

APPENDIX B

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GENERAL ORDER NO. 77-~~LM~~

(Supersedes General Order No. 77-~~KL~~)

Public Utilities Commission of the State of California

IN THE MATTER OF THE FILING WITH THE PUBLIC UTILITIES COMMISSION BY PUBLIC UTILITIES OF DATA ON COMPENSATION, DUES, DONATIONS, SUBSCRIPTIONS, CONTRIBUTIONS AND LEGAL FEES.

IT IS HEREBY ORDERED, That each public utility having gross annual operating revenues of more than \$500,000 but less than \$1 billion is directed and required to prepare and file with the Public Utilities Commission of the State of California on or before March 31 of each and every year a statement showing for the preceding calendar year.

- (a) the names titles and duties of all Executive ~~o~~Officers and the compensation received by each such Executive Officer; "Executive Officer" includes the President, Secretary, Treasurer, and Vice President in charge of a principal business unit, division or function of the respondent. It also includes any other person who performs policy making functions and is employed by the respondent; and
- (b) the names, titles and duties of all employees other than the officers named above who received compensation at the rate of \$85,000 or more per annum, and the compensation received by each such employee; and
- (c) the amount of the expense account, any contingent fees or other moneys directly or indirectly paid to each such officer and employee named in the statement.

IT IS HEREBY FURTHER ORDERED, That each public utility having gross annual operating revenues of \$1 billion or more is directed and required to prepared and file with the Public Utilities Commission of the State of California on or before March 31 of each and every year a statement showing for the preceding calendar year.

- (a) the names, titles and duties of all Executive Officers and the compensation received by each such Executive Officer; "Executive Officer" includes the President, Secretary, Treasurer, and Vice President in charge of a principal business unit, division, or function of the respondent. It also includes any other person who performs policy making functions and is employed by the respondent; and
- (b) the names, titles and duties of all employees other than the officers named above who received compensation at the rate of \$125,000 or more per annum, and the compensation received by each such employee; and

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(c) the amount of the expense account, any contingent fees or other moneys directly or indirectly paid to each such officer and employee named in the statement.

IT IS HEREBY FURTHER ORDERED, that each public utility having gross annual operating revenues of \$500,000 or more is directed and required to prepare and file with the Public Utilities Commission of the State of California on or before March 31 of each and every year a statement showing for the preceding calendar year, the following information:

(a) the total dues, donations, subscriptions and contributions of all kinds paid directly, or paid to each officer or employee as reimbursement for said items; the names of persons, associations, firms or corporations receiving such payments directly or indirectly; and the amount of, and account charged, for each such payment; and

(b) the total payments to attorneys, including all attorneys who are on the payroll of the reporting public utility or who are on the payroll of or receiving payment from any corporation affiliated with the reporting public utility; the name of each attorney or legal firm receiving such payment; and the amount of, and account charged, for the total amount paid to each of said attorneys or legal firms; and

(c) utilities conducting more than one type of utility or nonutility operation shall report the information relating to dues, donations, subscriptions, contributions, and payments to attorneys and legal firms on a total company basis, segregated by type of operations.

IT IS HEREBY FURTHER ORDERED, that each gas or electric public utility with gross annual operating revenues in California of \$1 billion or more, the holding company of that public utility, and any utility affiliate in North America which provides any services to or any products in California, is directed and required to prepare and file with the Public Utilities Commission of the State of California on or before March 31 of each and every year a statement showing for the preceding calendar year, the following information:

- (a) description and quantification of each element that comprises the total, aggregate compensation¹ to each Executive Officer, as defined above, and any other employee, who received compensation at the rate of \$250,000 or more per annum; and
- (b) the name and title of each Executive Officer or other employee who received compensation at the rate of \$250,000 or more per annum; and

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¹ For the purposes of this provision of the General Order, total, aggregate compensation means all components of the officer's or other employee's compensation, such as cash compensation (including base salary and short-term incentives) whether paid in the prior fiscal year or awarded but not yet paid, benefits (including medical, dental, vision, life insurance, disability, pension, and savings plans), holdings of equity-related interests that relate to compensation or are potential sources of future gains, and any other retirement or other post-employment benefits. The foregoing examples are not exclusive.

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(c) the proportion of the compensation disclosed in response to subsection (a) or (b), above, that is paid, directly or indirectly, by the utility's ratepayers (e.g. 100% or some lesser percentage).

IT IS HEREBY FURTHER ORDERED, that recognizing that the Affiliates Transaction Rules of the California Public Utilities Commission require separation between a utility and its holding company and other affiliates, and prohibit the sharing of certain information among a utility and these entities, each gas or electric public utility with gross annual operating revenues in California of \$1 billion or more, which also is owned or controlled by a holding company, is directed and required to prepare and file with the Public Utilities Commission of the State of California on or before March 31 of each and every year a statement showing for the preceding calendar year, the method for determining compensation to the utility's Executive Officers and employees and explaining how that method avoids tying compensation to the profitability of the utility's holding company or other affiliates.

EXEMPTIONS: The provisions of this general order do not apply to competitive local exchange carriers (telephone), non-dominant interexchange carriers (telephone), non-dominant gas storage companies, commercial radio service providers, Class I railroad corporations, and any other utility or class of utility specifically exempted by formal order of the Commission.

(END OF APPENDIX B)