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13
 14 **UNITED STATES BANKRUPTCY COURT**
 15 **NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION**

17 In re
 18 PACIFIC GAS AND ELECTRIC
 19 COMPANY, a California corporation,
 20 Debtor.
 21 Tax Id # 94-0742640

CASE NO. 01-30923 DM
 Chapter 11

DATE: June 18, 2001
 TIME: 9:30 a.m.
 PLACE: 232 Pine St., 22nd Floor
 San Francisco, CA
 JUDGE: Honorable Dennis Montali

22
 23
 24 **DECLARATION OF IRVING SULMEYER IN SUPPORT OF**
 25 **OBJECTION BY CITY AND COUNTY OF SAN FRANCISCO TO**
 26 **DEBTOR'S MOTION FOR ORDER AUTHORIZING ESTABLISHMENT OF**
 27 **MANAGEMENT RETENTION PROGRAM**

28 I Irving Sulmeyer declare as follows:

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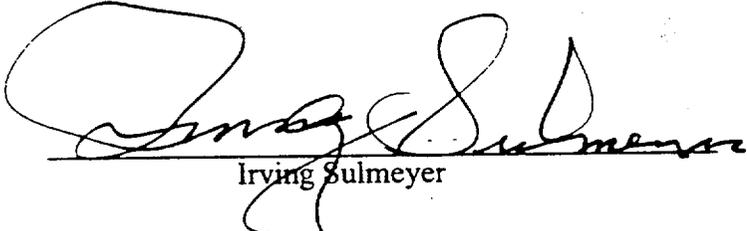
1 1. I am one of the attorneys employed by the City and County of
2 San Francisco in the above-captioned matter. As such I have personal knowledge of the facts set
3 forth in this declaration and if called upon as a witness would be competent to testify thereto.
4 2. In the course of analyzing the Debtor's Notice of Motion and Motion for
5 Order Authorizing (1) Continuation of Prepetition Employee Severance and Displacement
6 Programs, (2) Establishment of Management Retention Program, and (3) Honoring Certain
7 Prepetition Employee Compensation, Supporting Memorandum of Points and Authorities. I
8 obtained via PG&E Corporation and Pacific Gas & Electric Company internet site, a copy of Joint
9 Notice of 2001 Annual Meetings Joint Proxy Statement dated April 16, 2001. True and correct
10 copies of the pages of said Joint Proxy Statement that are relevant to the issues before the Court, to
11 wit, the identity of senior management, compensation of senior management, stock holdings of
12 senior management, compensation and incentive programs including stock options etc., are
13 attached to this declaration as Exhibit A.
14 3. Further, in the course of my preparing the opposition of the City and
15 County of San Francisco to the Debtor's Motion to establish a proposed Management Retention
16 Program, I caused to be brought up on the internet on June 8, 2001 at approximately 12:06 p.m.
17 Pacific time (3:06 p.m. ET) public information of the market value of PG&E Corp. stock showing
18 a last trade at \$11.77 per share.
19 I declare under penalty of perjury that the foregoing is true and correct under the
20 laws of the United States and the State of California
21 EXECUTED AT LOS ANGELES, CALIFORNIA THIS 11 DAY OF JUNE,
22 2001.
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24 
25 Irving Sulmeyer
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27
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EXHIBIT A



PG&E Corporation and Pacific Gas and Electric Company

Joint Notice of 2001 Annual Meetings • Joint Proxy Statement

April 16, 2001

To the Shareholders of PG&E Corporation and Pacific Gas and Electric Company:

You are cordially invited to attend the fifth annual meeting of PG&E Corporation and the 95th annual meeting of Pacific Gas and Electric Company. The meetings will be held concurrently on Wednesday, May 16, 2001, at 3:00 p.m., in the Masonic Auditorium, 1111 California Street, San Francisco, California.

The accompanying Joint Proxy Statement contains information about matters to be considered at both the PG&E Corporation and Pacific Gas and Electric Company annual meetings. At the annual meetings, PG&E Corporation and Pacific Gas and Electric Company shareholders will be asked to vote on the election of directors and ratification of the selection of independent public accountants for 2001 for their respective companies. The Boards of Directors and management of PG&E Corporation and Pacific Gas and Electric Company recommend that you vote "FOR" the nominees for directors and the ratification of the appointment of Deloitte & Touche LLP as the independent public accountants for 2001, as set forth in the Joint Proxy Statement.

In addition to the matters described above, PG&E Corporation shareholders will be asked to vote on a management proposal to increase the number of shares available to be issued under the Long-Term Incentive Program. For the reasons stated in the Joint Proxy Statement, the PG&E Corporation Board of Directors and management recommend that PG&E Corporation shareholders vote "FOR" this proposal.

PG&E Corporation shareholders also will be asked to vote on the proposals submitted by individual PG&E Corporation shareholders described in the Joint Proxy Statement, if such proposals are properly presented at the annual meeting. For the reasons stated in the Joint Proxy Statement, the PG&E Corporation Board of Directors and management recommend that PG&E Corporation shareholders vote "AGAINST" these proposals.

Your vote on the business at the annual meetings is important. If you hold shares in both PG&E Corporation and Pacific Gas and Electric Company, you will be provided with a separate proxy form for each company. For your convenience, we offer you the option of executing and submitting your proxy and voting instructions over the Internet, by telephone, or by mail. Whether or not you plan to attend, please vote as soon as possible so that your shares can be represented at the annual meetings.

During the annual meetings, PG&E Corporation and Pacific Gas and Electric Company management also will report on operations and other matters affecting PG&E Corporation and Pacific Gas and Electric Company, act on such other matters as may properly come before the meetings, and respond to shareholders' questions.

Sincerely,

Robert D. Glynn, Jr.
Chairman of the Board, Chief Executive Officer,
and President of PG&E Corporation
Chairman of the Board of
Pacific Gas and Electric Company

Joint Notice of Annual Meetings of Shareholders of PG&E Corporation and Pacific Gas and Electric Company

April 16, 2001

To the Shareholders of PG&E Corporation and Pacific Gas and Electric Company:

The annual meetings of shareholders of PG&E Corporation and Pacific Gas and Electric Company will be held concurrently on Wednesday, May 16, 2001, at 3:00 p.m., in the Masonic Auditorium, 1111 California Street, San Francisco, California, for the purpose of considering the following matters:

- (1) For PG&E Corporation and Pacific Gas and Electric Company shareholders, to elect the following 9 and 10 directors, respectively, to each Board for the ensuing year:

David R. Andrews	Robert D. Glynn, Jr.	Carl E. Reichardt
David A. Coulter	David M. Lawrence, MD	Gordon R. Smith*
C. Lee Cox	Mary S. Metz	Barry Lawson Williams
William S. Davila		

* Gordon R. Smith is a nominee for director of the Pacific Gas and Electric Company Board only.

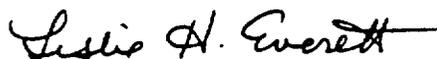
- (2) For PG&E Corporation and Pacific Gas and Electric Company shareholders, to ratify each Board of Directors' appointment of Deloitte & Touche LLP as independent public accountants for 2001 for PG&E Corporation and Pacific Gas and Electric Company.
- (3) For PG&E Corporation shareholders only, to act upon the management proposal described on pages 13-19 of the Joint Proxy Statement.
- (4) For PG&E Corporation shareholders only, to act upon five proposals submitted by PG&E Corporation shareholders and described on pages 20-25 of the Joint Proxy Statement, if such proposals are properly presented at the meeting, and
- (5) For PG&E Corporation and Pacific Gas and Electric Company shareholders, to transact such other business as may properly come before the meetings and any adjournments or postponements thereof.

Shareholders of record of PG&E Corporation and Pacific Gas and Electric Company at the close of business on April 4, 2001, and valid proxyholders may attend and vote at the respective annual meetings. If your shares are registered in the name of a brokerage firm, bank, or trustee and you plan to attend the meeting, please obtain from the firm, bank, or trustee a letter or other evidence of your beneficial ownership of those shares on April 4, 2001, to facilitate your admittance to the meeting.

If you are a participant in the PG&E Corporation Dividend Reinvestment Plan, please note that the PG&E Corporation proxy covers all shares of common stock in your account with PG&E Corporation, including any shares which may be held in that plan. If you hold shares in both PG&E Corporation and Pacific Gas and Electric Company, you will be provided with a separate proxy form for each company.

If your shares are registered directly with PG&E Corporation and/or Pacific Gas and Electric Company (including shares held by participants in the PG&E Corporation Dividend Reinvestment Plan) or if you are a participant who holds PG&E Corporation stock in any of the defined contribution retirement plans maintained by PG&E Corporation or any of its subsidiaries, you may execute and submit your proxy and voting instructions over the Internet or by telephone by using the control number and instructions printed on the proxy form. Or, you may vote by mail by marking, signing, dating, and mailing the proxy card in the accompanying envelope. If your shares are registered in the name of a brokerage firm, bank, or trustee, you will be able to vote over the Internet, by telephone, or by mail by following the instructions printed on the proxy card you receive from the firm, bank, or trustee.

By Order of the Boards of Directors.



Leslie H. Everett
Vice President and Corporate Secretary,
PG&E Corporation and
Pacific Gas and Electric Company

Item No. 1:
Election of Directors of PG&E Corporation and
Pacific Gas and Electric Company

Nine and 10 directors will be elected to serve on the Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company, respectively, to hold office until the next annual meetings or until their successors shall be elected and qualified. The 9 nominees for director of PG&E Corporation and the 10 nominees for director of Pacific Gas and Electric Company whom the respective Boards propose for election are the same, except for Gordon R. Smith, who is a nominee for the Pacific Gas and Electric Company Board only. The composition of these slates of nominees is consistent with the policy of PG&E Corporation and Pacific Gas and Electric Company that at least 75 percent of their Boards shall be composed of directors who are neither current nor former officers or employees of PG&E Corporation, Pacific Gas and Electric Company, or any of their respective subsidiaries.

Information is provided on the following pages about the nominees for directors, including their principal occupations for the past five years, certain other directorships, age, and length of service as a director of PG&E Corporation and Pacific Gas and Electric Company. Membership on Board committees, attendance at Board and committee meetings, and ownership of stock in PG&E Corporation and Pacific Gas and Electric Company are indicated in separate sections following the individual resumes of the nominees.

Directors of PG&E Corporation and Pacific Gas and Electric Company are elected from those nominated based on a plurality of votes cast. The nominees receiving the highest number of affirmative votes (up to the number of directors to be elected) are elected. Votes against a nominee or votes withheld have no legal effect. Unless authority to vote is withheld or another contrary instruction is indicated, properly executed proxies received by PG&E Corporation or Pacific Gas and Electric Company prior to or at the annual meetings will be voted FOR the election of the nominees listed on the following pages. All of the nominees have agreed to serve if elected. Should any of the nominees become unavailable at the time of the meeting to accept nomination or election as a director, the respective proxyholders named in the enclosed PG&E Corporation or Pacific Gas and Electric Company proxy will vote for substitute nominees at their discretion.

**The Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company
Recommend the Election of their Respective Nominees for Director
Presented in this Joint Proxy Statement.**

Nominees for Directors of PG&E Corporation and Pacific Gas and Electric Company

Biographical Information



David R. Andrews

Mr. Andrews is a partner in the law firm of McCutchen, Doyle, Brown & Enersen, LLP, and has held that position since May 2000. He also held that position from 1981 to July 1997. From August 1997 to April 2000, he served as the legal advisor to the U.S. Department of State and former Secretary Madeleine Albright. Mr. Andrews, 59, has been a director of PG&E Corporation and Pacific Gas and Electric Company since August 2000. He also is a director of NetCel360 Holdings Limited, and UnionBanCal Corporation.



David A. Coulter

Mr. Coulter is Vice Chairman of J.P. Morgan Chase & Co. (financial services and retail banking) and has held that position since January 2001. Prior to the merger with J.P. Morgan & Co. Incorporated, he was Vice Chairman of The Chase Manhattan Corporation (bank holding company) from August 2000 to December 2000. He was a Partner in the Beacon Group, L.P. (investment banking firm) from January 2000 to July 2000 and was Chairman and Chief Executive Officer of BankAmerica Corporation and Bank of America NT&SA from May 1996 to October 1998. Mr. Coulter, 53, has been a director of Pacific Gas and Electric Company since May 1996 and a director of PG&E Corporation since December 1996. He also is a director of CoorsTek.



C. Lee Cox

Mr. Cox is retired Vice Chairman of AirTouch Communications, Inc. and retired President and Chief Executive Officer of AirTouch Cellular (cellular telephone and paging services). He was an executive officer of AirTouch Communications, Inc. and its predecessor, PacTel Corporation, from 1987 until his retirement in April 1997. Mr. Cox, 59, has been a director of Pacific Gas and Electric Company since February 1996 and a director of PG&E Corporation since December 1996. He also is a director of Riverstone Networks, Inc.



William S. Davila

Mr. Davila is President Emeritus of The Vons Companies, Inc. (retail grocery). He was President of The Vons Companies, Inc. from 1986 until his retirement in May 1992. Mr. Davila, 69, has been a director of Pacific Gas and Electric Company since February 1992 and a director of PG&E Corporation since December 1996. He also is a director of Home Depot, Inc. and Hormel Foods Corporation.



Robert D. Glynn, Jr.

Mr. Glynn is Chairman of the Board, Chief Executive Officer, and President of PG&E Corporation and Chairman of the Board of Pacific Gas and Electric Company. He has been an officer of PG&E Corporation since December 1996 and an officer of Pacific Gas and Electric Company since January 1988. Mr. Glynn, 58, has been a director of Pacific Gas and Electric Company since June 1995 and a director of PG&E Corporation since December 1996.



David M. Lawrence, MD

Dr. Lawrence is Chairman and Chief Executive Officer of Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals, and has been an executive officer of those companies for more than the past five years. Dr. Lawrence, 60, has been a director of Pacific Gas and Electric Company since January 1995 and a director of PG&E Corporation since December 1996. He also is a director of Agilent Technologies Inc.



Mary S. Metz

Dr. Metz is President of S. H. Cowell Foundation, and has held that position since January 1999. Prior to that date, she was Dean of University Extension, University of California, Berkeley from July 1991 to June 1998. Dr. Metz, 63, has been a director of Pacific Gas and Electric Company since March 1986 and a director of PG&E Corporation since December 1996. She also is a director of Longs Drug Stores Corporation, SBC Communications Inc., Sodexo Marriott Services, Inc., and UnionBanCal Corporation.



Carl E. Reichardt

Mr. Reichardt is retired Chairman of the Board and Chief Executive Officer of Wells Fargo & Company (bank holding company) and Wells Fargo Bank, N.A. He was an executive officer of Wells Fargo Bank, N.A. from 1978 until his retirement in December 1994. Mr. Reichardt, 69, has been a director of Pacific Gas and Electric Company since February 1985 and a director of PG&E Corporation since December 1996. He also is a director of ConAgra, Inc., Ford Motor Company, HCA - The Healthcare Co., HSBC Holdings PLC, McKesson HBOC, Inc., and Newhall Management Corporation.



Gordon R. Smith*

Mr. Smith is President and Chief Executive Officer of Pacific Gas and Electric Company, and has been an officer of Pacific Gas and Electric Company since June 1980. Mr. Smith, 53, has been a director of Pacific Gas and Electric Company since June 1997.



Barry Lawson Williams

Mr. Williams is President of Williams Pacific Ventures, Inc. (business consulting and mediation), and has held that position since May 1987. He also has served as interim President and Chief Executive Officer of the American Management Association (management development organization) since November 2000. Mr. Williams, 56, has been a director of Pacific Gas and Electric Company since September 1990 and a director of PG&E Corporation since December 1996. He also is a director of CH2M Hill Companies, Ltd., Newhall Management Corporation, R.H. Donnelley Inc., The Simpson Manufacturing Company Inc., Synavant Inc., and USA Education, Inc.

* Gordon R. Smith is a nominee for director of Pacific Gas and Electric Company only.

Stock Exchange. One member of each Committee is appointed by the appropriate Board of Directors as the Committee's Chair.

Finance Committee

The Finance Committee of PG&E Corporation (13 meetings were held in 2000) advises and assists the Board with respect to the financial and capital investment policies and objectives of PG&E Corporation and its subsidiary companies, including specific actions required to achieve those objectives. The Finance Committee reviews long-term financial and investment plans and strategies, annual financial plans, dividend policy, short-term and long-term financing plans, proposed capital investments, proposed divestments, major commercial banking, investment banking, financial consulting, and other financial relations of PG&E Corporation or its subsidiaries, and price risk management activities.

One member of the Committee, who is neither a current nor former employee of, nor current consultant to, PG&E Corporation or any of its subsidiaries, is appointed by the Board of Directors as the Committee's Chair.

Nominating and Compensation Committee

The Nominating and Compensation Committee of PG&E Corporation (seven meetings were held in 2000) advises and assists the Boards of PG&E Corporation and Pacific Gas and Electric Company with respect to the selection and compensation of directors. It also advises and assists PG&E Corporation and its subsidiaries on employment, compensation, benefits policies and practices, and the development, selection, and compensation of policy-making officers. The Nominating and Compensation Committee reviews and acts upon the compensation of officers of PG&E Corporation and its subsidiaries, except that the compensation of the Chief Executive Officers of PG&E Corporation and Pacific Gas and Electric Company is established by the full PG&E Corporation or Pacific Gas and Electric Company Board (as the case may be) upon recommendation of the Committee, and the Committee has delegated to the PG&E Corporation Chief Executive Officer the authority to approve compensation for certain officers of PG&E Corporation and its subsidiaries. The Committee also reviews long-range planning for executive development and succession, and the composition and performance of the Boards of PG&E Corporation and Pacific Gas and Electric Company.

The Nominating and Compensation Committee is composed entirely of directors who are (a) neither current nor former officers or employees of PG&E Corporation or any of its subsidiaries, (b) not consultants to PG&E Corporation or any of its subsidiaries, and (c) neither current nor former officers or employees of any other corporation on whose board of directors any PG&E Corporation officer serves as a member. One member of the Committee is appointed by the Board of Directors as the Committee's Chair.

The Nominating and Compensation Committee will consider nominees recommended by shareholders for election to the Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company. The names of such nominees, accompanied by relevant biographical information, should be submitted in writing to the Vice President and Corporate Secretary of PG&E Corporation or Pacific Gas and Electric Company (as the case may be). The Nominating and Compensation Committee seeks qualified, dedicated, and highly regarded individuals who have experience relevant to PG&E Corporation's or Pacific Gas and Electric Company's business operations, who understand the complexities of PG&E Corporation's or Pacific Gas and Electric Company's business environment, and who will represent the best interests of all the shareholders of PG&E Corporation or Pacific Gas and Electric Company. In accordance with PG&E Corporation's and Pacific Gas and Electric Company's commitment to equal opportunity, the Committee continues to seek qualified women and minority candidates for the Boards.

Public Policy Committee

The Public Policy Committee of PG&E Corporation (three meetings were held in 2000) advises and assists the Board of Directors with respect to public policy issues which could affect significantly the interests of the customers, shareholders, or employees of PG&E Corporation or its subsidiaries. The Public Policy Committee reviews the policies and practices of PG&E Corporation and its subsidiaries with respect to protection and improvement of the quality of the environment, charitable and community service organizations and activities, equal opportunity in hiring and promoting employees, and development of minority-owned and women-owned businesses as suppliers to PG&E Corporation and its subsidiaries. The Committee also reviews significant societal, governmental, and environmental trends and issues that may affect the operations of PG&E Corporation or its subsidiaries.

One member of the Committee, who is neither a current nor former employee of, nor current consultant to, PG&E Corporation or any of its subsidiaries, is appointed by the Board of Directors as the Committee's Chair.

Attendance at Board and Committee Meetings

Thirteen meetings of the PG&E Corporation Board of Directors and 29 meetings of the PG&E Corporation Board committees were held in 2000. Overall attendance of incumbent directors at such meetings was 97%. Individual attendance at meetings of the PG&E Corporation Board of Directors and Board committees was as follows: D. R. Andrews 100%, D. A. Coulter 94%, C. L. Cox 96%, W. S. Davila 100%, R. D. Glynn, Jr. 100%, D. M. Lawrence 90%, M. S. Metz 95%, C. E. Reichardt 100%, and B. L. Williams 100%.

Ten meetings of the Pacific Gas and Electric Company Board of Directors were held in 2000. Overall attendance of incumbent directors at these meetings was 97%. Individual attendance at the meetings was as follows: D. R. Andrews 100%, D. A. Coulter 90%, C. L. Cox 90%, W. S. Davila 100%, R. D. Glynn, Jr. 100%, D. M. Lawrence 90%, M. S. Metz 100%, C. E. Reichardt 100%, G. R. Smith 100%, and B. L. Williams 100%. There were no meetings of the Pacific Gas and Electric Company Executive Committee in 2000.

Compensation of Directors

Each director who is not an officer or employee of PG&E Corporation or Pacific Gas and Electric Company receives a quarterly retainer of \$7,500 plus a fee of \$1,000 for each Board or Board committee meeting attended. Non-employee directors who chair Board committees receive an additional quarterly retainer of \$625. Under the Deferred Compensation Plan for Non-Employee Directors, directors of PG&E Corporation or Pacific Gas and Electric Company may elect to defer all or part of such compensation for varying periods. Directors who participate in the Deferred Compensation Plan may convert their deferred compensation into a number of common stock equivalents, the value of which is tied to the market value of PG&E Corporation common stock. Alternatively, participating directors may direct that their deferred compensation earn interest.

No director who serves on both the PG&E Corporation and Pacific Gas and Electric Company Boards and corresponding committees is paid additional compensation for concurrent service on Pacific Gas and Electric Company's Board or its committees, except that separate meeting fees are paid for each meeting of the Pacific Gas and Electric Company Board, or a Pacific Gas and Electric Company Board committee, that is not held concurrently or sequentially with a meeting of the PG&E Corporation Board or a corresponding PG&E Corporation Board committee. It is the usual practice of PG&E Corporation and Pacific Gas and Electric Company that meetings of the respective Boards and corresponding committees are held concurrently and, therefore, that a single meeting fee is paid to each director for each set of meetings.

In addition, directors of PG&E Corporation or Pacific Gas and Electric Company are reimbursed for reasonable expenses incurred in attending Board or committee meetings. Directors of PG&E Corporation or Pacific Gas and Electric Company also are reimbursed for reasonable expenses incurred in connection with other activities undertaken on behalf of or for the benefit of PG&E Corporation or Pacific Gas and Electric Company.

Effective January 1, 1998, the PG&E Corporation Retirement Plan for Non-Employee Directors was terminated. Directors who had accrued benefits under the Plan were given a one-time option of receiving at retirement the benefit accrued through 1997, or of converting the present value of their accrued benefit into a PG&E Corporation common stock equivalent investment held in the Deferred Compensation Plan for Non-Employee Directors. The payment of frozen accrued retirement benefits, or distributions from the Deferred Compensation Plan attributable to the conversion of retirement benefits, cannot be made until the later of age 65 or retirement from the Board.

Under the Non-Employee Director Stock Incentive Plan, a component of the PG&E Corporation Long-Term Incentive Program, on the first business day of January of each year, each non-employee director of PG&E Corporation is entitled to receive stock-based grants with a total aggregate equity value of \$30,000, composed of (1) restricted shares of PG&E Corporation common stock valued at \$10,000 (based on the closing price of PG&E Corporation common stock on the first business day of the year), and (2) a combination of non-qualified stock options and common stock equivalents with a total equity value of \$20,000, based on equity value increments of \$5,000. The exercise price of stock options is equal to the market value of PG&E Corporation common stock (i.e., the closing price) on the date of grant. Restricted stock and stock options vest over the five-year period following the date of grant, except that restricted stock and stock options will vest immediately upon mandatory retirement from the Board at age 70, upon a director's death or disability, or in the event of a change in control. Common stock equivalents awarded are payable in the form of PG&E Corporation common stock only following a

director's retirement from the Board, upon a director's death or disability, or in the event of a change in control. Unvested awards are forfeited if the recipient ceases to be a director for any other reason.

On January 3, 2000, each non-employee director received 50+ restricted shares of PG&E Corporation common stock. In addition, directors who were granted stock options received options to purchase 1,915 shares of PG&E Corporation common stock for each \$5,000 increment of equity value (subject to the aggregate \$20,000 limit) at an exercise price of \$19.8125 per share, and directors who were granted common stock equivalents received 252 common stock equivalent units for each \$5,000 increment of equity value (subject to the aggregate \$20,000 limit).

Certain Relationships and Related Transactions

Mr. Andrews, a director of PG&E Corporation and Pacific Gas and Electric Company, is a member at the law firm of McCutchen, Doyle, Brown & Enersen, LLP. Although Mr. Andrews does not personally provide legal services to PG&E Corporation, Pacific Gas and Electric Company, or their affiliates, Mr. Andrews' law firm has provided general legal services to Pacific Gas and Electric Company in the normal course of business, and such services could continue in the future.

Board of Directors Retirement Policy

It is the policy of the Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company that a person may not be designated as a candidate for election or re-election as a director after he or she has reached the age of 70.

Security Ownership of Management

The following table sets forth the number of shares of PG&E Corporation common stock beneficially owned (as defined in the rules of the Securities and Exchange Commission) as of March 31, 2001, by the respective directors of PG&E Corporation and Pacific Gas and Electric Company, the nominees for director, the current executive officers of PG&E Corporation and Pacific Gas and Electric Company named in the Summary Compensation Table on pages 31-32, and all directors and executive officers of PG&E Corporation and Pacific Gas and Electric Company as a group. The number of shares shown for each such person, and for the directors, nominees for director, and executive officers as a group, constituted less than 1 percent of the outstanding shares of PG&E Corporation common stock. As of March 31, 2001, no director, nominee for director, or executive officer owned shares of any class of Pacific Gas and Electric Company securities. The table also sets forth common stock equivalents credited to the accounts of directors and executive officers under PG&E Corporation's deferred compensation and equity plans.

Name	Beneficial Stock Ownership ⁽¹⁾⁽²⁾	Common Stock Equivalents ⁽³⁾	Total
David R. Andrews ⁽⁴⁾	511	766	1,277
David A. Coulter ⁽⁴⁾	4,115	10,919	15,034
C. Lee Cox ⁽⁴⁾	18,155	1,506	19,661
William S. Davila ⁽⁴⁾	14,188	10,501	24,689
Robert D. Glynn, Jr. ⁽⁵⁾	762,623	99,181	861,804
David M. Lawrence, MD ⁽⁴⁾	17,681	2,306	19,987
Mary S. Metz ⁽⁴⁾	11,709	1,748	13,457
Carl E. Reichardt ⁽⁴⁾	9,980	13,600	23,580
Gordon R. Smith ⁽⁶⁾	345,684	20,058	365,742
Barry Lawson Williams ⁽⁴⁾	9,280	5,689	14,969
Thomas G. Boren ⁽⁷⁾	26,483	55,109	81,592
Peter A. Darbee ⁽⁷⁾	35,397	10,345	45,742
P. Chrisman Iribe ⁽⁷⁾	117,482	21,298	138,780
Thomas B. King ⁽⁷⁾	58,750	97,245	155,995
L. E. Maddox ⁽⁷⁾	213,784	33,349	247,133
Kent M. Harvey ⁽⁸⁾	85,973	0	85,973
Roger J. Peters ⁽⁸⁾	79,054	0	79,054
James K. Randolph ⁽⁸⁾	101,659	141	101,800
Daniel D. Richard, Jr. ⁽⁸⁾	63,102	438	63,540
Gregory M. Rueger ⁽⁸⁾	163,096	0	163,096
All PG&E Corporation directors and executive officers as a group (18 persons)	2,098,352	421,079	2,519,431
All Pacific Gas and Electric Company directors and executive officers as a group (15 persons)	1,686,810	166,853	1,853,663

(1) Includes any shares held in the name of the spouse, minor children, or other relatives sharing the home of the director or executive officer and, in the case of executive officers, includes shares of PG&E Corporation common stock held in the defined contribution retirement plans maintained by PG&E Corporation, Pacific Gas and Electric Company, and their subsidiaries. Except as otherwise indicated below, the directors, nominees for director, and executive officers have sole voting and investment power over the shares shown. Voting power includes the power to direct the voting of the shares held, and investment power includes the power to direct the disposition of the shares held.

Also includes the following shares of PG&E Corporation common stock in which the beneficial owners share voting and investment power: Mr. Coulter 4,155 shares, Mr. Cox 12,666 shares, Mr. Davila 200 shares, Dr. Metz 4,868 shares, Mr. Smith 3,884 shares, Mr. Peters 3,042 shares, all PG&E Corporation directors and executive officers as a group 29,031 shares, and all Pacific Gas and Electric Company directors and executive officers as a group 28,815 shares.

(2) Includes shares of PG&E Corporation common stock which the directors and executive officers have the right to acquire within 60 days of March 31, 2001, through the exercise of vested stock options granted under the PG&E Corporation Long-Term Incentive Program, as follows: Mr. Cox 5,489 shares, Mr. Glynn 739,791 shares,

Dr. Lawrence 5,489 shares. Dr. Metz 4,614 shares. Mr. Reichardt 5,489 shares. Mr. Smith 322,301 shares. Mr. Williams 4,991 shares. Mr. Boren 11,718 shares. Mr. Iribe 99,234 shares. Mr. King 50,001 shares. Mr. Maddox 213,035 shares. Mr. Harvey 82,968 shares. Mr. Peters 72,968 shares. Mr. Randolph 100,968 shares. Mr. Richard 62,668 shares. Mr. Rueger 156,601 shares. all PG&E Corporation directors and executive officers as a group 1,873,954 shares. and all Pacific Gas and Electric Company directors and executive officers as a group 1,564,337 shares. The directors and executive officers have neither voting power nor investment power with respect to shares shown unless and until such shares are purchased through the exercise of the options, pursuant to the terms of the PG&E Corporation Long-Term Incentive Program.

- (3) Reflects the number of stock units purchased by officers and directors through salary and other compensation deferrals or awarded under equity compensation plans. The value of each stock unit is equal to the value of a share of PG&E Corporation common stock and fluctuates daily based on the market price of PG&E Corporation common stock. The directors and officers who own these stock units share the same market risk as PG&E Corporation shareholders, although they do not have voting rights with respect to these stock units.
- (4) Mr. Andrews, Mr. Coulter, Mr. Cox, Mr. Davila, Dr. Lawrence, Dr. Metz, Mr. Reichardt, and Mr. Williams are directors of both PG&E Corporation and Pacific Gas and Electric Company.
- (5) Mr. Glynn is a director and executive officer of PG&E Corporation, and also is Chairman of the Board of Directors of Pacific Gas and Electric Company. He is named in the Summary Compensation Table on pages 31-32.
- (6) Mr. Smith is a director and an executive officer of Pacific Gas and Electric Company, and also is an executive officer of PG&E Corporation. He is named in the Summary Compensation Table on pages 31-32.
- (7) Mr. Boren, Mr. Darbee, Mr. Iribe, Mr. King, and Mr. Maddox are executive officers of PG&E Corporation named in the Summary Compensation Table on pages 31-32.
- (8) Mr. Harvey, Mr. Peters, Mr. Randolph, Mr. Richard, and Mr. Rueger are executive officers of Pacific Gas and Electric Company named in the Summary Compensation Table on pages 31-32.

Item No. 3: Management Proposal

To Be Voted on by PG&E Corporation Shareholders Only

The following proposal has been submitted by PG&E Corporation's management for action at the Corporation's annual meeting. To be approved, this proposal must receive the affirmative vote of a majority of the PG&E Corporation shares represented and voting on the proposal and the affirmative votes must constitute at least a majority of the required quorum. Abstentions will be counted in the number of shares represented and voting, and will have the same effect as a vote against the proposal. Broker non-votes with respect to the proposal, if any, will be counted for purposes of determining the presence or absence of a quorum, but will not be counted in the number of shares represented and voting on the proposal. Unless indicated to the contrary, properly executed proxies received by PG&E Corporation prior to or at the annual meeting will be voted "FOR" this proposal.

Item No. 3: Management Proposal Regarding Increase in Shares Available to Be Issued Under the Long-Term Incentive Program

The PG&E Corporation Board of Directors has unanimously approved, and recommends to the shareholders for approval, an increase in the number of shares of PG&E Corporation common stock available to be issued under the PG&E Corporation Long-Term Incentive Program (the "LTIP"). There are currently 34,389,230 shares of PG&E Corporation common stock reserved for issuance under the LTIP. As of April 4, 2001, approximately 1.9 million shares of the Corporation's common stock already had been issued pursuant to stock options granted under the LTIP and approximately 31.5 million shares were subject to outstanding awards under the LTIP, leaving approximately 1 million shares available to be issued pursuant to future awards under the LTIP. If the shareholders approve the proposed increase, an additional 15 million shares would be reserved for use under the LTIP, bringing the approximate number of shares available to be issued pursuant to future awards under the LTIP to 16 million.

Purpose

The LTIP is designed to advance the interests of the Corporation and its shareholders by providing officers, key management employees, and other eligible participants with financial incentives tied directly to the Corporation's long-term business objectives. The LTIP encompasses and supplements three plans: the Stock Option Plan, the Performance Unit Plan, and the Non-Employee Director Stock Incentive Plan, each of which is described below. In addition, other types of incentive awards may be granted to eligible participants in accordance with such terms as may be adopted by the Committee.

The Nominating and Compensation Committee (the "Committee") of the PG&E Corporation Board of Directors, a committee composed entirely of outside directors, recommended that the Board of Directors approve the proposed increase in the number of shares available to be issued under the LTIP.

Types of Incentive Awards

The LTIP contains a number of optional forms of incentive awards that may be used at the sole discretion of the Committee. Incentive awards under the LTIP may take the form of stock options, stock appreciation rights ("SARs"), dividend equivalents, performance units, restricted stock, common stock equivalents, or other stock-based awards. The stock options may be incentive stock options ("ISOs") intended to qualify for special tax treatment or non-qualified stock options ("NQSOs").

At the present time, PG&E Corporation uses the LTIP to grant stock options and other stock-based awards to eligible employees, to award performance units to eligible employees, and to grant options, restricted stock, and common stock equivalents to eligible non-employee directors pursuant to the formula provisions of the Non-Employee Director Stock Incentive Plan component of the LTIP. Under the LTIP, no more than 2 million of the currently authorized shares may be issued in the form of restricted stock, and no more than 3 million of the proposed additional shares could be issued in the form of restricted stock.

The type of incentive award to be granted, as well as the terms and conditions of the award, is determined by the Committee at the time of grant, except that, as described below, non-employee directors are not eligible to

receive any form of incentive award under the LTIP other than pursuant to the formula provisions of the Non-Employee Director Stock Incentive Plan. (See "Non-Employee Director Stock Incentive Plan" below.)

Eligibility

All officers of PG&E Corporation are eligible to participate in the LTIP. Also eligible to participate, if so identified by the Committee (or by the Chief Executive Officer of PG&E Corporation, to the extent authorized by the LTIP), are officers of wholly owned subsidiaries of PG&E Corporation, other key management employees of PG&E Corporation or any wholly owned subsidiary of the Corporation, other employees or consultants of PG&E Corporation or any subsidiary or affiliate of the Corporation, and other persons whose participation in the LTIP is deemed by the Committee to be in the best interests of the Corporation. As of December 31, 2000, there were 23 current or former officers of PG&E Corporation, 128 current or former officers of PG&E Corporation subsidiaries, 917 current or former key management employees of PG&E Corporation and its subsidiaries, and no other persons participating in the LTIP.

Non-employee directors of PG&E Corporation are eligible to receive grants of incentive awards in accordance with, and subject to, the terms and conditions of the Non-Employee Director Stock Incentive Plan component of the LTIP. Non-employee directors are not eligible to receive any other incentive award under the LTIP. There currently are eight non-employee directors of PG&E Corporation, all of whom are eligible to receive incentive awards under the formula provisions of the Non-Employee Director Stock Incentive Plan.

Administration of the LTIP

Except with respect to incentive awards granted to non-employee directors, the Committee determines the eligible participants who will be granted incentive awards, determines the amount and type of award, determines the terms and conditions of awards, construes and interprets the LTIP, and makes all other determinations with respect to the LTIP, to the extent permitted by applicable law and subject to certain restrictions specified in the LTIP. The Chief Executive Officer of PG&E Corporation has authority to grant incentive awards in conformance with the guidelines approved by the Committee to eligible participants who are neither officers nor directors of the Corporation.

Effective Date and Duration of the LTIP

The LTIP became effective as of January 1, 1992, and will terminate on December 31, 2005, unless terminated sooner according to the terms of the LTIP.

Shares Subject to the LTIP

If the shareholders approve the proposed increase in shares, the LTIP would permit a maximum of 49,389,230 shares of PG&E Corporation common stock for use under the LTIP, of which approximately 16 million would be available to be issued pursuant to future awards. No more than 2 million shares currently reserved for issuance under the LTIP, and no more than 3 million of the 15 million proposed additional shares, could take the form of restricted stock. Shares of PG&E Corporation common stock covered by previously granted incentive awards may be reused or added back to the LTIP under certain circumstances set forth in the LTIP and to the extent permitted by applicable law.

Stock Option Plan

The Committee may grant ISOs, NQSOs, tandem SARs, and tandem dividend equivalents to eligible participants (see "Eligibility" above), subject to the terms and conditions of the Stock Option Plan adopted by the Committee.

Stock Options. Stock options allow the optionee to buy a certain number of shares of PG&E Corporation common stock at an exercise price equal to the market price at the time the option is granted. The option may not be exercised until the right to do so has vested under a schedule approved by the Committee. Although vesting schedules may vary, the vesting schedule currently used by the Committee generally provides that one-third of the options may be exercised on or after the second anniversary of the date of grant, two-thirds on or after the third anniversary, and 100 percent on or after the fourth anniversary. Options which are granted in lieu of bonus generally are vested immediately, although the options may not be exercised for at least one year after the date of grant.

Tandem SARs. At the discretion of the Committee, options may be granted with or without tandem SARs which permit an optionee to surrender an option or a portion thereof in exchange for a cash payment equal to the difference between the current market value of PG&E Corporation common stock and the exercise price. A tandem SAR is subject to the same terms and conditions as the related option, except that it may be exercised only when the market value exceeds the exercise price. Certain restrictions also exist with respect to the payment of the dividend equivalent account to the optionee (see "Tandem Dividend Equivalents" below). In addition, SARs held by executive officers of PG&E Corporation and other participants who are subject to Section 16 of the Securities Exchange Act of 1934 may be exercised only during certain quarterly window periods. No SARs have been granted since 1991.

Tandem Dividend Equivalents. Options may be granted with or without tandem dividend equivalents. When an option is granted with tandem dividend equivalents, a dividend equivalent account is established for the optionee. On each dividend record date for PG&E Corporation common stock, the optionee's account is credited with an amount equal to the dividend on PG&E Corporation common stock subject to the unexercised portion of the option. Funds in the account are accessible only when (1) the option or related tandem SAR is exercised, and (2) if an SAR is exercised, the market value of PG&E Corporation common stock has increased by an average of at least 5 percent per year for the first five years after the grant or, in the case of options held for longer than five years, such market value has increased by at least 25 percent. In June 1997, the Committee determined to discontinue granting tandem dividend equivalents with options and no option grants with dividend equivalents have been made since that time.

Payment for Shares Upon Exercise of Stock Options. At the time an option is exercised, shares of PG&E Corporation common stock may be purchased using (1) cash (including any dividend equivalent account funds), (2) shares of PG&E Corporation common stock owned by the optionee for at least one year, (3) a "cashless exercise" procedure (whereby a broker sells the shares or holds them as collateral for a margin loan, and delivers the option sale or loan proceeds to the optionee), or (4) any combination of the foregoing or any other method of payment which the Committee may allow. The Corporation will not make loans to optionees for the purpose of exercising options.

Term of Options and Tandem SARs. Although the Committee has the discretion to vary the term of an option and any related tandem SAR, in general, the term of each ISO and related tandem SAR is 10 years and the term of each NQSO and related tandem SAR is 10 years and one day, subject to earlier termination, as described below.

Termination of Employment or Relationship with the Corporation. Upon termination of the optionee's employment or relationship with the Corporation without cause, (1) any unexercised options shall be canceled and terminated immediately, except that any unexercised options which are vested may be exercised during the balance of their term or within 30 days of termination, whichever is shorter, and (2) the optionee's dividend equivalent account (if any) shall not be credited with any dividends paid after the date of termination. However, if an optionee is covered by the PG&E Corporation Officer Severance Policy, unvested options will continue to vest after termination of employment for a certain time period and all vested options will be exercisable for a certain time period after termination of employment. If an optionee is terminated for cause any unexercised options will be terminated immediately. If an optionee's employment is terminated by reason of retirement, death, disability, or divestiture or change in control of a subsidiary of PG&E Corporation, or if an optionee's employment is terminated without cause within one year after a change in control of PG&E Corporation, (1) special rules allow the optionee to exercise all vested and unvested options within certain time periods after termination, and (2) the optionee's dividend equivalent account (if any) shall continue to be credited with dividends on unexercised options as long as those options remain exercisable. For more information, see "Termination of Employment and Change in Control Provisions" on page 37.

Limitation on Options and SARs Awarded to Any Optionee. The LTIP provides that, during any calendar year, an eligible participant may be granted options and SARs representing no more than 2 percent of the total number of shares reserved for use under the LTIP.

Performance Unit Plan

The Committee may grant performance units to certain officers of PG&E Corporation and such other employees of PG&E Corporation, other companies, affiliates, subsidiaries, or associations as may be designated by the Committee, subject to the terms and conditions of the Performance Unit Plan adopted by the Committee. The number of units granted to a recipient is determined by the Committee based upon recommendations made by the Chief Executive Officer of PG&E Corporation. The number of units granted is based on the Corporation's financial

success, its future business plans, relevant compensation, general economic conditions, and other appropriate factors.

Vesting. The performance units vest one-third in each of the three years following the year of grant. At the time of the annual grant of units, the Committee establishes performance targets to be met within the vesting period as a condition of earning the units. Performance targets may be based entirely on corporate goals, entirely on business unit goals, or partially on corporate goals and partially on business unit goals. Performance targets may be adjusted during the vesting period, at the Committee's sole discretion, to reflect extraordinary events beyond management's control.

For example, the Committee has approved the following performance target for the 2001 performance unit grants: to achieve a three-year cumulative total shareholder return that equals at least the 75th percentile of the three-year cumulative total shareholder return of the 12 company comparator group. To the extent that this performance target is met, the recipient would receive 100 percent of the vested units; performance below the target results in a reduction or elimination entirely of the number of units paid to the recipient; and performance above the target can result in an increase up to 200 percent. The value of a unit at payment is equal to the average market price of PG&E Corporation common stock for the 30 calendar day period prior to the end of the year in which the unit qualifies for payment.

Dividend Equivalents. Each time a cash dividend is declared on PG&E Corporation common stock, an amount equal to the cash dividend per share multiplied by the number of outstanding but unearned units held by the recipient of a performance unit will be accrued on behalf of the recipient. As soon as practicable following the end of each year, recipients will receive a cash payment of the dividends accrued for the year, modified by performance for that year as measured against the applicable performance target.

Termination of Employment or Relationship with the Corporation. If the employment of a recipient of performance units is terminated by the Corporation without cause, unvested awards will be forfeited. However, if the recipient is covered by the PG&E Corporation Officer Severance Policy, awards under the Performance Unit Plan will continue to vest and be payable during a certain period of time after termination of employment. Any unvested awards remaining at the end of such period will be forfeited. If a recipient's employment is terminated by reason of retirement, death, or disability, awards will continue to be payable, subject to modification based upon performance in the year during which employment terminated. For more information, see "Termination of Employment and Change in Control Provisions" on page 37.

Non-Employee Director Stock Incentive Plan

On the first business day of each calendar year during the term of the LTIP, each PG&E Corporation director who is not an employee of the Corporation automatically receives incentive awards with an aggregate fair market value (as determined in accordance with the Plan) of \$30,000. The incentive awards are composed of restricted stock having an aggregate fair market value as of the first business day of each calendar year of \$10,000, and a combination of stock options and common stock equivalents having an aggregate value (as is determined in accordance with the Plan) of \$20,000 as of the first business day of the calendar year.

Restricted Stock. Shares of restricted stock may be forfeited to PG&E Corporation to the extent that they are not vested. Such shares generally will vest at the rate of 20 percent on each anniversary of the grant date. Non-employee directors will have all of the rights of a PG&E Corporation shareholder with respect to all outstanding shares of restricted stock, including the right to vote and receive dividends, whether or not such shares are vested. Upon termination of service as a PG&E Corporation director, any unvested shares of restricted stock will be forfeited. In the event of a termination by reason of mandatory retirement at the age specified in the PG&E Corporation Board of Directors retirement policy, by reason of death or disability, or by reason of a change in control, all shares of restricted stock will become fully vested.

Stock Options. The number of stock options to purchase shares of PG&E Corporation common stock is determined by dividing the equity value increment (subject to aggregate \$20,000 limit) by the per-option value on the first business day of the year. The per-option value is based on the Black-Scholes stock option valuation method, discounting the resulting value by 20 percent. Stock options awarded under the Plan to non-employee directors become exercisable as to one-third of the options on or after the second anniversary of the date of grant, as to two-thirds of the options on or after the third anniversary, and as to 100 percent on or after the fourth anniversary. The option exercise price is equal to the fair market value of PG&E Corporation common stock on the date of grant. Dividend equivalents are not granted in connection with the options. The term of each option is 10 years and one day from the date of grant. Upon termination of a director's service on the Board by reason of

death, disability, mandatory retirement at age 70, or retirement after five years of continuous service on the Board, all options will become fully exercisable. Options will be exercisable for the longer of the remainder of the option term or five years in the case of termination by reason of mandatory retirement, or one year in the case of termination by reason of death or disability. If termination is for any other reason, unvested options shall terminate and vested options shall remain exercisable for three months after termination or the remainder of the option term, whichever is shorter.

Common Stock Equivalents. Each common stock equivalent unit awarded under the Plan to non-employee directors is equal to one share of PG&E Corporation common stock. The number of common stock equivalents is determined by dividing the equity value increment (subject to the aggregate \$20,000 limit) by the closing price of PG&E Corporation common stock on the first business day of the year. On each dividend payment date, additional common stock equivalents are credited to a director's account determined by dividing the aggregate amount of the dividends (the dividend multiplied by the number of common stock equivalent units on the dividend record date) by the closing price of PG&E Corporation common stock on the dividend payment date. Common stock equivalents are distributed to the director in the form of an equal number of shares of PG&E Corporation common stock upon the director's retirement from the Board after five years of continuous service or upon a director's mandatory retirement at age 70. Common stock equivalents also become payable immediately in the event of the director's death or disability. If a director's service on the Board terminates for any other reason, all common stock equivalents are forfeited on the date of termination.

Other Incentive Awards

The Committee also may grant other types of incentive awards, including stand-alone SARs or stand-alone dividend equivalents (SARs or dividend equivalents granted without options), stock grants, and limited SARs (SARs which are exercisable only in the event of a change in control). In October 1997, the Committee approved the Executive Stock Ownership Program under which certain officers are subject to stock ownership guidelines and, if they meet or exceed those guidelines, are entitled to receive a type of incentive award under the LTIP called a Special Incentive Stock Ownership Premium ("SISOP") to the extent the eligible officers reach certain designated stock ownership target levels. (For a further discussion of the Executive Stock Ownership Program, see "Nominating and Compensation Committee Report on Compensation" on pages 26-30.) SISOPs are credited to the officer's account under the PG&E Corporation Deferred Compensation Plan. SISOPs, once vested in accordance with the Executive Stock Ownership Program, will be distributed to the officer in accordance with the Deferred Compensation Plan in the form of an equal number of shares of PG&E Corporation common stock. When SISOPs are awarded, the shares of PG&E Corporation common stock subject to distribution upon settlement of the SISOPs are deducted from the pool of shares reserved for issuance under the LTIP. If SISOPs are forfeited, the shares previously subject to the SISOPs will become available again under the LTIP.

Tax Withholding

To the extent that a recipient of an incentive award incurs any tax liability in connection with the exercise or receipt of an incentive award, the recipient's withholding obligation may be satisfied through payroll deductions or a direct cash payment to PG&E Corporation. In addition, the Committee may allow the recipient to satisfy all or part of such withholding obligation by allowing PG&E Corporation to withhold a portion of the shares to be issued to the recipient.

Re-pricing Prohibited

PG&E Corporation does not re-price or change the terms of options once they have been granted. The Committee may allow a recipient of an incentive award to surrender or exchange an unexercised option or award for another award of the same or a different type, as long as the exercise price or purchase price of the new option or award is not lower than the exercise price or purchase price of the original option or award.

Deferral of Payments

The Committee may allow the deferral of any cash payments that may become due under the LTIP.

Adjustment Upon Changes in Number or Value of Shares of Common Stock

In order to prevent enlargement or dilution of rights resulting from stock dividends, stock splits, recapitalizations, mergers, consolidations, or other events that materially increase or decrease the number or value

of shares of PG&E Corporation common stock, the Committee may make such adjustments as it deems appropriate.

Non-Transferability of Incentive Awards

Incentive awards shall not be transferable otherwise than by will or by the laws of descent and distribution, and generally may be exercised during the lifetime of the recipient only by the recipient.

Change in Control

Upon the occurrence of a change in control (as defined in the LTIP), (1) any time periods relating to the exercise or realization of any incentive award will be accelerated so that such award may be exercised or realized in full immediately upon the change in control, (2) all shares of restricted stock will immediately cease to be forfeitable, and (3) all conditions relating to the realization of any stock-based award will immediately terminate. For more information, see "Termination of Employment and Change in Control Provisions" on page 37.

Amendment and Termination of the LTIP and Incentive Awards

The PG&E Corporation Board of Directors or the Committee may at any time suspend, terminate, modify, or amend the LTIP in any respect. However, shareholder approval of amendments shall be obtained in the manner and to the degree required by applicable laws or regulations. The Committee also may amend or modify the terms and conditions of any incentive award, or may cancel or annul any grant of an award. No suspension, termination, modification, or amendment of the LTIP, and no amendment, modification, cancellation, or annulment of any incentive award, may adversely affect a recipient's rights under the LTIP or such incentive award without the recipient's consent. The Committee may not reduce the exercise price or purchase price of any outstanding option or incentive award below the original exercise price or purchase price.

Funding

Inasmuch as the LTIP is designed to encourage financial performance and to improve the value of shareholders' investment in PG&E Corporation, the costs of the LTIP will be funded from corporate earnings.

Federal Income Tax Consequences

The following is a brief description of the federal income tax consequences of stock options, tandem SARS, tandem dividend equivalents, performance units, common stock equivalents, and restricted stock granted under the LTIP under present tax laws.

Non-Qualified Stock Options. There will be no federal income tax consequences to either the optionee or PG&E Corporation upon the grant of a NQSO. Upon the exercise of a NQSO, the optionee generally will have taxable ordinary income equal to the difference between the current market value of the shares and the option exercise price, and the Corporation will be entitled to a federal income tax deduction of that amount.

Incentive Stock Options. There will be no federal income tax consequences to either the optionee or PG&E Corporation upon the grant or exercise of an ISO. However, unless the holding period requirements discussed below are violated, upon exercise of an ISO, an optionee will be deemed to have a tax preference item (equal to the difference between the current market value of the shares on the date of exercise and the option exercise price) that may result in alternative minimum tax liability. If an optionee exercises an ISO and does not dispose of the shares within two years from the date of grant or within one year from the date the shares are transferred to the optionee, any gain realized upon disposition will be taxable to the employee as long-term capital gain, and the Corporation will not be entitled to any deduction. If an optionee violates the holding period requirements, the optionee will realize ordinary income in the year of disposition, and the Corporation will be entitled to a corresponding deduction in an amount equal to the excess of (1) the lesser of (a) the amount realized on the sale or exchange or (b) the fair market value of the shares on the date of exercise, over (2) the option exercise price.

An ISO which is exercised more than three months after the optionee terminates employment with the Corporation will be treated as a NQSO for federal income tax purposes.

Tandem Stock Appreciation Rights. There will be no federal income tax consequences to either the optionee or PG&E Corporation upon the grant of a tandem SAR or during the period that the unexercised right remains outstanding. Upon the exercise of a tandem SAR, the amount received will be taxable to the optionee as ordinary income, and the Corporation will be entitled to a corresponding deduction.

Tandem Dividend Equivalents. There will be no federal income tax consequences to either the optionee or PG&E Corporation upon the establishment of a dividend equivalent account or during the period that funds accrue in the account. Amounts paid from the account will be taxable to the optionee as ordinary income, and the Corporation will be entitled to a corresponding deduction.

Performance Units. There will be no federal income tax consequences to either the recipient or PG&E Corporation upon the grant of performance units. Dividend equivalents paid on performance units will be taxable to the recipient as ordinary income, and the Corporation will be entitled to a corresponding deduction. Upon the payment of performance units, the amount received will be taxable to the recipient as ordinary income, and the Corporation will be entitled to a corresponding deduction.

Common Stock Equivalents. There will be no federal income tax consequences to either the recipient or PG&E Corporation upon the grant of common stock equivalents. The recipient will not recognize any income when additional common stock equivalents are credited to the recipient's account upon conversion of dividend equivalents. Upon distribution of common stock equivalents to the recipient, the recipient will recognize ordinary income equal to the value of the cash or securities distributed, and the Corporation will be entitled to a corresponding deduction.

Restricted Stock. Upon the grant of restricted stock subject to a vesting schedule, the recipient will be deemed to receive taxable ordinary income equal to the fair market value of the shares at the time they vest. Upon the sale or disposition of the shares, the recipient will realize capital gain or loss in an amount equal to the difference between the fair market value of the shares on each vesting date and the sale or disposition price.

Section 83(b) of the Internal Revenue Code permits a recipient to elect, within 30 days after the grant of any shares of restricted stock subject to a vesting schedule, to be taxed at the time of grant at ordinary income rates on the fair market value of all shares received, based on the fair market value of the shares on the date of grant. If the recipient makes a Section 83(b) election, any later appreciation in the value of the shares will be taxable as capital gain instead of ordinary income when they are sold or transferred.

At the time a recipient elects to be taxed on the grant of restricted stock, the Corporation will be entitled to a federal income tax deduction in an amount equal to the ordinary income recognized by the recipient.

Benefits Under the LTIP

Subject to certain limitations, the Committee has full discretion to determine the number, type, and value of incentive awards to be granted to eligible participants under the LTIP. Thus, the benefits and amounts that will be received by or allocated to the officers, directors, and employees of PG&E Corporation are not determinable. Information regarding incentive awards granted to the named executive officers during the past year is presented in "Option/SAR Grants in 2000" on page 33 and "Long-Term Incentive Program—Awards in 2000" on page 35. The amount of incentive awards to be received by each non-employee director is determined under the formula provisions of the Non-Employee Director Stock Incentive Plan, as discussed above.

The Board of Directors of PG&E Corporation Unanimously Recommends That Shareholders Vote FOR This Proposal.

If you do not hold any shares of PG&E Corporation common stock, you are not entitled to vote on the following five shareholder proposals.

Executive Compensation

Nominating and Compensation Committee Report on Compensation

The Nominating and Compensation Committee of the PG&E Corporation Board of Directors (the "Committee") is responsible for overseeing and establishing executive compensation policies for PG&E Corporation and its subsidiaries, including Pacific Gas and Electric Company. The Committee also oversees the PG&E Corporation Long-Term Incentive Program and other employee benefit plans.

This report relates to the compensation paid to executive officers of PG&E Corporation and Pacific Gas and Electric Company during the fiscal year ended December 31, 2000. Compensation for the Chief Executive Officers of PG&E Corporation and Pacific Gas and Electric Company is approved by their respective Board of Directors based on the recommendation of the Committee, which is composed of independent non-employee directors. In establishing the 2000 compensation of the Chief Executive Officers of PG&E Corporation and Pacific Gas and Electric Company, each Board of Directors approved the recommendations of the Committee without modification. Compensation for all other PG&E Corporation and subsidiary officers is approved by the Committee, except that the Committee has delegated to the PG&E Corporation Chief Executive Officer the authority to approve compensation for certain officers of PG&E Corporation and its subsidiaries.

The Committee established compensation programs for 2000 to meet four objectives:

- To emphasize long-term incentives to further align shareholder and officers' interests and focus employees on enhancing total return for the Corporation's shareholders.
- To attract, retain, and motivate employees with the necessary mix of skills and experience for the development of PG&E Corporation's unregulated businesses, as well as the successful operation and expansion of its utility business.
- To minimize short-term and long-term costs and reduce corporate exposure to longer-term financial risk.
- To achieve maximum value from PG&E Corporation's collective workforce by designing compensation programs that facilitate movement by employees among the Corporation and its subsidiaries.

The Committee retains an independent consultant, Hewitt Associates, to help evaluate PG&E Corporation's compensation policies, to provide information about industry compensation practices and competitive pay levels, and to recommend compensation alternatives which are consistent with PG&E Corporation's compensation policies. Founded in 1940, Hewitt Associates is an international firm of consultants and actuaries specializing in the design and administration of employee compensation and benefit programs.

To meet its objective of paying compensation that is competitive with similar companies in 2000, the Committee selected a group consisting of 12 major energy companies (the "comparator group"). These companies were selected by the Committee because they were comparable to PG&E Corporation in size and because their approach to compensation emphasized long-term incentives. All of the companies in the comparator group were included in the Standard & Poor's 500 Stock Index.

For 2000, the Committee established the following specific compensation targets for officers:

- A significant component of every officer's compensation should be tied directly to PG&E Corporation's performance for shareholders.
- Annual cash compensation (base salary and target annual incentive) and benefits should be equal to the average compensation paid to comparable officers of companies in the comparator group.
- For targeted performance, long-term incentives should be equal to the 75th percentile compensation paid to comparable officers of companies in the comparator group.

Finally, in evaluating compensation program alternatives, the Committee considers the potential impact on PG&E Corporation of Section 162(m) of the Internal Revenue Code. Section 162(m) eliminates the deductibility of compensation over \$1 million paid to the five highest paid executive officers of public corporations, excluding "performance-based compensation." Compensation programs will qualify as performance-based if (1) the performance targets are pre-established objective standards, (2) the programs have been approved by shareholders, and (3) there is no discretion to modify or alter payments after the performance targets have been established for the year.

The Committee believes that compensation paid under two of PG&E Corporation's three performance-based plans is deductible under Section 162(m). A substantial portion of the compensation paid to the executive officers of PG&E Corporation and Pacific Gas and Electric Company is paid under these qualifying performance-based plans. Although short-term compensation paid under PG&E Corporation's third performance-based plan will not be excluded from the deduction limit under Section 162(m), payments under this plan are conditioned primarily on the achievement of pre-established corporate financial objectives.

To the extent consistent with the Committee's overall policy of maintaining a competitive, performance-based compensation program, it is PG&E Corporation's intent to maintain the tax deductibility of the compensation which it pays. However, due to the restrictive nature of Section 162(m), technical compliance with its requirements can reduce or eliminate the value of using certain types of plans designed to provide incentives to increase shareholder value. As a result, although the Committee, in designing and maintaining a competitive incentive compensation program, will qualify as much of the compensation for deduction under Section 162(m) as is reasonably possible, such qualification is not a mandatory precondition to payments where technical compliance is inconsistent with the Committee's objective of incenting performance which results in increased shareholder value. It is anticipated that the amount of any tax deduction that may be forgone due to the impact of the Section 162(m) limit will be insignificant.

Principal Components of Compensation

Base Salary

PG&E Corporation Base Salary

PG&E Corporation's executive salaries are reviewed annually by the Committee based on (1) the results achieved by each individual, (2) expected corporate financial performance, measured by combined earnings per share, dividends, and stock price performance, and (3) changes in the average salaries paid to comparable executives by companies in the comparator group.

In setting the 2000 salary levels for PG&E Corporation's executive officers, the Committee's objective was that the overall average of the salaries paid to all officers as a group (including the Chief Executive Officer) should be approximately equal to the target competitive level.

Robert D. Glynn, Jr., Chief Executive Officer of PG&E Corporation, received an annual base salary of \$900,000 in 2000. The salary level for Mr. Glynn is comparable to the average salary of chief executive officers of the 12 companies in the comparator group. The overall average of the base salaries received by all PG&E Corporation officers (including Mr. Glynn) for 2000 was comparable to the average salary paid to all officers of the comparator group.

Pacific Gas and Electric Company Base Salary

Pacific Gas and Electric Company's executive salaries are reviewed annually by the Committee based on (1) the results achieved by each individual, (2) expected corporate financial performance, measured by combined earnings per share, dividends, and stock price performance, and (3) changes in the average salaries paid to comparable executives by companies in the comparator group.

In setting the 2000 salary levels for Pacific Gas and Electric Company's executive officers, the Committee's objective was that the overall average of the salaries paid to all officers as a group (including the Chief Executive Officer) should be approximately equal to the target competitive level.

Gordon R. Smith, Chief Executive Officer of Pacific Gas and Electric Company, received an annual base salary of \$630,000 in 2000. The salary level for Mr. Smith is comparable to the average salary of senior executives in comparable positions in the 12 companies in the comparator group. The overall average of the base salaries received by all Pacific Gas and Electric Company officers (including Mr. Smith) for 2000 was comparable to the average salary paid to all officers of the comparator group.

Short-Term Incentives

PG&E Corporation Annual Incentive

The PG&E Corporation Short-Term Incentive Plan for 2000 was designed to provide annual incentives to all executive officers based largely on PG&E Corporation's success in meeting the 2000 corporate operating earnings per share objective. This objective emphasizes the impact of on-going results of operations by eliminating the

effect of extraordinary gains or losses. Annual incentives for executive officers with operating responsibility for the Corporation's major lines of business, Pacific Gas and Electric Company and PG&E National Energy Group, are based on a combination of corporate operating earnings and the results of their line of business.

At the beginning of the year, target awards are set based on each executive's responsibilities and salary level. Final awards are determined by the Committee and may range from zero to twice the target, depending on the extent to which the corporate operating earnings per share objective is achieved. The Committee has discretion to modify or eliminate awards.

In 2000, PG&E Corporation's corporate operating earnings per share were \$2.54. Executive officers whose principal responsibilities are corporate in nature received no Short-Term Incentive Plan awards. Certain executive officers whose principal responsibilities are primarily for operations of the PG&E National Energy Group received awards for the portion of their Short-Term Incentive Plan target based on the performance of that line of business, and received no award for the portion of their target based on corporate performance. Awards paid to executive officers with senior operating responsibility for the PG&E National Energy Group ranged from 93.5 percent to 150 percent of their total target awards.

Pacific Gas and Electric Company Annual Incentive

The Pacific Gas and Electric Company Short-Term Incentive Plan for 2000 was designed to provide annual incentives to all executive officers based on meeting financial, service, and other measures of the Company, as well as those of specific business units and departments.

At the beginning of the year, target awards are set based on each executive's responsibilities and salary level. Final awards are determined by the Committee and may range from zero to twice the target, depending on the extent to which the stated objectives are achieved. The Committee has discretion to modify or eliminate awards.

In 2000, Pacific Gas and Electric Company executive officers received no Short-Term Incentive Plan awards.

Stock Options in Lieu of Short-Term Incentive Plan Awards

In 1998, to further increase the officers' ability to align their individual economic interests with those of the Corporation and its shareholders, the Committee adopted a program whereby eligible officers could elect to convert up to 50 percent of the award they otherwise would be entitled to receive under their respective Short-Term Incentive Plan, and instead receive stock options under the PG&E Corporation Stock Option Plan described below.

Long-Term Incentives

PG&E Corporation Long-Term Incentive Program. The PG&E Corporation Long-Term Incentive Program permits various stock-based incentive awards to be granted to executive officers and other employees of the Corporation and its subsidiaries. The Stock Option Plan and the Performance Unit Plan (each of which is a component of the Long-Term Incentive Program) provide incentives based on PG&E Corporation's financial performance over time.

PG&E Corporation Stock Option Plan. The Stock Option Plan provides incentives based on PG&E Corporation's ability to sustain financial performance over a 3- to 10-year period. Under the Plan, officers, and other key employees of PG&E Corporation and its subsidiaries receive stock options based on their responsibilities and position. These options allow them to purchase a certain number of shares of PG&E Corporation common stock at the market price on the date of grant. Generally, optionees must hold the options for at least two full years and exercise them within 10 years. Options granted in lieu of Short-Term Incentive Plan awards, as discussed above, will be vested immediately, although the options may not be exercised for at least one year after the date of grant. PG&E Corporation does not re-price or change the terms of options once they have been granted.

At the Committee's discretion, stock options may be granted with tandem "stock appreciation rights" which have vesting periods and exercise guidelines that are similar to the options. These rights allow option-holders to surrender their options when they have vested and receive a cash payment equal to the difference between the exercise price and the current market price. No stock appreciation rights have been granted since 1991.

Stock options also may be granted with or without tandem "dividend equivalents" which provide for credits to be made to a dividend equivalent account equal to the current common stock dividend multiplied by the recipient's unexercised options. For options granted with dividend equivalents, option-holders are entitled to receive the amounts accumulated in their dividend equivalent account only when, and to the extent that, the

underlying options or stock appreciation rights are exercised. If a stock appreciation right is exercised, the option-holder receives the associated dividend equivalent only if the stock price has appreciated by at least 5 percent per year from the date of grant or by at least 25 percent if the options have been held for more than five years. In June 1997, the Committee adopted the policy that future stock option grants will not include dividend equivalents, and no such grants with dividend equivalents have been made since that time.

The size of the stock option grant for each executive officer of PG&E Corporation and Pacific Gas and Electric Company in 2000 was determined by the Committee based on the Committee's objectives of paying target total compensation at the average total compensation of the companies in the comparator group, and of tying a substantial component of target total compensation directly to financial performance for shareholders. In making stock option grants, the size of each executive officer's stock option grant was determined primarily based on the compensation objectives described above.

PG&E Corporation Performance Unit Plan. The Performance Unit Plan provides incentives based on PG&E Corporation's ability to sustain superior total returns for shareholders (dividends plus stock price appreciation) over a three-year period. Under the Plan, officers of PG&E Corporation and its subsidiaries receive performance units reflecting their level of responsibility. One-third of the units vest each year. At the end of each year, the number of vested performance units is increased or decreased based on PG&E Corporation's three-year total return for shareholders (dividends plus stock price appreciation) as ranked against a group of comparator companies. Each officer receives an incentive payment equal to the final number of vested units multiplied by the average market price of PG&E Corporation common stock during the 30 calendar day period prior to the end of the year. Each time a cash dividend is declared on PG&E Corporation common stock, an amount equal to the cash dividend per share multiplied by the number of units held by a recipient will be accrued on behalf of the recipient and, at the end of the year, the amount of accrued dividend equivalents will be increased or decreased by the same percentage used to increase or decrease the recipient's number of vested performance units for the year.

In determining Performance Unit Plan results for units granted in 1998 and 1999, PG&E Corporation's performance is compared with that of the 49 other largest energy-based companies in the nation. Current year performance is weighted at 60 percent, the performance in the prior year at 25 percent, and the performance in the year before that at 15 percent. For units granted in 2000, PG&E Corporation's performance is compared with that of a group of 12 energy companies selected from the Dow Jones Utility Index and is based on a three-year cumulative total shareholder return rather than on a weighted annual total shareholder return. These changes to the methodology for determining results provide a better gauge of sustained multi-year performance and focus on performance relative to select industry peers.

For the three years ended December 31, 2000, PG&E Corporation's total shareholder return had a weighted average ranking of 44th among the 50 largest energy-based companies in the nation and a cumulative ranking of 11th among the 12 company comparator group. Based on these rankings, officers received no payment under the Plan for 2000 performance.

Executive Stock Ownership Program. Effective January 1, 1998, the Committee adopted the Executive Stock Ownership Program which contains certain stock ownership targets for executives to be achieved within five years after becoming an executive officer. The targets are set as a multiple of the executive's base salary and vary according to the executive's level of responsibility within the Corporation. The executive stock ownership targets are as follows: three times base salary for the Chief Executive Officer of PG&E Corporation; two times base salary for heads of the Corporation's lines of business, and the Chief Financial Officer and the General Counsel of PG&E Corporation; and one and one-half times base salary for the Senior Vice Presidents of PG&E Corporation. To the extent an executive officer achieves and maintains the stock ownership targets within the first three years of becoming an executive officer, the executive officer will be entitled to receive additional common stock equivalents (called Special Incentive Stock Ownership Premiums or SISOPs) to be credited to the deferred compensation portion of his or her Supplemental Retirement Savings Plan account balance. The additional common stock equivalents vest three years after the date of grant, subject to accelerated vesting in accordance with the Officer Severance Policy and upon a change in control of the Corporation. The additional common stock equivalents are subject to forfeiture if the executive fails to maintain the applicable stock ownership target.

Benefits

Benefit plans are designed to meet the individual needs of PG&E Corporation and its subsidiaries and to permit portability of benefits among the Corporation and its subsidiaries. Tax-deferred savings arrangements provide employees with an opportunity to supplement their retirement income through employee and matching

contributions by PG&E Corporation or one of its subsidiaries. PG&E Corporation also provides excess retirement benefits for its executive officers based on salary and incentive compensation.

The defined contribution benefit plans of PG&E Corporation and its subsidiaries permit participants in those plans to direct the investment of their contributions into PG&E Corporation common stock, providing another opportunity for executive officers to increase their proprietary interest in PG&E Corporation. The PG&E Corporation Supplemental Retirement Savings Plan also permits the executives who participate in the plan to direct that the return on their deferred compensation be tied directly to the performance of PG&E Corporation common stock.

Summary

We, the members of the Nominating and Compensation Committee of the Board of Directors of PG&E Corporation, believe that the compensation programs of PG&E Corporation and Pacific Gas and Electric Company are successful in attracting and retaining qualified employees and in tying compensation directly to performance for shareholders and service to customers. We will continue to monitor closely the effectiveness and appropriateness of each of the components of compensation to reflect changes in the business environment of PG&E Corporation and Pacific Gas and Electric Company.

April 16, 2001

Nominating and Compensation Committee of the Board of Directors of PG&E Corporation

Carl E. Reichardt, Chair
David A. Coulter
C. Lee Cox
David M. Lawrence, MD

Summary Compensation Table

[This table summarizes the principal components of compensation paid to the Chief Executive Officers and the other most highly compensated executive officers of PG&E Corporation and Pacific Gas and Electric Company during the past year.]

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		
		Salary (\$)	Bonus (\$) ⁽¹⁾	Other Annual Compensation (\$) ⁽²⁾	Awards	Payouts	All Other Compensation (\$) ⁽⁴⁾
					Securities Underlying Options/SARs (# of Shares)	LTIP Payouts (\$) ⁽³⁾	
Robert D. Glynn, Jr., Chairman of the Board, Chief Executive Officer, and President of PG&E Corporation; Chairman of the Board of Pacific Gas and Electric Company	2000	\$900,000	\$ 0	\$ 3,806	322,100	\$ 0	\$ 41,280
	1999	800,000	1,224,000	23,181	300,000	170,204	30,780
	1998	700,000	931,350 ⁽⁵⁾	42,180	235,000	452,858	32,280
Thomas G. Boren, ⁽⁶⁾ Executive Vice President of PG&E Corporation; President and Chief Executive Officer of PG&E National Energy Group	2000	\$630,000	\$ 441,790	\$ 50,478	212,600	\$ 0	\$ 543,571
	1999	250,000	318,750 ⁽⁷⁾	29,262	150,000	33,900	735,015
Peter A. Darbee, ⁽⁶⁾ Senior Vice President, Chief Financial Officer, and Treasurer of PG&E Corporation	2000	\$415,000	\$ 0	\$ 3,806	147,200	\$ 0	\$ 441,500
	1999	113,864	113,333	1,290	150,000	19,781	450,000
P. Chrisman Iribe, Senior Vice President of PG&E Corporation; President and Chief Operating Officer, East Region, of PG&E National Energy Group	2000	\$400,000	\$ 300,000	\$ 0	122,700	\$ 0	\$ 40,000
	1999	350,000	330,750	5,456	106,500	44,214	48,672
	1998	296,400	283,062	7,937	50,600	82,843	30,780
Thomas B. King, Senior Vice President of PG&E Corporation; President and Chief Operating Officer, West Region, of PG&E National Energy Group	2000	\$400,000	\$ 300,000	\$ 49,343	122,700	\$ 0	\$1,598,631
	1999	350,000	336,875	12,049	100,000	59,325	76,487
	1998	29,167	0	0	50,000	93,627	200,000
L. E. Maddox, Senior Vice President of PG&E Corporation; President and Chief Operating Officer, Trading, of PG&E National Energy Group	2000	\$400,000	\$ 300,000	\$224,718	110,400	\$ 0	\$ 617,472
	1999	400,000	250,000	7,563	93,700	62,215	41,750
	1998	350,000	126,700	12,812	92,700	129,207	46,335
Gordon R. Smith, Senior Vice President of PG&E Corporation; President and Chief Executive Officer of Pacific Gas and Electric Company	2000	\$630,000	\$ 0	\$ 820	212,600	\$ 0	\$ 28,960
	1999	550,000	460,075	10,054	122,500	74,436	25,360
	1998	425,000	410,338	16,328	126,400	173,662	19,735
Gregory M. Rueger, Senior Vice President - Generation and Chief Nuclear Officer of Pacific Gas and Electric Company	2000	\$310,000	\$ 0	\$ 0	59,900	\$ 0	\$ 14,700
	1999	290,000	222,633	4,172	46,700	36,654	14,743
	1998	278,000	230,684	8,993	50,600	110,926	13,260
James K. Randolph, Senior Vice President and Chief of Utility Operations of Pacific Gas and Electric Company	2000	\$305,000	\$ 0	\$ 0	59,900	\$ 0	\$ 13,725
	1999	290,000	221,850	4,172	46,700	36,654	13,050
	1998	260,000	213,174	8,465	50,600	96,885	11,700
Kent M. Harvey, Senior Vice President, Chief Financial Officer, and Treasurer of Pacific Gas and Electric Company	2000	\$260,000	\$ 0	\$ 0	59,900	\$ 0	\$ 11,700
	1999	245,000	185,551	4,172	46,700	36,654	23,083
	1998	220,000	189,486	8,465	50,600	96,885	9,900
Roger J. Peters, Senior Vice President and General Counsel of Pacific Gas and Electric Company	2000	\$260,000	\$ 0	\$ 0	59,900	\$ 0	\$ 11,700
	1999	245,000	180,920	3,852	46,700	31,002	11,469
	1998	230,000	196,650	6,529	50,600	33,727	10,350
Daniel D. Richard, Jr., Senior Vice President, Public Affairs of PG&E Corporation and of Pacific Gas and Electric Company	2000	\$260,000	\$ 0	\$ 0	59,900	\$ 0	\$ 11,700
	1999	245,000	182,905	4,304	53,300	37,434	5,714
	1998	220,000	186,912	7,937	33,733	82,843	3,600

Summary Compensation Table

Continued

- (1) Represents payments received or deferred from 1999 through 2001 for achievement of corporate and organizational objectives from 1998 through 2000, under the Short-Term Incentive Plan.
- (2) Amounts reported consist of (i) reportable officer benefit allowances, (ii) payments of related taxes, and (iii) dividend equivalent payments on performance units under the Performance Unit Plan.
- (3) Represents payments received or deferred in 2001, 2000, and 1999 for achievement of corporate performance objectives for the periods 1998 through 2000, 1997 through 1999, and 1996 through 1998, respectively, under the Performance Unit Plan.
- (4) Amounts reported for 2000 consist of: (i) contributions to defined contribution retirement plans (Mr. Glynn \$7,650, Mr. Darbee \$17,000, Mr. Iribe \$17,000, Mr. King \$17,000, Mr. Maddox \$17,000, Mr. Smith \$6,615, Mr. Rueger \$7,650, Mr. Randolph \$7,650, Mr. Harvey \$7,650, Mr. Peters \$7,650, and Mr. Richard \$5,100), (ii) premiums on indemnity policies to secure the payment of benefits under the Supplemental Executive Retirement Plan and the Deferred Compensation Plan (Mr. Glynn \$780, Mr. Smith \$610, and Mr. Rueger \$750), (iii) contributions received or deferred under excess benefit arrangements associated with defined contribution retirement plans (Mr. Glynn \$32,850, Mr. Boren \$5,906, Mr. Darbee \$24,500, Mr. Iribe \$23,000, Mr. King \$23,000, Mr. Maddox \$23,000, Mr. Smith \$21,735, Mr. Rueger \$6,300, Mr. Randolph \$6,075, Mr. Harvey \$4,050, Mr. Peters \$4,050, and Mr. Richard \$6,600), (iv) above-market interest on deferred compensation, and (v) relocation allowances and other one-time payments, including one-time payments made pursuant to employment arrangements and credited to deferred compensation accounts (Mr. Boren \$537,665, Mr. Darbee \$400,000, Mr. King \$1,558,631, and Mr. Maddox \$577,472).
- (5) This amount includes \$465,675 which was used by Mr. Glynn to purchase 123,324 stock options on March 1, 1999, under the Stock Option Purchase Program. These options have an exercise price of \$31.4375 per share and expire on March 2, 2009.
- (6) Mr. Boren and Mr. Darbee were not employed by PG&E Corporation or Pacific Gas and Electric Company in 1998.
- (7) This amount includes \$31,875 that was used by Mr. Boren to purchase 11,718 stock options on March 1, 2000, under the Stock Option Purchase Program. These options have an exercise price of \$19.8125 per share and expire on March 2, 2010.

Option/SAR Grants in 2000

[This table summarizes the distribution and the terms and conditions of stock options granted to the executive officers named in the Summary Compensation Table during the past year.]

Name	Individual Grants				Grant Date Value
	Number of Securities Underlying Options/SARs Granted (#) ⁽¹⁾⁽²⁾	% of Total Options/SARs Granted to Employees in 2000 ⁽²⁾	Exercise or Base Price (\$/Sh) ⁽³⁾	Expiration Date ⁽⁴⁾	Grant Date Present Value (\$) ⁽⁵⁾
Robert D. Glynn, Jr.	322,100	3.17%	\$19.8125	01-04-2010	\$1,050,040
Thomas G. Boren	212,600	2.09%	\$19.8125	01-04-2010	\$ 693,076
Peter A. Darbee	147,200	1.45%	\$19.8125	01-04-2010	\$ 479,872
P. Chrisman Iribe	122,700	1.21%	\$19.8125	01-04-2010	\$ 400,002
Thomas B. King	122,700	1.21%	\$19.8125	01-04-2010	\$ 400,002
L. E. Maddox	110,400	1.09%	\$19.8125	01-04-2010	\$ 359,904
Gordon R. Smith	212,600	2.09%	\$19.8125	01-04-2010	\$ 693,076
Gregory M. Rueger	59,900	0.59%	\$19.8125	01-04-2010	\$ 195,274
James K. Randolph	59,900	0.59%	\$19.8125	01-04-2010	\$ 195,274
Kent M. Harvey	59,900	0.59%	\$19.8125	01-04-2010	\$ 195,274
Roger J. Peters	59,900	0.59%	\$19.8125	01-04-2010	\$ 195,274
Daniel D. Richard, Jr.	59,900	0.59%	\$19.8125	01-04-2010	\$ 195,274

- (1) All options granted to executive officers in 2000 are exercisable as follows: one-third of the options may be exercised on or after the second anniversary of the date of grant, two-thirds on or after the third anniversary, and 100 percent on or after the fourth anniversary, provided that options will vest immediately upon the occurrence of certain events. No options were accompanied by tandem dividend equivalents.
- (2) No stock appreciation rights (SARs) have been granted since 1991.
- (3) The exercise price is equal to the closing price of PG&E Corporation common stock on the date of grant.
- (4) All options granted to executive officers in 2000 expire 10 years and one day from the date of grant, subject to earlier expiration in the event of the officer's termination of employment with PG&E Corporation, Pacific Gas and Electric Company, or one of their respective subsidiaries.
- (5) Estimated present values are based on the Black-Scholes Model, a mathematical formula used to value options traded on stock exchanges. The Black-Scholes Model considers a number of factors, including the expected volatility and dividend rate of the stock, interest rates, and time of exercise of the option. The following assumptions were used in applying the Black-Scholes Model to the 2000 option grants shown in the table above: volatility of 20.19%, risk-free rate of return of 6.10%, dividend yield of \$1.20 (the annual dividend rate on the grant date), and an exercise date five years after the date of grant. The ultimate value of the options will depend on the future market price of PG&E Corporation common stock, which cannot be forecast with reasonable accuracy. That value will depend on the future success achieved by employees for the benefit of all shareholders. The estimated grant date present value for the options shown in the table was \$3.26 per share.

Aggregated Option/SAR Exercises in 2000 and Year-End Option/SAR Values

[This table summarizes exercises of stock options and tandem stock appreciation rights (granted in prior years) by the executive officers named in the Summary Compensation Table during the past year, as well as the number and value of all unexercised options held by such named executive officers at the end of 2000.]

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at End of 2000 (#) (Exercisable/ Unexercisable)	Value of Unexercised In-the-Money Options/SARs at End of 2000 ⁽¹⁾ (Exercisable/ Unexercisable)
Robert D. Glynn, Jr.	0	\$ 0	460,825/868,099	\$0/\$60,394
Thomas G. Boren	0	0	0/374,318	0/40,595
Peter A. Darbee	0	0	0/297,200	0/27,600
P. Chrisman Iribe	0	0	46,867/277,933	0/23,006
Thomas B. King	0	0	16,667/256,033	0/23,006
L. E. Maddox	0	0	110,901/305,899	0/20,700
Gordon R. Smith	7,500	\$31,188	172,135/463,865	0/39,863
Gregory M. Rueger	0	0	67,033/151,499	0/11,231
James K. Randolph	0	0	48,201/150,332	0/11,231
Kent M. Harvey	0	0	32,534/145,166	0/11,231
Roger J. Peters	0	0	41,034/145,166	0/11,231
Daniel D. Richard, Jr.	0	0	26,534/151,766	0/11,231

(1) Based on the difference between the option exercise price (without reduction for the amount of accrued dividend equivalents, if any) and a fair market value of \$20.00, which was the closing price of PG&E Corporation common stock on December 29, 2000.

Long-Term Incentive Program—Awards in 2000

[This table summarizes the long-term incentive awards made to the executive officers named in the Summary Compensation Table during the past year.]

Name	Awards		Estimated Future Payouts Under Non-Stock Price-Based Plans		
	Number of Shares, Units, or Other Rights	Performance or Other Period Until Maturation or Payout	Threshold (\$ or #) ⁽³⁾	Target (\$ or #) ⁽³⁾	Maximum (\$ or #) ⁽³⁾
Robert D. Glynn, Jr.	30,000 ⁽¹⁾	3 years	0 units	30,000 units	60,000 units
	2,773 ⁽²⁾	3 years			
Thomas G. Boren	17,700 ⁽¹⁾	3 years	0 units	17,700 units	35,400 units
	9,814 ⁽²⁾	3 years			
Peter A. Darbee	13,625 ⁽¹⁾	3 years	0 units	13,625 units	27,250 units
	9,730 ⁽²⁾	3 years			
P. Chrisman Iribe	12,250 ⁽¹⁾	3 years	0 units	12,250 units	24,500 units
	6,047 ⁽²⁾	3 years			
Thomas B. King	12,250 ⁽¹⁾	3 years	0 units	12,250 units	24,500 units
	856 ⁽²⁾	3 years			
L. E. Maddox	10,350 ⁽¹⁾	3 years	0 units	10,350 units	20,700 units
	3,351 ⁽²⁾	3 years			
Gordon R. Smith	17,700 ⁽¹⁾	3 years	0 units	17,700 units	35,400 units
	3,853 ⁽²⁾	3 years			
Gregory M. Rueger	5,600 ⁽¹⁾	3 years	0 units	5,600 units	11,200 units
James K. Randolph	5,600 ⁽¹⁾	3 years	0 units	5,600 units	11,200 units
Kent M. Harvey	5,600 ⁽¹⁾	3 years	0 units	5,600 units	11,200 units
Roger J. Peters	5,600 ⁽¹⁾	3 years	0 units	5,600 units	11,200 units
Daniel D. Richard, Jr.	5,600 ⁽¹⁾	3 years	0 units	5,600 units	11,200 units

(1) Represents performance units granted under the Performance Unit Plan. The units vest one-third in each of the three years following the grant year, and are earned over the vesting period based on PG&E Corporation's three-year cumulative total shareholder return (dividends plus stock price appreciation) as compared with that achieved by the 12 company comparator group. This performance target may be adjusted during the vesting period, at the sole discretion of the Nominating and Compensation Committee, to reflect extraordinary events beyond management's control. Each time a cash dividend is paid on PG&E Corporation common stock, an amount equal to the cash dividend per share multiplied by the number of units held by a recipient will be accrued on behalf of the recipient and, at the end of the year, the amount of accrued dividend equivalents will be increased or decreased by the same percentage used to increase or decrease the recipient's number of vested performance units for the year.

(2) Represents common stock equivalents called Special Incentive Stock Ownership Premiums (SISOPs) earned under the Executive Stock Ownership Program. SISOPs are earned by eligible officers who achieve and maintain minimum PG&E Corporation common stock ownership levels as set by the Nominating and Compensation Committee. Of the officers named in the Summary Compensation Table on pages 31-32, only Messrs. Glynn, Boren, Darbee, Iribe, King, Maddox and Smith are eligible officers. Each SISOP represents a share of PG&E Corporation common stock, which vests at the end of three years. Units can be forfeited prior to vesting if an eligible officer fails to maintain his or her minimum stock ownership level. Upon retirement or termination, vested SISOPs are distributed in the form of an equivalent number of shares of PG&E Corporation common stock.

(3) Payments are determined by multiplying the number of units earned in a given year by the average market price of PG&E Corporation common stock for the 30 calendar day period prior to the end of the year.

Retirement Benefits

PG&E Corporation and Pacific Gas and Electric Company provide retirement benefits to some of the executive officers named in the Summary Compensation Table on pages 31-32. The benefit formula for eligible executive officers is 1.7 percent of the average of the three highest combined salary and annual incentive awards during the last 10 years of service multiplied by years of credited service. As of December 31, 2000, the estimated annual retirement benefits for the most highly compensated executive officers, assuming credited service to age 65, are as follows: Mr. Glynn \$646,886, Mr. Smith \$627,042, Mr. Rueger \$344,522, Mr. Randolph \$308,830, Mr. Harvey \$284,061, Mr. Peters \$264,593, and Mr. Richard \$130,145. The amounts shown are single life annuity benefits and would not be subject to any Social Security offsets.

Employment Contracts/Arrangements

Thomas G. Boren's employment letter entitles him to receive salary, other cash and equity awards as described elsewhere in this proxy statement, and other standard employee benefits. Mr. Boren's participation in the supplemental defined benefit executive retirement plan includes recognition of credited years with his former employer, Southern Company, although benefits will be reduced by benefits payable from Southern Company's plan, excluding special enhancements payable as part of his separation from Southern Company. Under his employment letter, Mr. Boren was entitled to receive \$1,000,000 in three annual installments, upon satisfaction of annual general business goals. Mr. Boren's last installment is payable December 31, 2001, upon satisfaction of the 2001 business goals. If Mr. Boren terminates his employment with PG&E Corporation before December 31, 2001, the payment will be forfeited. Mr. Boren also is eligible to receive a mortgage subsidy equal to \$26,667 per \$100,000 of loan value, limited to a loan amount of \$1,500,000, through July 2004, with a maximum subsidy of \$400,000 (\$80,000 per year). Mr. Boren also will be compensated for the loss of mortgage tax deduction in excess of the \$1,000,000 maximum allowed by law, up to the stated maximum mortgage loan amount of \$1,500,000.

Thomas B. King's employment letter entitles him to receive salary, other cash and equity awards as described elsewhere in this proxy statement, and other standard employee benefits. In connection with his relocation to Bethesda, Maryland at the request of PG&E Corporation, Mr. King received a one-time payment of \$150,000, net of taxes, and a one-time taxable payment of \$75,000. If Mr. King resigns from his position prior to December 31, 2004 (and is not then an employee of PG&E Corporation or its affiliates), he will be required to repay the gross amount of such payments. Mr. King also received (1) a moving allowance equal to one month's pay; (2) reimbursement for travel expenses incurred in finding a principal residence in the Bethesda area, and for the reasonable cost of temporary housing; (3) reimbursement of closing costs incurred in the sale of his prior residence and the purchase of a new residence; (4) indemnification for loss suffered on the sale of his prior residence; and (5) reimbursement of certain losses and expenses incurred in placing his children in comparable schools in the Bethesda area. Mr. King also is entitled to receive a mortgage subsidy of \$3,500 per month, payable for four years, commencing with the first mortgage payment for his new residence. If Mr. King resigns from employment with PG&E Corporation or one of its subsidiaries or affiliates before December 31, 2004, he will be required to repay all amounts provided under the temporary mortgage subsidy.

L. E. Maddox's employment letter entitles him to receive salary, other cash and equity awards described elsewhere in this proxy statement, and other standard employee benefits. In connection with his relocation to Bethesda, Maryland at the request of PG&E Corporation, Mr. Maddox received a one-time payment of \$250,000, net of taxes, and a one-time taxable payment of \$75,000. If Mr. Maddox resigns from his position before December 31, 2004 (and is not then an employee of PG&E Corporation or its affiliates), he will be required to repay the gross amount of such payments. Mr. Maddox also received (1) a moving allowance equal to one month's pay; (2) reimbursement for travel expenses incurred in finding a principal residence in the Bethesda area, and for the reasonable cost of temporary housing; (3) reimbursement of closing costs incurred in the sale of his prior residence and the purchase of a new residence; (4) indemnification for loss suffered on the sale of his prior residence; and (5) reimbursement of certain losses and expenses incurred in placing his children in comparable schools in the Bethesda area. Mr. Maddox also is entitled to receive a mortgage subsidy of \$3,500 per month, payable for four years, commencing with the first mortgage payment for his new residence. If Mr. Maddox resigns from employment with PG&E Corporation or one of its subsidiaries or affiliates before December 31, 2004, he will be required to repay all amounts provided under the temporary mortgage subsidy.

Termination of Employment and Change in Control Provisions

The PG&E Corporation Officer Severance Policy, which covers most officers of PG&E Corporation and its subsidiaries, including the executive officers named in the Summary Compensation Table, provides benefits if a covered officer is terminated without cause. In most situations, benefits under the policy include (1) a lump sum payment of one and one-half or two times annual base salary and target Short-Term Incentive Plan award (the applicable severance multiple being dependent on an officer's level), (2) continued vesting of equity-based awards for 18 months or two years after termination (depending on the applicable severance multiple), (3) accelerated vesting of up to two-thirds of the common stock equivalents awarded under the Executive Stock Ownership Program (depending on an officer's level), and (4) payment of health care insurance premiums for 18 months or two years after termination (depending on the applicable severance multiple). In lieu of all or a portion of the lump sum payment, a terminated officer who is covered by PG&E Corporation's Supplemental Executive Retirement Plan can elect additional years of service and/or age for purposes of calculating pension benefits. Effective July 21, 1999, the policy was amended to provide covered officers with alternative benefits that apply upon actual or constructive termination following a change in control or potential change in control. According to the policy, a "change in control" occurs upon (1) the acquisition of 20 percent or more of the Corporation's outstanding voting securities by a single entity or person, (2) a change in the directors who constitute a majority of the Board of Directors over a two-year period, unless the new directors were nominated by at least two-thirds of the Board of Directors who were directors at the beginning of the two-year period, or (3) shareholder approval of certain corporate transactions. Constructive termination includes certain changes to a covered officer's responsibilities. In the event of a change in control or potential change in control, the policy provides for a lump payment of the sum of (1) unpaid base salary earned through the termination date, (2) target Short-Term Incentive Plan award calculated for the fiscal year in which termination occurs ("Target Bonus"), (3) any accrued but unpaid vacation pay, and (4) three times the sum of Target Bonus and the officer's annual base salary in effect immediately before either the date of termination or the change in control, whichever base salary is greater. Change in control termination benefits also include reimbursement of excise taxes levied upon the severance benefit pursuant to Internal Revenue Code Section 4999.

The Long-Term Incentive Program (LTIP) permits the grant of various types of stock-based incentive awards, including awards granted under the Stock Option Plan, the Performance Unit Plan, and the Non-Employee Director Stock Incentive Plan. The LTIP and the component plans provide that, upon the occurrence of a change in control, (1) any time periods relating to the exercise or realization of any incentive award (including common stock equivalents awarded under the Executive Stock Ownership Program) will be accelerated so that such award may be exercised or realized in full immediately upon the change in control, (2) all shares of restricted stock will immediately cease to be forfeitable, and (3) all conditions relating to the realization of any stock-based award will terminate immediately. Under the LTIP, a "change in control" will be deemed to have occurred if any of the following occurs: (1) any "person" (as such term is used in Sections 13(d) and 14(d)(2) of the Securities Exchange Act of 1934, but excluding any benefit plan for employees or any trustee, agent, or other fiduciary for any such plan acting in such person's capacity as such fiduciary), directly or indirectly, becomes the beneficial owner of securities of PG&E Corporation representing 20 percent or more of the combined voting power of PG&E Corporation's then outstanding securities, (2) during any two consecutive years, individuals who at the beginning of such a period constitute the Board of Directors cease for any reason to constitute at least a majority of the Board of Directors, unless the election, or the nomination for election by the shareholders of the Corporation, of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period, or (3) the shareholders of the Corporation shall have approved (i) any consolidation or merger of the Corporation other than a merger or consolidation that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent of such surviving entity) at least 70 percent of the combined voting power of the Corporation, such surviving entity, or the parent of such surviving entity outstanding immediately after the merger or consolidation, (ii) any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation, or (iii) any plan or proposal for the liquidation or dissolution of the Corporation. For purposes of this definition, the term "combined voting power" means the combined voting power of the then outstanding voting securities of the Corporation or the other relevant entity.

Other Information

Principal Shareholders

The following table presents certain information regarding shareholders who are known to PG&E Corporation or Pacific Gas and Electric Company to be the beneficial owners of more than 5 percent of any class of voting securities of PG&E Corporation or Pacific Gas and Electric Company as of January 31, 2001:

Class of Stock	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Pacific Gas and Electric Company common stock	PG&E Corporation ⁽¹⁾ One Market, Spear Tower, Suite 2400 San Francisco, CA 94105	326,926,667	100.00%
PG&E Corporation common stock	State Street Bank and Trust Company ⁽²⁾ 225 Franklin Street Boston, MA 02110	26,366,361	7.26%

- (1) As a result of the formation of the holding company on January 1, 1997, PG&E Corporation became the holder of all issued and outstanding shares of Pacific Gas and Electric Company common stock. As of January 31, 2001, PG&E Corporation and a subsidiary hold 100% of the issued and outstanding shares of Pacific Gas and Electric Company common stock.
- (2) The information relating to State Street Bank and Trust Company is based on beneficial ownership as of December 31, 2000, as reported in a Schedule 13G, dated February 8, 2001, filed with the Securities and Exchange Commission. The bank holds 18,537,350 shares in its capacity as Trustee of the Pacific Gas and Electric Company Saving Fund Plan. The Trustee may not vote these shares in the absence of voting instructions from the Plan participants. The bank also holds 7,829,011 shares of PG&E Corporation common stock in various other fiduciary capacities. The bank has sole voting power with respect to 6,865,554 of these shares, shared voting power with respect to 113,493 of these shares, sole investment power with respect to 7,812,948 of these shares, and shared investment power with respect to 16,063 of these shares.

Section 16 Beneficial Ownership Reporting Compliance

In accordance with Section 16(a) of the Securities Exchange Act of 1934 and Securities and Exchange Commission regulations, PG&E Corporation's and Pacific Gas and Electric Company's respective directors, certain officers, and persons who own greater than 10 percent of PG&E Corporation's or Pacific Gas and Electric Company's equity securities are required to file reports of ownership and changes in ownership of such equity securities with the Securities and Exchange Commission and the principal national securities exchange on which such equity securities are registered, and to furnish PG&E Corporation or Pacific Gas and Electric Company (as the case may be) with copies of all such reports they file.

Based solely on its review of copies of such reports received or written representations from certain reporting persons, PG&E Corporation and Pacific Gas and Electric Company believe that during 2000 all filing requirements applicable to their directors, officers, and 10 percent shareholders were satisfied with the following exceptions. An Initial Statement of Beneficial Ownership for Dinyar B. Mistry who became Vice President - Controller of Pacific Gas and Electric Company on November 1, 2000, was filed late. Mr. Mistry does not own any Pacific Gas and Electric Company securities. In addition, Bruce R. Worthington failed to timely file an annual report on Form 5 to report the exempt acquisition through inheritance of 66 shares of PG&E Corporation common stock.

Annual Report

PG&E Corporation's and Pacific Gas and Electric Company's joint 2000 annual report to shareholders, including financial statements, accompanies this Joint Proxy Statement.

EXHIBIT B



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Last Trade 2:46PM · 11.77	Change -0.18 (-1.51%)	Prev Cls 11.95	Volume 443.800	Div Date Jan 15		
Day's Range 11.50 - 11.92	Bid N/A	Ask N/A	Open 11.85	Avg Vol 2,223,045	Ex-Div Dec 13	
52-week Range 6.5000 - 31.8125	Earn/Shr -12.58	P/E N/A	Mkt Cap 4.557B	Div/Shr 1.20	Yield 10.04	

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