



Sempra Energy Executive Committee Charter

II. Structure

A. Membership

The Committee consists of not less than four members including the Chairman of the Board and the President. The other members of the Committee are members of the Board of Directors appointed by the Board to serve at its pleasure, and are not officers or other employees of the Company or any of its subsidiaries. The Chairman of the Committee is designated by the Board, which may also designate one or more Directors, (each of whom meets the independence requirement to serve as members of the Committee) as alternate members of the Committee to replace any absent member at any meeting of the Committee.

B. Rules of Procedure

The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chairman as appropriate to accomplish the purposes of the Committee. Notice of meetings of the Committee shall be given as provided in the Bylaws of the Company.

C. Committee Secretary

The Secretary of the Company will act as Secretary of the Committee and attend all meetings; keep minutes of the Committee's proceedings; advise members of all meetings called; arrange with the Chairman of the Committee or other convening authority for preparation and distribution of the agenda and supporting materials for each meeting; at the direction of the Chairman of the Committee, make the necessary logistical arrangements for each meeting; and carry out other functions as may be assigned from time to time by the Committee.

D. Quorum

A majority of the members of the Committee will constitute a quorum for the transaction of business.

II. Duties and Responsibilities

The primary duty of the Committee is to act on any emergency or other time sensitive issues when scheduling or other requirements make it difficult to assemble a quorum of the Board of Directors. The Committee has the authority of the Board except with respect to:

- The approval of any action for which the California General Corporation Law also requires the approval of shareholders or approval of the outstanding shares;
- The filling of vacancies on the Board of Directors or any committee thereof,

- The fixing of compensation of the Directors for serving on the Board of Directors or any committee thereof,
- The amendment or repeal of the Company's Bylaws or the adoption of new Bylaws;
- The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- A distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles or Incorporation or determined by the Board of Directors; and
- The appointment of other committees of the Board of Directors or the members thereof.

III. Reporting Responsibilities of the Committee

The Committee will promptly review with the Board of Directors the actions taken or authorized by the Committee.

IV. Additional Authority

The Committee shall have the authority, at its discretion, to call upon the Office of the Chairman to provide internal assistance from officers and other employees of the Company and its subsidiaries as may be appropriate to fulfill its duties and responsibilities.

Dated: May 26, 1998