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**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of Pacific Gas and Electric Company (U 39 E) for Commission Approval Under Public Utilities Code Section 851 of an Irrevocable License for use of Utility Support Structures and Equipment Sites to ExteNet Systems (California) LLC.

Application No. 15-07-_____

**APPLICATION OF PACIFIC GAS AND ELECTRIC COMPANY (U39 E) FOR
COMMISSION APPROVAL OF AN IRREVOCABLE LICENSE AGREEMENT TO
PERMIT USE OF UTILITY SUPPORT STRUCTURES AND EQUIPMENT SITES TO
EXTENET SYSTEMS (CALIFORNIA) LLC (U-6959-C)**

**PUBLIC VERSION
(APPENDIX A CONFIDENTIAL)**

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Dated: July 7, 2015

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I. INTRODUCTION

Pursuant to Rule 3.6 of the California Public Utilities Commission (“CPUC” or “Commission”) Rules of Practice and Procedure (“Rules”), and Public Utilities Code Section 851, Pacific Gas and Electric Company (“PG&E” or “the Company”) respectfully requests approval to grant an irrevocable right to use (“IRU”) certain fiber optics lines (“optical fiber” or “fiber optic facilities”) and equipment sites pursuant to the Master License and IRU Agreement (together “Agreement”) between PG&E and ExteNet Systems (California) LLC (“ExteNet Systems” or “the Customer”), a California limited liability company. A copy of the Master License and IRU Agreement is appended hereto as Appendix A.^{1/}

II. THE MASTER LICENSE AND IRU AGREEMENT

The proposed Agreement will mutually benefit PG&E and ExteNet Systems by providing each business entity additional fiber optic facilities in PG&E’s service territory. The proposed Agreement also serves the public interest by increasing the use of otherwise unused PG&E

^{1/} Concurrently with the filing of this Application, PG&E is filing a Motion for Leave to File Under Seal for portions of the License Agreement. A redacted version of the License Agreement is appended to the public version of this Application that is being e-served on interested parties, and a full, unredacted version is appended to the confidential version that is being filed in hard copy with the Commission’s Docket Office.

facilities that are not necessary to support PG&E's current utility operations, and the proposed use will not interfere with the Company's safe and reliable delivery of gas and electric service to its customers.

PG&E owns and maintains electric transmission towers, communication towers, buildings and other structures throughout its electric and gas service area for the purpose of providing safe, reliable electric and gas service to customers in Northern and Central California. PG&E also owns extensive electric and gas distribution utility facilities which it directly operates and controls. PG&E has installed, maintains and operates fiber optic facilities and other communications equipment in portions of its utility system to support its provision of electric and gas utility service within its service area. In certain service areas, PG&E has a continuing need for additional or expanded fiber optic communications capability for its growing electric and gas utility communication needs, and a continuing need for alternative communications paths for the operation of its utility facilities and business.

ExteNet Systems is a provider of telecommunications services and holds a certificate of public convenience and necessity to provide such services in the State of California. To support and expand its offerings of telecommunications services, ExteNet Systems wishes to install new fiber optic facilities on PG&E's electric utility facilities that would increase the Company's fiber optic resources and be available, in part, for ExteNet Systems' use as well as by PG&E. In addition, ExteNet Systems seeks to install new fiber optic system electronics ("System Electronics") in existing Company communications facilities, and construct small new modular structures for PG&E and ExteNet Systems equipment ("Equipment Stations") in order to upgrade both companies' communications capabilities.

In April 2015, PG&E executed an Agreement with ExteNet Systems that would give ExteNet Systems permission to use optic fiber cable, hardware and appurtenant equipment to be installed on or in Company facilities,^{2/} and to use Company fee simple land for small Equipment

^{2/} Master IRU Agreement for Optical Fiber Installations Between PG&E and ExteNet Systems (California) LLC, Recital E (Appendix A).

Stations to house System Electronics to operate the system.^{3/} ExteNet Systems obtains important communications capacity on a cost-effective basis, with important improvements in its ability to provide communications services to its customers. ExteNet Systems anticipates that it may use its fibers for any lawful purpose that is not in violation of the terms and conditions of the Agreement, including, without limitation, the sale of services to telecommunications service providers at wholesale.^{4/}

In return for allowing access and use of its structures under the Agreement, PG&E will receive “bare legal title” to the fibers in the fiber optic lines installed under the Agreement, along with fees from the irrevocable right to use these facilities.^{5/} PG&E obtains improved and expanded utility communications plant and capacity with minimal capital additions and at low annual expense. PG&E will use the fiber optic capacity it obtains under the Agreement to support internal electric and gas monitoring and control systems, such as supervisory control and data acquisition (“SCADA”), as well as to upgrade PG&E’s internal voice and data network.^{6/}

By enabling PG&E to acquire new fiber optic communications capacity and facilities, the Agreement enhances PG&E’s ability to extend its fiber optic communications network and to use fiber optic signals over additional paths. This extended network will give PG&E new capacity for energy utility communication and control purposes.

ExteNet Systems supports this Application through its Vice President Terry Ray consistent with Commission Rule 3.6.

III. THE PROPOSED AGREEMENT IS IN THE PUBLIC INTEREST

The Agreement benefits PG&E, ExteNet Systems and their respective customers. The Commission found telecommunications-related transactions to be in the public interest when unused utility property is used for other productive purposes without interfering with the utility's

^{3/} *Id.*, Section 3.5. Equipment stations will normally house ExteNet Systems, PG&E system electronics and the electronics of other service providers. The PG&E system electronics will be used for the operation of PG&E’s electric utility system.

^{4/} *Id.*, Section 3.4 and Section 3.3.

^{5/} *Id.*, Section 3.4 and Section 5.

^{6/} *Id.*, Section 2.1.

operation or affecting service to utility customers. PG&E has sufficient oversight of ExteNet Systems' use of the Company's facilities to enable those facilities to be completely protected. Further, ExteNet Systems has indicated it is an established telecommunications provider with extensive experience in constructing and operating communications networks.

ExteNet Systems' use of the Company's electric utility facilities and land as provided under the Agreement has been structured to avoid any adverse interference with the Company's safe and reliable delivery of gas and electric service to its customers. Under the Agreement, PG&E reserves the right to use any of its property, including and facilities or construction stations, as it deems necessary in the course of its business.^{7/}

The Agreement is consistent with previous Commission approval between energy utilities and communications companies in building fiber optic networks and in increasing the use of otherwise unused utility facilities – cooperation that has clear economic and environmental benefits.^{8/} As early as 1992, the Commission approved an agreement between the Company and MCI Telecommunications Corporation (“MCI”). In that case, MCI obtained the right to install fiber optic ground wires on the Company's electric transmission towers, along with the right to use some of the Company's dark fibers, in exchange for giving the Company a certain amount of capacity on MCI's worldwide telecommunications system.^{9/}

^{7/} *Id.*, Section 3.10. PG&E reserves the right to retain possession of its equipment as necessary to serve the public interest:

Reservation of Certain PG&E Rights. PG&E reserves for itself, its successors and assigns, the right to use PG&E Facilities, Equipment Sites or Equipment Stations and the Rights of Way, or any portion thereof, for any purpose that PG&E may find necessary, together with the right to enter upon or into PG&E Facilities and the Rights of Way, or any Portion thereof, at all time and for any and all purposes. These rights may be exercised by PG&E without any notice to or consent from CUSTOMER and without payment of any compensation to CUSTOMER.

^{8/} Examples of such Commission approval are found in *Application of Pacific Gas and Electric Company for Commission Approval for Two Irrevocable Licenses for Use of Optical Fiber, Utility Support Structures and Equipment Sites to IP Networks, Inc.*, D.02-07-026, A.01-12-033 (2002); *Application of Pacific Gas and Electric Company for Commission Approval to Permit Electric Lightwave, Inc. to Use Certain PG&E Transmission Facilities for Fiber Optic Communication Equipment*, D.00-01-014, A.99-09-036 (2000); and *Application of Southern California Edison Company*, D.94-06-017, 55 Cal. P.U.C. 2d 126 (1994).

^{9/} *Application of Pacific Gas and Electric Company*, D.92-07-007, 45 Cal. P.U.C. 2d 24 (1992).

Accordingly, approving the Agreement is consistent with the Commission's finding that public interest is served when "[T]he shared use of utility property by energy utilities and telecommunications providers results in both economic and environmental benefits, by encouraging energy utilities to use their property productively and reducing the need for construction of project sites by telecommunications providers."^{10/}

The Agreement also provides financial benefits that are in the public interest. The Agreement provides for monthly payments by ExteNet Systems to the Company for the use of the Company's facilities. The fee represents compensation from ExteNet Systems to the Company for the irrevocable license in effect at the time. The sum of the monthly fees for a given year will be compared to a designated minimum annual fee at the beginning of the following year, and a true-up will occur if the monthly fees fall short of the minimum annual fee for such year.

The monthly fee negotiated between the Company and ExteNet Systems represents a fair market value for ExteNet Systems' use of the capacity being created or installed under the Agreement. Through the Agreement, the costs of creating the capacity and installing the new fiber optic facilities, System electronics and Equipment Stations are borne by ExteNet Systems, allowing PG&E to avoid costs to create capacity and install facilities. The monthly rates for the irrevocable license are comparable to prices negotiated in similar agreements given the location and possible ExteNet Systems fiber optic routes.

IV. LICENSE FEE REVENUES AND PROPOSED RATEMAKING

As consideration for the grant of the license agreement described in this application, ExteNet Systems will pay a monthly fee that is proportionate to its utilization of PG&E

^{10/} *Application of Pacific Gas and Electric Company for Commission Approval Under Public Utilities Code Section 851 of a Restated License Agreement with IP Networks, Inc., and Level 3 Communications, LLC*, D.13-05-004, A. 13-01-001, *mimeo*, p. 5; *In the Matter of the Application of San Diego Gas & Electric Company and Caruso Acquisition Co. II, LLC for an Order Authorizing the Sale of Property*, D.13-06-006, A.13-02-017, *mimeo*, pp. 3-4 (Where no such harm will result, the Commission has authorized leases, licenses, and other legal rights in real property, recognizing that the public interest is best served where utility property is used for other productive purposes").

infrastructure. The sum of the monthly fees for a given year will be compared to a designated minimum annual fee at the beginning of the following year, and a true-up will occur if the monthly fees fall short of the minimum annual fee for such year. That fee represents compensation from ExteNet Systems to the Company for the irrevocable license in effect at the time.

Any compensation received by PG&E from ExteNet Systems will be credited as follows:

Electric Transmission Property

Proceeds from the license fees received for sites located on PG&E's electric transmission property are subject to Federal Energy Regulatory Commission ("FERC") jurisdiction for ratemaking. All costs for PG&E's electric transmission system are now part of FERC ratemaking for transmission service in PG&E's transmission owner cases. PG&E will account for license fees related to electric transmission property pursuant to applicable FERC rules for accounting and ratemaking.

Electric Distribution Property

Site license fees for sites located on PG&E's electric distribution property will be treated as Electric Other Operating Revenue and will be used to reduce PG&E's revenue requirement consistent with conventional cost-of-service ratemaking.

The Commission approved similar ratemaking proposals in D.13-05-004, Conclusions of Law No. 1 and 2, pp. 7-8, and D.09-07-035, Ordering Paragraph No. 5, pp. 26-27.

V. CEQA COMPLIANCE

Environmental review pursuant to the California Environmental Act ("CEQA") of the installations contemplated by the Agreement is not required under applicable law or precedent. The work to be completed by ExteNet Systems is not a project because it falls into one of two categories: either (1) it is minor work that is categorically exempt under CEQA; or (2) it is work that is subject to CEQA in a separate permitting procedure.

Under the Agreement, the installation of fiber optic lines and associated equipment will be installed on electric utility facilities that are already in place. To the extent that physical modification occurs, it will be a minor alteration of existing utility structures involving negligible physical expansion beyond the previously existing facility use. Therefore, the Agreement would not have significant effect on the environment and installation of optical fiber in existing PG&E conduit and System Electronics in existing PG&E structures, the construction of small, modular Equipment stations to shelter PG&E utility communications equipment as well as ExteNet Systems' System Electronics, the installation of above-ground conduit, and the installation of handholes and pull/splice boxes appurtenant to existing conduit for purposes of installing, pulling and repairing the optical fiber is categorically exempt from environmental review under Sections 15301, 15303, and 15311 of the CEQA guidelines. (See Application of Pacific Gas and Electric Company, supra, D.02-07-026, A.01-12-033 (2002); Application of PG&E, supra, 45 Cal. P.U.C. 2d at 32 [1992]; Application of Southern California Edison Company, D.93-04-019, 48 Cal. P.U.C. 2d at 604 [1993]; Application of Southern California Edison, D.94-06-017, 55 Cal. P.U.C. 2d at 129 [1994]; and Application of Pacific Gas and Electric Company for Commission Approval to Permit Electric Lightwave, Inc. to Use Certain PG&E Transmission Facilities for Fiber Optic Communication Equipment, D.00-01-014, A.99-09-036 [2000].)^{11/}

^{11/} In Application of Southern California Edison (55 Cal. P.U.C. 2d at 129), the Commission determined that no environmental review was required even though Edison's application was silent on the issue:

We think it is clear that no environmental review of the agreement is required...Even if we assume that our approval of the agreement and resulting activities by ATS triggers provisions of [CEQA], the proposal is exempt from CEQA in at least two ways. The proposal could qualify for categorical exemption as a minor alteration of existing utility structures involving negligible expansion of use beyond previously existing uses [citations omitted]. More fundamentally, the proposal is exempt because it can be seen with certainty that there is no possibility that the proposal may have a significant effect on the environment [citations omitted]. The installation will be made in an existing underground conduit with no alteration of the environment outside of that conduit. Moreover, our approval of the agreement avoids any environmental effects associated with the trenching that ATS would otherwise have to undertake to develop its fiber optic path.

As to the other work described in the Agreement, ExteNet Systems must secure all necessary discretionary permits, and thus fulfill the necessary CEQA requirements, before beginning construction.¹² The Agreement expressly requires ExteNet Systems to secure the licenses and franchises required by governmental authorities as necessary for its operations under the Agreement.^{13/}

In summary, the installation of optical fiber and associated equipment under the Agreement does not trigger CEQA, and the Commission precedents for other energy utility-communication company agreements involving similar license/lease structures have found that the projects do not require environmental review.

Finally, ExteNet Systems has taken, continues to take, and will continue to take all necessary steps to ensure compliance with applicable laws and regulations concerning environmental review for the installation of its communications facilities.

VI. COMPLIANCE WITH THE COMMISSION'S RULES OF PRACTICE AND PROCEDURE

PG&E provides the following information in compliance with the Commission's Rules of Practice and Procedure.

A. Categorization, Hearings, and Issues to be Considered (Rule 2.1(c) and Rule 7.1)

1. Proposed Category

PG&E proposes that this Application be categorized as a "ratesetting" proceeding under Rule 7.1(e)(2).

2. Evidentiary Hearing

PG&E and ExteNet Systems request *ex parte* treatment of this Application. The transaction is consistent with the public interest and allows the Company to acquire additional

¹² PG&E is not aware of any future projects, and ExteNet does not currently have any plans for projects that would trigger a CEQA review. Under the Agreement, ExteNet Systems may request to install additional fiber-optic routes not already agreed upon with PG&E.

^{13/} Agreement, Section 9.6.

communications facilities for utility operations in a very cost effective manner. The Agreement will not have a negative impact on the Company's customers, ExteNet Systems' customers or on the public. No other party is affected by the Agreement.

The Company and ExteNet Systems have attached to this Application all of the information that is needed to support this Application. The Company and ExteNet Systems are also prepared to provide in writing such other information as is needed to process this Application. The Company and ExteNet Systems respectfully submit that hearings are unnecessary and that *ex parte* treatment will expedite the Application and conserve Commission resources.

3. Issues to be Considered

The issues presented by the Application for Commission approval of the Agreement under Section 851 are whether:

- (a) The Agreement is compatible with the Company's continued use of the facilities;
- (b) The terms of the Agreement are reasonable;
- (c) The revenues that the Company receives as fees under the Agreement for electric transmission facilities are subject to FERC accounting and ratemaking requirements;
- (d) The revenues that the Company receives as fees under the Agreement for electric distribution facilities shall be treated as Electric Other Operating Revenue.

4. Proposed Schedule

PG&E requests that the Commission adopt the following schedule for processing this Application, if the Commission does not grant the parties' request to process this Application on an *ex parte* basis:^{14/}

^{14/} This schedule assumes that the application does not present contested factual issues, and that neither hearings nor briefings are required.

July 7, 2015:	Application Filed
Notice + 30 days:	Responses/Protests
+ 10 days:	Reply to Responses/Protests (if needed)
+ 30 days:	Proposed Decision
+ 30 days:	Commission Decision

B. Legal Name and Location of Applicant Information (Rules 2.1(a), 2.1(b), and 3.6(a))

The Application is jointly submitted by PG&E and ExteNet Systems. Since October 10, 1905, PG&E has been an operating public utility corporation, organized under the laws of the State of California. PG&E is engaged principally in the business of furnishing gas and electric service in California. PG&E's principal place of business is 77 Beale Street, San Francisco, CA 94105. Correspondence and service to PG&E for this Application should be addressed to:

Darren Roach
Law Department
Pacific Gas and Electric Company
P.O. Box 7442
Mail Code B30A
San Francisco, CA 94120
Telephone: (415) 973-6345
Facsimile: (415) 973-5520
Darren.Roach@pge.com

ExteNet Systems has its headquarters at Lisle, IL. ExteNet Systems is a California limited liability company under the laws of the State of California. Communications and service to ExteNet Systems for this Application should be addressed to:

Daniel Timm
Executive Vice President & CFO
ExteNet Systems (California) LLC
3030 Warrenville Rd.
Ste. 340
Lisle, IL 60532
Telephone: (630) 505-3800
dtimm@extenetsystems.com

With a copy to:

General Counsel
gvinyard@extenetsystems.com
(same address and phone)

C. Articles of Incorporation (Rule 2.2)

A certified copy of PG&E's Restated Articles of Incorporation, effective April 12, 2004, was filed with the Commission on May 3, 2004 with PG&E's Application 04-05-005. These articles are incorporated herein by reference.

D. Balance Sheet and Income Statement (Rule 3.2(a)(1))

PG&E's latest available balance sheet and income statement were filed on May 28, 2015, in Application 15-05-016 and are incorporated by reference herein.

E. Most Recent Proxy Statement (Rule 3.2 (a)(8))

PG&E's most recent proxy statement was filed with the Commission on May 28, 2015, in Application 15-05-016. This proxy statement is incorporated herein by reference.

F. Description of the Property Involved in the Agreement, Including Book Cost and Original Cost (Rule 3.6(b))

Description of the Company's electric property potentially involved in the Agreement is contained therein. Generally, the Company seeks authorization for ExteNet Systems to use the following property under the Agreement:

1. Land owned by the Company in fee simple.
2. Electric transmission towers and facilities.
3. Electric distribution poles, conduits and facilities.
4. Electric transmission and distribution substations.

Under the Agreement, the Company acquires new facilities and licenses dark fiber capacity in the new facilities to ExteNet Systems. No company property is being disposed of. Under the Agreement, ExteNet Systems is permitted to occupy and use only a portion of Company property and only to the extent such use is compatible with the Company's use of the

properties for utility service. The book cost and original cost of the types of property potentially included are set forth below as of May 2015:

Category	Original Cost	Accumulated Depreciation	Net Book Value
Company land owned in fee, Electric Distribution	\$59,676,036	\$0	\$59,676,036
Company land owned in fee, Electric General Plant	\$6,101	\$0	\$6,101
Company land owned in fee, Electric Transmission	\$51,763,607	\$0	\$51,763,607
Electric Distribution Poles, Towers and Fixtures	\$3,553,529,105	\$1,724,445,918	1,829,083,187
Electric Distribution Station Equipment	\$2,891,245,077	\$828,243,021	\$2,063,002,055
Electric Transmission Poles and Fixtures	\$837,021,210	\$287,223,069	\$549,798,141
Electric Transmission Station Equipment	\$ 4,762,855,965	\$ 984,039,893	\$ 3,778,816,072
Electric Transmission Towers and Fixtures	\$668,563,433	\$ 333,195,175	\$ 335,368,258
Electric Underground Conduit	\$ 2,952,290,494	\$ 893,475,508	\$ 2,058,814,986

G. The Agreement and Confidentiality of Information

Concurrently with the filing of this Application, the Company and ExteNet Systems are filing a motion to file portions of the Application under seal. The Agreement is included in this filing as Confidential-Appendix A to the Application. Confidential treatment is warranted

pursuant to General Order 66-C and Section 583 of the California Public Utilities Code. The Agreement includes certain information, including information regarding the fees and payment provisions for ExteNet Systems' use of the Company's structures, the locations selected for installation, and the term of the Agreement, which are confidential for ExteNet Systems and/or the Company. Release of this information into the public domain would put ExteNet Systems and the Company at a competitive disadvantage in negotiating future arrangements with other potential contract partners for use of structures to support fiber optic lines and related equipment in a highly competitive market. Therefore, denying the Company's request for confidential treatment of this information would cause irreparable harm to ExteNet Systems and the Company, and would place them at a competitive disadvantage.

The parties are accordingly filing Confidential-Appendix A to the Application under seal and redacting the compensation terms and other confidential, commercially sensitive information from the Agreement. As stated in the accompanying motion, ExteNet Systems and the Company request that the Commission protect the confidential, proprietary information in the Agreement, Confidential-Appendix A, from release to the public or to other communications providers. If a third party should request a copy of Confidential Appendix A, ExteNet Systems and the Company respectfully request that the Commission notify them and allow a sufficient period for ExteNet Systems and/or the Company to provide additional support for continued confidential treatment.

VII. SERVICE

A copy of this Application is being served on the attached list, including the Office of Ratepayer Advocates. The service list for this Application will be supplemented as directed by the assigned Administrative Law Judge. The Certificate of Service is attached.

VIII. ATTACHMENTS

Confidential-Appendix A

Master License and IRU Agreement between Pacific Gas and Electric Company and ExteNet Systems (California) LCC, dated April 22, 2015.

IX. CONCLUSION

The Company and ExteNet Systems respectfully request an Order from the Commission 1) granting Section 851 approval of the April 2015 Master License and IRU Agreement between Pacific Gas and Electric Company and ExteNet Systems; 2) approving use of dark fibers to be installed on or in Company distribution and transmission facilities, installation of System Electronics in Company facilities, and the installation of Equipment Stations and System Electronic by ExteNet Systems on Company property under the Master License and IRU Agreement as an irrevocable license; 3) finding the terms of the Agreement reasonable; and 4) approving of the ratemaking treatment requested by PG&E herein. The Company and ExteNet Systems further request that an Order be issued *ex-parte*.

Dated at San Francisco, California, this 7th day of July, 2015.

Respectfully Submitted,

By: _____ /s/
DARREN P. ROACH

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Attorney for
PACIFIC GAS AND ELECTRIC COMPANY

VERIFICATION

I, the undersigned, say:

I am an officer of Pacific Gas and Electric Company, a corporation, and am authorized to make this verification on its behalf. The statements provided in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 7, 2015, at San Francisco, California.

/s/

AARON JOHNSON
Vice President, Customer Energy Solutions
PACIFIC GAS AND ELECTRIC COMPANY

