

**CERTIFICATE OF CORPORATE SECRETARY**

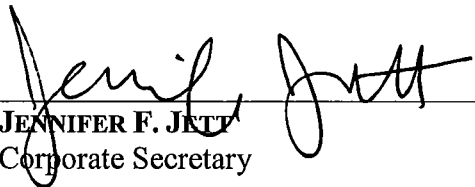
**OF**

**SAN DIEGO GAS & ELECTRIC COMPANY**

The undersigned hereby certifies that:

1. She is the duly elected and acting Corporate Secretary of **SAN DIEGO GAS & ELECTRIC COMPANY**, a California corporation (the "*Corporation*").
2. The attached *Appendix A* is a true and correct excerpted copy of minutes of a meeting of the Board of Directors of the Corporation held on July 23, 2007 at which San Onofre Nuclear Generating Station ("*SONGS*") steam generators were discussed, and such minutes have not been revoked and are in full force and effect on the date hereof.
3. The attached *Appendix B* is a true and correct excerpted copy of minutes of a meeting of the Board of Directors of the Corporation held on February 17, 2012 at which *SONGS* steam generators were discussed, and such minutes have not been revoked and are in full force and effect on the date hereof.
4. The attached *Appendix C* is a true and correct excerpted copy of minutes of a meeting of the Board of Directors of the Corporation held on October 5, 2012 at which *SONGS* steam generators were discussed, and such minutes have not been revoked and are in full force and effect on the date hereof.
5. The attached *Appendix D* is a true and correct excerpted copy of minutes of a meeting of the Board of Directors of the Corporation held on November 5 at which *SONGS* steam generators were discussed, 2012, and such minutes have not been revoked and are in full force and effect on the date hereof.

**IN WITNESS WHEREOF**, the undersigned hereunto has subscribed her name on this 7 day of March, 2013.

  
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**JENNIFER F. JETT**  
Corporate Secretary

## SAN DIEGO GAS &amp; ELECTRIC COMPANY

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Excerpted Minutes of a Meeting of the  
Board of Directors

July 23, 2007

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Approval of SONGS Steam Generator Replacement Project

Mr. Avery joined the meeting and provided an overview of the San Onofre Nuclear Generating Station (“**SONGS**”) Steam Generator Replacement Project (“**SGRP**”). A copy of the related presentation previously had been distributed to the directors. Mr. Avery indicated that steam generator replacement is needed for SONGS to operate through its current 2022 license. He noted that SDG&E is contractually obligated to participate in the SGRP and that the California Public Utilities Commission (the “**CPUC**”) previously approved SDG&E’s participation. Mr. Avery further noted that the SGRP, and SDG&E’s continued participation in the project and retention of its 20% ownership in SONGS, was reviewed by the Sempra Energy Board (the “**Sempra Board**”) in 2006. The costs reviewed at that time totaled \$142 million in 2004 dollars. Mr. Avery explained that because the costs previously were expressed in 2004 dollars, he was bringing the matter to the SDG&E Board for review and approval of the 2007 nominal costs. He stated that the current nominal costs of SDG&E’s portion of the project are approximately \$162 million plus an additional \$25 million for the Allowance for Funds Used During Construction (“**AFUDC**”).

The directors discussed among themselves and with management various aspects of the SGRP. Such discussion included, but was not limited to, the background

of the project, the overall terms of the related CPUC decision and whether the SGRP required additional review by the Sempra Board. The directors confirmed with management that the presentation previously reviewed by the Sempra Board made clear that costs were in 2004 dollars, and therefore no additional review by the Sempra Board is necessary. The directors indicated, however, that SDG&E should provide an update of the SGRP in its next monthly report to the Sempra Board. Following this discussion and upon a motion duly made, seconded and carried unanimously, the Board approved the SGRP at a total cost of \$187 million that includes both the nominal cost of the project and the AFUDC.

**SDG&E Board of Directors Meeting, July 23, 2007**

**SAN DIEGO GAS & ELECTRIC COMPANY**

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Excerpted Minutes of a Meeting of the  
Board of Directors

February 17, 2012

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**Other Business**

Lastly, Mr. Niggli provided the Board with an update regarding the San Onofre Nuclear Generating Station (“**SONGS**”) and the recent steam and radiation leak at SONGS. He described the mechanics of detecting leaks and the design for plugging such leaks, and noted that management was discussing the issue with Southern California Edison, the plant operator, on a weekly basis. The Board asked numerous questions of management, all of which were answered to its satisfaction.

**SDG&E Board of Directors Meeting, February 17, 2012**

## SAN DIEGO GAS &amp; ELECTRIC COMPANY

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Excerpted Minutes of a Meeting of the  
Board of Directors

October 5, 2012

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**SONGS Status and Restart of Unit 2**

Mr. Avery provided a status report on the San Onofre Nuclear Generating Station (“**SONGS**”). He reported that Southern California Edison (“**SCE**”) will file a Confirmatory Action Letter with the Nuclear Regulatory Commission (“**NRC**”) containing a plan to re-start Unit 2 of SONGS at a reduced power level for a limited period of time to allow for further testing and analysis. Mr. Avery noted that SCE has an internal management team that is working with an external advisor to manage the operations of SONGS, in particular the re-start of Unit 2. He discussed the involvement of the NRC and the expected timing of NRC’s issuance of its order relating to the re-start of Unit 2.

Mr. Avery went over the Unit 2 stand-down and steam generator cooling process and subsequent testing for tube degradation, and discussed details regarding safety margins at the proposed operating level. He also reviewed the economics of the start-up, communications with Company stakeholders, and SCE’s communications with its investors and the California Public Utilities Commission (the “**CPUC**”). Mr. Avery noted the importance of working with SCE on external communications regarding the re-start and SONGS issues generally. Ms. Reed joined the meeting in person.

The Board asked questions of management, and discussion ensued. Such discussion included, but was not limited to, SCE's and NRC's involvement in monitoring Unit 2, what SCE is doing to ensure safety, the importance of monitoring risk throughout pre-start, start-up and continued operations of Unit 2, and why the Company's management team has a high degree of comfort with SCE's current oversight team and operations process. Mr. Avery indicated that the Company has asked SCE to be sure they are fully transparent with the NRC, disclosing to them all of SCE's activity with respect to SONGS and the start-up of Unit 2.

The Board also inquired about, and Mr. Avery and other members of the Company's management team reviewed, the chronology and steps taken by SCE since the shutdown in early 2012 to evaluate safety and safe re-start of SONGS. Mr. Niggli and Mr. Avery described the steps, including the advice and input sought by SCE management from design and construction companies and outside consultants and advisers.

Following additional discussion, the Board asked management to prepare a report to the Board covering the Company's involvement in the Unit 2 start-up, reviewing SCE's Confirmatory Action Letter, describing the general re-start process, and reviewing related regulatory and financial impacts on the Company. Recognizing the Company's limited role as a non-operating minority owner, the Board suggested that management invite SCE's team to the next Board meeting to provide an overview of SCE's plans and processes with respect to SONGS.

Mr. Avery informed the Board that management does not have any concerns about running Unit 2 at 70% capacity, and further assured the Board that management

has done an appropriate amount of diligence to gain such comfort, including a review of reports from three different experts that SCE retained to review the decision to restart at 70% capacity. Mr. Avery noted that all three experts agreed with the re-start proposal. Following discussion, the Board expressed its sense that the Company should support SCE's Confirmatory Action Letter with the NRC and the re-start of Unit 2.

**SDG&E Board of Directors Meeting, October 5, 2012**

## SAN DIEGO GAS &amp; ELECTRIC COMPANY

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Excerpted Minutes of a Meeting of the  
Board of Directors

November 5, 2012

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**Briefing on Restart of SONGS Unit 2**

Mr. Niggli introduced the Edison team members whom were invited to address the Board on the status of operations at the San Onofre Nuclear Generating Station (“*SONGS*”). The Edison team highlighted the governance oversight process at SONGS, noting steps taken before and after a leak was first detected in steam generator tubes in Unit 3 of the SONGS facility in January 2012. The report detailed Edison’s triangulation strategy that investigated the cause and effect of the steam generator issues and assessed conclusions from operational assessments conducted by one internal Edison group and two independent external specialist groups.

The Edison team noted all these groups agreed that SONGS could be partially operational for 2013 and highlighted additional monitoring mechanisms and technologies that could be implemented to ensure safety. Mr. Zarechnak provided a technical assessment of actions taken to develop plans to restart Units 2 and 3. He also analyzed the restart plans in connection with timing of the licensing permits.

The Board asked the Edison team members to describe how safety issues were evaluated and their confidence in restarting Unit 2 as proposed. The Edison executives stated that safety considerations had been paramount. Mr. Merschoff noted that based on his prior experience as a senior regulator of nuclear facilities, he was fully satisfied that



the approach being taken by Edison was prudent and consistent with all relevant safety considerations. Mr. Merschoff further stated that if he were still a regulator, he would approve the proposed restart of SONGS Unit 2 as described.

The Edison team's report included an overview of engagement efforts with the Nuclear Regulatory Commission ("*NRC*") and an outline of its inspection expectations going forward. They also reviewed precedent for rate recovery, should some or all of the SONGS facility remain offline and discussed the prudence analysis that might be used. Mr. Zarechnak reported on the long-term viability of SONGS operating at reduced levels and provided an assessment of options for replacement generation.

Mr. Dietrich described Edison's external relations outreach efforts and strategy to reestablish confidence with legislators and the public. Mr. Zarechnak reported on communications with the California Public Utility Commission (the "*CPUC*") and feedback received to date on actions taken. He also reviewed the current dialogue at the federal level and responses from U.S. Senators Dianne Feinstein and Barbara Boxer.

All of the Board's questions, asked throughout the Edison report, were answered to its satisfaction. Following the departure of Messrs. Dietrich, Litzinger, Merschoff and Zarechnak, the Board further discussed with management the financial viability of SONGS and next steps in the Company's strategic alignment with Edison's objectives. Mr. Schlax joined the meeting during the report and Mr. Avery left the meeting following full discussion.

**SDG&E Board of Directors Meeting, November 5, 2012**