standards.

We're committed to ethical business conduct and compliance with applicable laws, regulations and policies. We expect our contractors, consultants, suppliers, and vendors (collectively, "Suppliers") to share this commitment.

This Code of Conduct contains principles and conduct standards that Suppliers as well as their employees, subcontractors, sub-suppliers, and sub-vendors must adhere to as they provide goods and services to PG&E.

Suppliers are responsible for ensuring:

1. This Code is shared with all individuals assigned to perform work on behalf of PG&E,
2. Any work performed for PG&E is done in full compliance with this code, all applicable laws, regulations, and in accordance with the highest standards of ethical business conduct, and
3. Any work performed for PG&E is done by trained individuals with the skills, expertise, and certifications necessary to complete the job in a safe and compliant manner.

Failure to comply with these obligations could result in termination of your assignment and/or contract.

For questions or concerns about compliance or ethics issues while working for PG&E, Suppliers are to discuss them with their PG&E business contact. Suppliers may also call our toll-free **Compliance and Ethics Helpline at 888-231-2310** with questions on compliance or ethics issues or to report activities that they believe may be illegal or unethical. The Compliance and Ethics Helpline also should be used to raise concerns about questionable accounting or auditing matters. The Helpline is available 24 hours a day, 7 days a week, and Suppliers may call anonymously.

We regard our Supplier base as a critical and necessary extension of our mission, operations, and future success and we appreciate your commitment to making compliance and ethics a top priority as you work with PG&E.

Your company will be receiving an e-mail directing it to log-in to PG&E's Supplier portal where a company representative will be required to read and accept the terms of this Code of Conduct.

Sincerely,



Desmond Bell
Senior Vice President Shared Services and
Chief Procurement Officer

PRINCIPLES AND STANDARDS OF ETHICAL SUPPLY MANAGEMENT CONDUCT

PG&E supports the **Principles and Standards of Ethical Supply Management Conduct** as promoted by the Institute for Supply Management:¹

1. **Perceived Impropriety.** Prevent the intent and appearance of unethical or compromising conduct in relationships, actions and communications.
2. **Conflicts of Interest.** Ensure that any personal, business or other activity does not conflict with the lawful interests of your employer.
3. **Issues of Influence.** Avoid behaviors or actions that may negatively influence, or appear to influence, supply management decisions.
4. **Responsibilities to Your Employer.** Uphold fiduciary and other responsibilities using reasonable care and granted authority to deliver value to your employer.
5. **Supplier and Customer Relationships.** Promote positive supplier and customer relationships.
6. **Sustainability and Social Responsibility.** Champion social responsibility and sustainability practices in supply management.
7. **Confidential and Proprietary Information.** Protect confidential and proprietary information.
8. **Reciprocity.** Avoid improper reciprocal agreements.
9. **Applicable Laws, Regulations and Trade Agreements.** Know and obey the letter and spirit of laws, regulations and trade agreements applicable to supply management.
10. **Professional Competence.** Develop skills, expand knowledge and conduct business that demonstrates competence and promotes the supply management profession.

¹ Internet website: www.ism.ws (Social Responsibility, Ethics, Principles and Standards of Ethical Supply Management Conduct)

CONDUCT STANDARDS

Working Safely

PG&E strives to have an injury- and illness-free work environment for the benefit of employees, Suppliers, customers, and the public.

Working safely and in compliance with safety and health rules and procedures, is a condition of your engagement as a Supplier with PG&E.² Ensure:

- The work environment is safe by identifying and controlling unsafe conditions and occupational and public safety hazards.
- You discuss any additional safety requirements applicable to the work with your PG&E business contact.
- You and your employees and subcontractors on site are working in conformance with all applicable safety rules, laws, standards and procedures, including Occupational Safety and Health Administration (Cal/OSHA) rules and regulations and any additional requirements of PG&E.

PG&E retains the right to review supplier safety procedures and specify additional requirements in your contract.

When operating a vehicle on PG&E business, make sure you have a valid driver's license, comply with the state vehicle code, and operate the vehicle safely at all times. Help and encourage others to work safely, and always place safety first.

Immediately report to your PG&E business contact all occupational injuries and illnesses, injuries to non-employees, damage to property resulting from PG&E business activities, and any unsafe conditions that you cannot safely correct. You also can contact the 24-hour Safety, Health, and Claims Helpline at 415-973-8700.

Fitness for Duty

While working for PG&E, you are expected to be mentally **and** physically fit. While performing work for PG&E, you may not be under the influence of alcohol or any drugs that impair your ability to perform your work safely and efficiently. **Never** use, possess, sell, offer to sell, transfer, provide, share, or purchase illegal drugs while on duty or on PG&E property — or be in possession or under the influence of medication prescribed for someone other than you.

You also must comply with any other fitness-for-duty regulations that apply to the work you are doing for PG&E, such as those required by the Nuclear Regulatory Commission or the Department of Transportation.

Tell your PG&E business contact if you're taking prescription drugs or over-the-counter medications that you reasonably believe could affect your ability to work safely or efficiently.

Use of Alcohol

Never perform work for PG&E while under the influence of alcohol. You may not consume alcohol while working on behalf of PG&E, including at lunches, or on company property. Exception: officers and directors of PG&E may authorize, in advance, the consumption of alcohol for special occasions or for certain business meetings as long as such use is limited and does not violate other legal requirements, such as those of the Nuclear Regulatory Commission or the Department of Transportation.

² All references to "Supplier" or "you" include all individuals employed or retained by the Supplier to perform PG&E work.

You may not operate a PG&E-owned, leased, or rented vehicle after consuming alcohol, even if consumption is permitted under the exception described above. You may not transport alcohol in a PG&E-owned, leased, or rented vehicle unless you have the prior consent of your PG&E business contact.

Consuming alcohol while on duty at PG&E, except as allowed in the exception described above, will result in termination of your assignment with PG&E.

Environmental Leadership

PG&E is a recognized environmental leader and is committed to conducting its business in an environmentally sensitive manner. This commitment is consistent with our values and our “Environmental Policy”. For PG&E to be an environmental leader, we must first comply fully with all environmental laws and regulations that govern our business. When appropriate, we seek ways to go beyond what’s required in how we deliver energy, serve our customers, and manage our operations.

We require our Suppliers to comply with all applicable environmental laws and regulations and operate in an environmentally responsible manner.

Harassment and Discrimination

At PG&E, we are committed to maintaining a work environment that respects individual differences. Conduct yourself in a professional manner and treat others with respect, fairness, and dignity. PG&E does not tolerate harassment or discrimination, including behavior, comments, jokes, slurs, e-mail messages, pictures, photographs, or other conduct that contributes to an intimidating or offensive environment. Harassment and discrimination also can occur in the form of bullying, initiation activities, or workplace hazing, which can be humiliating and degrading. No forms of harassment or discrimination are tolerated, regardless of the other person’s willingness to participate and such conduct can result in termination of your assignment with PG&E.

You must comply with applicable federal, state, and local statutes prohibiting conduct that could reasonably be construed as sexual in nature,³ or discrimination or harassment based on race, color, religion, age, sex, pregnancy, physical or mental disability, national origin, ancestry, medical condition, veteran status, marital status, sexual orientation, gender identity, genetic information, or any other non-job-related factor.

Labor

PG&E expects our Suppliers know and uphold the human rights of their workers and treat their workers with dignity and respect.

PG&E Suppliers must not use child labor. Suppliers are prohibited from using workers under the legal age of employment in any country or local jurisdiction where the Supplier performs work for PG&E. If the minimum age of employment is not defined, the minimum age of employment is 15 years of age. In cases where minors are authorized to work, we expect our Suppliers to comply with all legal requirements, particularly those pertaining to hours of work, wages, minimum education, and working conditions.

³ Examples of conduct that is sexual in nature include: invitations for sexual contact or graphic commentary about an individual’s body; any conduct involving sexually suggestive or obscene objects, pictures, websites, cartoons, posters, clothing, notes, letters, e-mails, or electronic media such as texting, instant messaging or blogging; sexual gestures; leering; inappropriate touching; assault; or impeding or blocking movement.

Customer Relations

PG&E is committed to ensuring that all our customers have a positive experience when working with our employees and suppliers. While working for PG&E, ensure that you:

- Wear professional and appropriate clothing for the type of work you are performing,
- Conduct yourself in a professional manner,
- Provide customers and property owners with accurate information,
- Carry identification at all times and be willing to show it to customers.

If you are unsure about the appropriate attire for the worksite or are unsure about the type of information to provide to a customer, talk to your PG&E business contact.

If a customer has additional or detailed questions about the work you are doing, please refer them to our toll-free Customer Service phone number, 1-800-PGE-5000, then update your PG&E business contact.

Workplace Violence

PG&E is committed to maintaining a safe and secure workplace and working environment. Acts or threats of physical violence, intimidation, harassment or coercion, stalking, sabotage, and similar activities are not tolerated. Engaging in acts or threats of violence will result in termination of your assignment with PG&E.

Weapons in the Workplace

You may not bring, carry, store, or use any type of weapon on PG&E-owned, leased, or rented property; in a PG&E-owned, leased, or rented vehicle; in a personal vehicle while on PG&E business; or at a job site, whether performing PG&E work or not, unless you're explicitly authorized by PG&E to do so by PG&E's Corporate Security Department. A "weapon" is a firearm, ammunition, explosive, or any other device or object that can be construed as a weapon by PG&E. Weapons do not include tools that are used for legitimate business purposes.

PG&E Assets

PG&E assets such as computers, telephones and cell phones, fax machines, copy machines, conference rooms, vehicles, construction equipment, tools, and similar assets are for PG&E business only.

Computer and System Security

Suppliers who have access to PG&E's information systems are responsible for ensuring the security of those systems by complying with PG&E's information security standards. Make sure you:

- Don't share passwords or other access credentials with any other person or group, and don't use another person's password.
- Use only approved, authorized, and properly licensed software on PG&E computer systems.
- Connect only PG&E-owned computers and equipment to PG&E networks.
- Don't attempt to circumvent or attack security controls on a computer system or network.
- Don't access or download pornographic, gaming, file sharing, or other inappropriate files or websites.
- Don't store inappropriate or pirated content on your PG&E equipment.

Violations of any of the above will result in termination of your assignment with PG&E. Immediately report any suspected or actual breach of PG&E computer system or network security to Information

Security's 24-hour emergency hotline at 415-973-2477 and assist in the investigation as needed.

Privacy

PG&E retains the right to monitor its assets and work environments in compliance with applicable federal, state, and local law. You should have no expectation of privacy when you use a PG&E work space, computer, voicemail, or system to create, access, transmit, or store information. Such information is accessible to PG&E even if it is password-protected, deleted by the user, or in a locked area.

Records Retention

Many areas of PG&E have internal, regulatory, or legal requirements to retain certain records for prescribed periods of time. Work with your PG&E business contact to understand if there are any records associated with your contract that need to be retained.

Confidential Information

Confidential information includes all nonpublic information that might be useful to competitors or harmful to PG&E or our customers if disclosed.

While performing work for PG&E, you may have access to proprietary and/or confidential information. Maintain the confidentiality of information entrusted to you by PG&E and our customers, except when disclosure is properly authorized or legally mandated. This includes any information about a specific customer including such things as name, address, Social Security number, phone numbers, contact names, and billing data. Do not share confidential information with PG&E affiliates that produce energy or energy-related products and services. Never use this information for personal gain or advantage, and never copy or share this information without appropriate approval. This obligation continues even after your assignment at PG&E ends. Revealing confidential information that you obtained while working for PG&E is a violation of this Code of Conduct, your contract with PG&E, and also may be unlawful.

You may not disclose "material" nonpublic information that you acquired during the scope of your contract with PG&E to make investment decisions concerning securities of PG&E or another company. "Material" means information that a reasonable investor would consider important in making an investment decision. The securities laws and PG&E's Insider Trading Policy prohibit trading while in possession of material nonpublic information and prohibit sharing this information with others to enable them to trade.

Company Records and Disclosures

Accurate records and disclosures are critical to PG&E meeting its legal, financial, regulatory, and management obligations. Never misstate facts or omit material information to PG&E. Ensure that all records, disclosures, and communications to PG&E are full, fair, accurate, timely, and understandable. Never hide, alter, falsify, or disguise the true nature of any transaction, nor forge endorsements, approvals, or authorizing signatures for any payment. If you know that a record or disclosure is false or misleading, don't submit, enter, process, or approve it, and report it to your PG&E business contact.

Endorsements

Subject to exceptions approved by Corporate Affairs, PG&E does not endorse products or services or the firms or individuals who supply them and favoritism must not be implied by testimonials or endorsements of PG&E's use of any materials, supplies, equipment, or service, or by the use of its name in advertising, publicity, articles, or catalogs. If you want to provide a testimonial or endorse an event, product, or service, do not use your affiliation with PG&E without approval from an authorized PG&E employee.

Gifts to Foreign Officials

United States companies and their employees and agents doing business outside the United States must comply with the provisions of the Foreign Corrupt Practices Act (FCPA). Do not provide or promise any gift, money, entertainment, service, or other item of value to a foreign official, or the official's friends or family members, in connection with your work with PG&E. For purposes of the FCPA "foreign official" includes any officer, employee, candidate, agent, representative, official or de facto official of any non-U.S. government, military, government-owned or affiliated company, or political party, or any public international organization. Simple business courtesies such as meals, entertainment, or travel may be illegal under the FCPA or the laws of the host country. When doing business in a foreign country or with a representative of a foreign country, always maintain detailed records of transactions involving PG&E. Discuss any questions with your PG&E business contact.

Supplier Diversity

PG&E is committed to providing maximum practical business opportunities to women, minority and disabled veteran-owned business enterprises. However, we do not use set-asides, preferences, or quotas in administering our Supplier Diversity program.

News Media Inquiries

Suppliers must not represent themselves to the media as speaking on behalf of PG&E unless they are expressly authorized to do so by PG&E's Corporate Affairs Department. Immediately refer any media inquiries to PG&E's External Communications at 415-973-5930. This team is available 24 hours a day, seven days a week to act as the direct representative and liaison for PG&E to the news media.

If the media asks to speak with a PG&E subject matter expert, External Communications will determine how to respond on behalf of PG&E.

In the case of an emergency, reporters arriving on the scene will try to gather information from any available source. If forced by the situation to respond to reporters, do not attempt to improvise an answer, do not speculate, and do not downplay the seriousness of the situation. Direct all reporter inquiries to PG&E media relations personnel and, if they are not on the scene, then to the 24-hour media line (415-973-5930).

Business Continuity

PG&E expects its Suppliers to have Business Continuity plans in place, to test those plans and to exercise those plans for their business to operate on a continual basis with minimal interruption of supply in the event of an emergency, crisis situation, natural disaster or terrorist/security related event. Suppliers that support PG&E's real-time operation and financial functions may be asked to provide copies of their plans, exercise and training records to PG&E.

CONFLICT OF INTEREST STANDARDS

Conflicts with PG&E's Interests

PG&E expects Suppliers to exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict with PG&E's interests. While engaged in PG&E-related work, you must not accept any employment or engage in any work that creates a conflict of interest, or the appearance of a conflict of interest, with PG&E or in any way compromises the work you are contracted to perform on behalf of PG&E. If you have any questions about a conflict of interest, talk to your business contact.

Close Personal Relationships

Close personal relationships, especially romantic ones, between a Supplier and a PG&E employee who is responsible to monitor the Supplier's performance should be avoided. Close personal relationships can interfere with the exercise of independent judgment and can lead to claims of a conflict of interest or even sexual harassment.

To avoid these problems and to foster a positive work environment, you must promptly report to your PG&E business contact any close personal relationship that results, or could result, in a conflict with this standard.

Gifts to PG&E Employees

Accepting or giving a gift in a business setting can create a sense of obligation or the appearance of an obligation and PG&E discourages its suppliers from giving gifts to PG&E employees. A gift can be anything of value, including such items as a ticket to a sporting event or play, a non-business meal, a bottle of wine, a coffee cup, a free service, a special discount or an all-expense paid trip to a conference or trade show.

PG&E forbids its employees, as well as members of their immediate families, from accepting gifts from Suppliers or similar business contacts doing business with or seeking to do business with PG&E, unless all six of the following conditions are met:

- The value of the item is less than \$100, and the value of all gifts from the Supplier during a 12-month period does not exceed \$250. A gift that exceeds either value must be approved by a PG&E officer. Any such gift to a PG&E officer must be approved by the officer's supervisor.
- The item is customary and does not create any appearance of impropriety.
- The item imposes no sense of obligation on the receiver.
- The item results in no special or favored treatment.
- The item could not be considered extravagant, excessive, or too frequent considering all of the circumstances, including the PG&E employee's ability to reciprocate at PG&E expense.
- The item is not concealed in any way.

A supplier may not provide gifts to PG&E employees with an aggregate value of more than \$2,500 in a calendar year.

PG&E employees may not accept gratuities of cash, or gift cards redeemable for cash, from past, current, or potential Suppliers.

"Customary business meals" are not considered gifts. These are routine meals, similar in cost to PG&E employees' meals when they entertain clients.

In addition to the restrictions on gifts, employees and members of their families must never accept a loan or payment from a Supplier or similar business contact under terms that aren't available to the general public.

RAISING CONCERNS

The standards of conduct described in this code are critical to the ongoing success of PG&E's relationship with its Suppliers. If you encounter questionable activities, we encourage you to immediately bring them to our attention through your PG&E business contact or by contacting PG&E's Compliance and Ethics Helpline at 888-231-2310.

You also can contact the Compliance and Ethics Helpline if you have concerns about questionable accounting or auditing matters or internal controls (collectively, "accounting complaints").

The Helpline is available 24 hours a day, 7 days a week. It's a multilingual service that provides a safe place to ask compliance and ethics questions or to raise concerns. Helpline calls are handled confidentially to the extent permitted by law, and can be submitted anonymously without fear of retaliation.

PG&E prohibits retaliation against anyone who raises concerns or is involved in an investigation. PG&E will investigate any reports of retaliation and take the appropriate action.

This Code of Conduct is not a contract. It does not confer rights on any vendor, nor does it impose obligations on PG&E. In case of conflict between the Code of Conduct and your contract, the terms of your contract prevail.