

GENERAL ORDER NO. 77-M

(Supersedes General Order No. 77-L)

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 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 and that is not an electric corporation or a gas corporation 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 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
- (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 and that is an electric corporation or a gas corporation is directed and required to prepare and file with the Public Utilities Commission of the State of California on or before May 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 any other employees who received compensation including a base salary of \$250,000 or more per annum, and the total compensation¹ received, or awarded in the past year but not yet received, by each such Executive Officer or employee. “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. Total compensation for each such Executive Officer and employee shall be reported by category and in the aggregate; and
- (b) the names, titles and duties of all employees other than the officers and employees named above who received compensation including a base salary at the rate of \$125,000 or more per annum, and the compensation received by each such employee, excluding pension and benefits but including the amount of the expense account, any contingent fees or other moneys directly or indirectly paid to 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 the names, titles and duties of the principal Executive Officers of the utility’s holding company whose compensation is listed in the holding company’s proxy statement and the total compensation received, or awarded in the past year but not yet received, by each such Executive Officer. Total compensation for each such Executive Officer shall be reported by category and in the aggregate; and
- (d) the proportion of the compensation disclosed in response to subsection (a) or (c), above, that is paid, directly or indirectly, by the utility’s ratepayers (e.g. 100% or some lesser percentage).
- (e) The information disclosed in response to subsection (a) shall be accompanied by a narrative statement in plain-English, explaining for the preceding calendar

¹ For the purposes of this provision of the General Order, total compensation means all components of the officer’s or other employee’s compensation, such as cash compensation (including base salary and 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, any other retirement or other post-employment benefits, and any expense account or other perquisite, whether paid directly or indirectly. The foregoing examples are not exclusive.

year, all elements of compensation, including the performance metrics or criteria used to determine incentive compensation.

(f) The information disclosed in response to subsections (a) or (c), above, shall be accompanied by an independent auditor's letter verifying that all elements of total compensation are fully disclosed, clearly described and totally comprehensive.

(g) At the option of each utility, the names of the Executive Officers and employees subject to the reporting requirements in subsections (a) through (c) above may be listed in conditional access reports that will not be disclosed publicly in the absence of authorization by the Commission or a presiding officer during the course of a proceeding or by the Commission if no proceeding is pending, on the condition that the utility also files a report for public inspection in which the individual names are redacted.

(h) Each utility shall provide an internet site-link to all publicly available compensation documents filed with the Securities and Exchange Commission and with the California Public Utilities Commission.

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.

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.