

EXHIBIT M

95-46-ESC

November 21, 1995

Engineers and Scientists of California, MEBA (AFL-CIO) 1182 Market Street, Suite 204 San Francisco, CA 94102

Attention: Mr. Ben Hudnall, Business Manager

Gentlemen:

In accordance with Subsection 26.1(a) of the Agreement between Engineers and Scientists of California and PG&E, the parties propose the following Agreement concerning land-related issues. This proposed Agreement provides for the mutual benefit of the parties in helping the Company achieve its business goals and provides opportunities for employees in the land function to further utilize their skills and knowledge.

The parties agree that this Agreement and attachment supersede Attachment A of Letter Agreement 90-43 ESC pertaining to "Exempt/Bargaining Unit Division of Responsibilities." The parties recognize PG&E management has final approval on and executes all documents affecting PG&E operations as they relate to agreements referred to in the attached matrix. Leases of buildings for General Office operations in San Francisco are excluded from this Agreement.

The parties also agree that within six months upon execution of this agreement, one Land Agent position will be established and filled in San Francisco.

If you are in accord with the foregoing and attachment and agree thereto, please so indicate in the space provided below and return one executed copy of this letter to the Company.

Yours very truly,

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ Sandra S. Edens Director and Senior
Negotiator

The Union is in accord with the foregoing and attachment and it agrees thereto as of the date hereof.

ENGINEERS AND SCIENTISTS OF
CALIFORNIA, MEBA (AFL-CIO)

1-10, 1996 By: /s/ Ben Hudnall Business Manager

EXEMPT/BARGAINING UNIT

Division of Responsibilities

11/01/95

I.	PROPERTY SALES	B	E	M
	A. Receive inquiry		X	
	B. Gather all information in order to complete surplus fact sheet, including:	X		
	1. County Assessor's maps			
	2. SBE maps			
	3. Company drawings/maps			
	4. Conduct field investigation and photograph property			
	C. Complete Surplus Fact Sheet	X		
	D. Prepare surplus letter to Operating VP's requesting concurrence and Comments		X	
	E. Prepare letter for General Services VP declaring surplus status		X	
	F. Upon surplus status:		X	
	1. Request appraisal			
	2. Request title review			
	3. Request book cost and present-day capitalization			
	4. Request current tax data			
	5. Notify General Office and Division(s) property has been declared surplus			
	G. Market Property		X	
	1. Advertise property			
	2. Negotiate sales price, terms, and conditions			
	H. Process Offer:		X	
	1. Exhibit letter prepared and signed by company and property owner			
	2. Process deposit check			
	3. Request deed preparation			

	4. Prepare Sales Data Sheet			
	5. Prepare explanation of sale price			
	6. Route deed for approvals and execution by General Services VP			

147

		B	E	M
	I. Closing the Sale:		X	
	1. Prepare escrow instruction for the title Company			
	2. Reconcile closing statement			
	3. Prepare Company closing statement for Accounting Department			
	4. Process final payment for property purchase			
	J. Request mortgage release and retire asset		X	
	K. Maintain fee property file	X		
	L. Maintain sales file		X	
	II. BUILDING LEASES TO AND FROM OTHERS			
	A. Receive request		X	
	B. Gather necessary maps, records, and correspondence	X		
	C. Conduct market investigation		X	
	D. Locate suitable sites		X	
	E. Discuss and negotiate terms and conditions with second party	X*		
	F. Prepare Lease Agreement	X*		
	G. Obtain signatures from second party and Company		X	
	H. Abstract lease and update POPs data base	X		
	I. Maintain file	X		
	J. Manage lease	X		
	III. APPRAISALS			

	A. Prepare preliminary reports and data sheets; conduct market investigations		X	
	B. Perform value justification for use in determining values for sales/lease/acquisition of land and land rights		X	
	C. Perform value justification for use in determining values of IV below	X		

* Lease may be negotiated and prepared by two exempt Transaction Specialists, Company attorney, and/or outside contractor.

B = Bargaining Unit; E = Either; M = Management 148

IV.	LICENSES, LEASES (except building leases), ENCROACHMENTS, CONSENTS, PERMITS, AND GRANTS OF EASEMENTS TO OTHERS	B	E	M
	A. Receive inquiry/request	X		
	B. Processing:	X		
	1. Gather necessary maps and records			
	2. Request letter from applicant			
	3. Request comments/recommendations from appropriate operating departments			
	C. Law Department liaison		X	
	D. Discuss and negotiate terms and conditions with second party	X		
	E. Complete checklist and explanation of proposed use	X		
	F. Prepare document	X		
	G. Obtain approvals from appropriate departments	X		
	H. Obtain second party's signature on document	X		
	I. Forward any fees or service charges collected to appropriate accounting department	X		
	J. Maintain file	X		
	K. Abstract lease/license and update POPs data base	X		

	L. Manage lease/license	X		
V.	QUITCLAIMS	X		
	A. Receive inquiry/request from second party			
	B. Gather necessary maps and records			
	C. Discuss and negotiate terms, conditions and fees with second party			
	D. Complete "Quitclaim Information Sheet"			
	E. Prepare document			
	F. Obtain approval from appropriate operating department			
	G. Obtain signature on document			
	H. Forward any fees/service charges to appropriate accounting department			
	I. Close file			

VI.	RELOCATIONS	B	E	M
	A. Distribution facilities: In accordance with the appropriate Standard Practice, Building and Land Services is responsible for relocation of all distribution facilities	X		
	B. Transmission facilities:	X		
	1. Gather maps, records, and correspondence			
	2. Obtain approvals from appropriate departments			
	3. Discuss/negotiate terms, conditions and liability with requesting party and act as primary contact with requesting party			
	4. Coordinates preparation of appropriate Relocation Agreements, Contracts and supporting documents			
	5. Obtain approvals and document signatures			

	6. Determine billing arrangement and forward fees, if any, to appropriate accounting department			
	7. Monitor engineering and construction of project (throughout project if appropriate)			
	8. Close file			
VII.	LAW DEPARTMENT INVESTIGATIONS			
	A. Upon request gather:	X		
	1. Maps, records, and correspondence			
	2. Any Division comments			
	B. Review and recommend course of action		X	
	C. Coordinate with Law Department		X	
	D. Determine equitable solution		X	
VIII.	RAILROAD, CALTRANS AND LOCAL PERMITS			
	A. In accordance with Delegation of Authority, prepare and execute necessary encroachment permit applications for distribution facilities	X		
	B. Forward license or permit for review and execution	X		
	C. Secure local administrative permits	X		
	D. Prepare encroachment permit applications for transmission facilities	X		
	E. Negotiate and secure local conditional permit		X	

IX.	STATE AND FEDERAL PERMITS/LEASES	B	E	M
	A. In accordance with Delegation of Authority, prepare and execute necessary encroachment permit applications for distribution facilities	X		
	B. Forward license or permit for review and execution	X		
	C. Prepare encroachment permit applications for transmission facilities	X		

	D. Negotiate and secure leases/permits with Land Management agencies for the accommodation of Company facilities		X	
X.	ORDINANCE AND GENERAL PLAN REVIEW	X		
	A. Assist Divisions in reviewing, evaluating and responding to local ordinances and general plan revisions which may affect Company facilities, operations, or fee lands			
XI.	FEE PROPERTY INSPECTIONS		X	
	A. FERC reports			
	B. Yearly inspection of all fee lands			
XII.	TELECOMMUNICATIONS LEASES TO AND FROM OTHERS	X		
	A. Receive inquiry/request			
	B. Processing:			
	1. Gather necessary maps, records, and correspondence			
	2. Request comments/recommendations from appropriate operating department			
	C. Discuss and negotiate terms and conditions with second party			
	D. Prepare document			
	E. Obtain approvals			
	F. Obtain signatures from second party and Company			
	G. Abstract lease/license and update POPs			
	H. Maintain file			
	I. Manage lease/license and POPs data base			
XIII.	MAP REVIEWS	X		
XIV.	ABANDONMENTS	X		

XV.	NOTICES OF DEFAULT		X	
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