

SWORN COMPLAINT FORM
(Form May Be Subject to Public Disclosure)*

AS REQUIRED BY GOVERNMENT CODE SECTION 83115, please complete the form below to file a sworn complaint with the Fair Political Practices Commission.

Mail the complaint to: **Enforcement Division**
 Fair Political Practices Commission
 428 J Street, Suite 620
 Sacramento, CA 95814

NOTE: *The Fair Political Practices Commission does not enforce or address violations of the Brown Act, the content of campaign communications, residency requirements, the inappropriate use of public funds or resources (including use of uniforms or equipment), placement of campaign signs or materials on public property, or violation of a local campaign rule or campaign ordinance.*

Person Making Complaint

Last Name: Tucker

First Name: Liza

Street Address: Consumer Watchdog, 2701 Ocean Park Blvd, Suite 112

City: Santa Monica State: CA Zip: 90405

Telephone: (310) 392-7931

Fax: (310) 392-8874

E-mail: Liza@consumerwatchdog.org

***IMPORTANT NOTICE**

Under the California Public Records Act (Gov. Code Section 6250 and following), this sworn complaint and your identity as the complainant may be subject to public disclosure. Unless the Chief of Enforcement deems otherwise, within three business days of receiving your sworn complaint we will send a copy of it to the person(s) you allege violated the law.

In some circumstances, the FPPC may claim your identity is confidential, and therefore not subject to disclosure. A court of law could ultimately make the determination of confidentiality. If you wish the FPPC to consider your identity confidential, do not file the complaint before you contact the FPPC to discuss the complaint at (916) 322-5660 or toll free at (866) 275-3772.

***IMPORTANT! Attach copies of any available documentation that is evidence of the violation, (for example, copies of checks, campaign materials, minutes of meetings, etc., if applicable to the complaint.) Note that a newspaper article is NOT considered evidence of a violation.**

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper has a slightly textured appearance and is set against a dark background.

Name and Addresses of Potential Witnesses, Other than Yourself, if Known:

Street Address: _____

E-mail: _____

Last Name: _____

First Name: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Telephone: (____) ____ - _____

Fax: (____) ____ - _____

E-mail: _____

###

Last Name: _____

First Name: _____

Street Address: _____

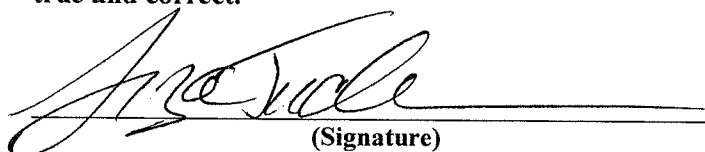
City: _____ State: _____ Zip: _____

Telephone: (____) ____ - _____

Fax: (____) ____ - _____

E-mail: _____

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.


(Signature)

March 11, 2016

(Date)

Liza Tucker

(Please Print Your Name)

Clear Page

Print Page

Describe with as much particularity as possible the facts constituting the alleged violations and how you have personal knowledge that it occurred:

Nancy McFadden held stock in PG&E, her former employer, while serving as Executive Secretary to Governor Brown. She violated the Political Reform Act by using her official position to influence governmental decisions in which she knew she had a financial interest. Her actions impacted the value of the PG&E stock options she held.

McFadden, formerly a Senior Vice President at PG&E, was appointed by Governor Brown in January, 2011. She left PG&E with a \$1 million bonus and up to \$1 million in PG&E stock options, according to her Statement of Economic Interests 700 disclosure forms and PG&E filings with the Securities and Exchange Commission.

Letters and emails released under the Public Records Act show that McFadden was Governor Brown's point person on utility policy, utility legislation and political appointments to the PUC. Ms. McFadden is a public official in the meaning of California Code Section 82048, which defines it as "every member, officer, employee or consultant of a state or local government agency." California Code Section 87100 prohibits a public official from using her official position to influence a governmental decision in which she knows or has reason to know she has a financial interest. Ms. McFadden had influence over the selection of a commissioner to the PUC at the request of PG&E's top lobbyist Brian Cherry, according to emails he sent to PUC President Michael Peevey. **(See Exhibit A.)**

At the time McFadden held between \$100,000 and \$1,000,000 of stock options in the company. **(See Exhibit B for Form 700 Statement of Economic Interests and Exhibit C for SEC filing).** Emails show Cherry and Peevey discussing PG&E's falling stock price in wake of PUC commissioner appointments and the need for the next appointee to be more aligned with PG&E, tapping McFadden as the go-between in the Brown Administration.

In September 2010, while McFadden was still at PG&E, the utility's stock price fell precipitously in the wake of the fatal San Bruno pipeline explosion on September 9. **(See Exhibit D for a chart of PG&E's stock price over time as it related to key decisions.)** Governor Brown appointed Nancy McFadden his Executive Secretary on January 5, 2011. The stock price began to recover until January 25, 2011 when Governor Brown named two new commissioners to the PUC perceived by Wall Street utility investors to be overly pro-consumer.

On January 27, 2011, emails released under the Public Records Act show Brian Cherry, PG&E's lobbyist fired in the wake of the emails' disclosure, forwarding to PUC President Michael Peevey a PG&E roundup of a Wall Street downgrade of Edison International and PG&E stock from "BUY" to "HOLD." Both men are now under criminal investigation. Cherry writes, "Investors fear the Governor could have swung the Commission too far in the consumer-oriented direction with the appointments of Mike Florio and Catherine Sandoval..." Peevey responds, "this info should go to the Governor's office, probably best to Nancy McF." Half an hour later, Cherry writes Peevey, "Nancy asks if you have any names you could recommend. You can call her directly if you'd like."

A few hours later, the pair correspond about the PUC's 100th anniversary dinner hosted by the PUC Foundation and paid for by utilities. The Foundation was roundly criticized for conflict of interest in fundraising from regulated utilities by the *San Francisco Chronicle* that morning. Cherry, vacationing in Hawaii, writes Peevey that he's made arrangements for someone (name redacted) to attend the dinner. "I've asked for his Bio to pass on to the transition team," he writes. Peevey responds, "Nancy McF will be there." Cherry writes back that he will "make sure she is prepped," and asks Peevey to introduce her to this person. "He would be a great pick," writes Cherry.

These emails show McFadden's role working with PG&E to influence a decision that would affect the value of her stock options in PG&E. In a separate January 18, 2011 email Cherry calls McFadden PG&E's "back door route." He tells an aspiring PUC employee, who seeks PG&E's support to be appointed by the Governor as Director of the Division of Ratepayer Advocates, that, "Typically, support letters from the utilities are the kiss of death for appointments. We never do it for Commissioner appointments. Instead, we go the back door route. I'd be happy to do that with Nancy, but I'm not sure a letter would be advantageous to you given the mess around San Bruno, et al. Your choice." **(See Exhibit E for this email exchange.)**

Nancy McFadden was the conduit for the introduction to Governor Brown of PG&E's preferred candidate to fill the last vacancy on the PUC, one that would determine whether the balance of power remained with Peevey and pro-utility commissioners, or swing more toward the new consumer-oriented appointees. McFadden had to know this would materially impact her own financial holdings in PG&E. This is especially true given the email exchange between Peevey and

Cherry demonstrating that PG&E's falling stock price was an explicit part of the pitch for the governor to make a pro-utility appointment.

Governor Brown appointed Mark Ferron, a former Deutsche bank executive and a senior partner at the Silicon Valley Venture Fund, to the PUC on March 22, 2011. We do not know who the candidate introduced to Nancy McFadden at the PUC anniversary dinner was and have submitted another Public Records Act request to obtain the name redacted in the previous PRA responses. An unredacted portion of an email chain that day simply states "Visage Energy," suggesting Will Johnson of Visage Energy Corp. could be the candidate or involved in the appointment in some way. In either case, the emails between Cherry and Peevey show McFadden was soliciting and vetting candidates for the PUC Commissioner position, influencing the decision.

The announcement of Ferron's appointment immediately boosted the company's stock value and the value of McFadden's stock options. **(See Exhibit D.)** Ferron's votes mirrored Peevey's, supported PG&E's positions, and kept the pro-utility faction of the PUC in charge.

The FPCC investigation of Ms. McFadden's role is vital to the public interest because it may have broader implications. A Superior Court judge in San Francisco has already determined there was probable cause to believe that there were felonies committed involving one of the parties to the email communications above, Mr. Peevey. His home was the subject of a search warrant in which evidence was uncovered about an agreement to make ratepayers to pay for the failed San Onofre Nuclear Power Plant.

According to her Form 700 Statement of Economic Interests forms, McFadden sold her PG&E stock options sometime in 2012. McFadden also violated the Political Reform Act by failing to comply with the requirement that she detail the date of the sale and the stock's worth.

McFadden reported in her February 2011 Form 700 that she held up to \$1,000,000 in PG&E stock options. She reported on her Form 700 filed April 2, 2012 that by the end of 2011 she had only up to \$100,000. She did not, despite the form's requirement, disclose when she sold the stock options or their worth upon sale. Her Form 700 covering 2012, filed in March 2013, shows she still held up to \$100,000 in PG&E stock options that year. She belatedly disclosed in her Form for 2013, filed in March 2014, that she sold the PG&E stock options in 2012, failing again to give a date or amount for the sale. The inaccuracies and omissions prevent

the public from knowing when she made her sales, a critical omission given that she had inside information about the investigation into the San Bruno explosion, which had a material impact on PG&E's volatile stock price.

On January 20, 2016, Consumer Watchdog submitted a PRA request for a written record of McFadden's recusal in any discussions, deliberations, or decisions on utility matters including PG&E. Daniel Calabretta, Deputy Legal Affairs Secretary for Governor Brown, replied that the office had no records responsive to the request. **(See Exhibit F)** Cherry's email to Peevey confirms no recusal occurred, as do conversations with various Sacramento lobbyists and policymakers that indicate McFadden was the point person on all legislative and regulatory matters related to PG&E and utilities. Companies and associations copied her as the sole point person in the Governor's office in letters lobbying on everything from solar tariffs to the Renewable Energy Portfolio Standard **(See Exhibit G)**.

Roughly nine pieces of legislation were introduced in the legislature to improve the gas distribution and transmission system for the State of California after the San Bruno explosion. The bills (AB 56, AB 478, AB 578, AB 861, SB 44, SB 216, SB 705, SB 879, SB 1350), all of which impacted PG&E, increased maximum fine levels against public utilities, established new safety standards, and mandated improvements in emergency response systems. One piece of legislation--AB 861--would have affected not only the price of Nancy McFadden's PG&E stock options, but also the \$1 million in severance compensation she received from PG&E.

AB 861 was signed in September 2012. The bill was opposed by PG&E and other utilities. The bill initially increased penalties on utility companies for safety problems and also featured a "clawback" provision that required a utility to recover "excess" compensation received by any current or former officers or directors of the energy public utility, or utility holding company, if a fine or penalty was imposed by the CPUC on the utility for a safety violation. This language was gut and amended into the bill on May 14, 2012 in the Senate Energy Committee.

The language read: "In the event a fine or penalty is levied by the commission on an investor-owned energy utility, the holding company shall recover a proportional amount of the incentive-based compensation received by any current or former officers of the holding company during the five-year period preceding the date on which the fine or penalty was levied in excess of what would have been paid to the officers in incentive-based compensation had the fine or penalty been levied during the period in which the violation that resulted in the fine or penalty occurred."

The clawback concept was further refined in a June 7 amendment. Less than two weeks later, by June 19, the clawback language was gone when the legislation could not pass out of the Senate Energy Committee as written. The Senate bill analysis states that the PUC and other opponents had weighed in on the clawback provision as too “convoluted.” The PUC said that such a measure could adversely affect the ability of utilities to attract top talent.

The legislation ultimately gave the PUC the option to recover executive incentive compensation for financial performance of gas and electric utilities, and slightly increased penalties for companies and individuals who violate California law or PUC regulations and directives for compliance.

Were the original clawback language to have become law, McFadden, as a PG&E senior Vice President, would have been subject to a clawback of her incentive compensation based on safety lapses at PG&E that led to the San Bruno disaster and the subsequent fine.

Government Code Section 87100 prohibits public officials from influencing legislation in which they have a financial interest. The legislative language that wound up on the cutting room floor would have had a material financial impact on McFadden as it defined “incentive-based compensation” as “including, but not limited to, short-term incentives; long-term incentives, stock options awarded as compensation, and special recognition awards.” PG&E’s SEC filing on McFadden’s \$1 million cash bonus described it as “a severance payment” to which she was not “entitled.” Thus, the payment was a voluntary parting bonus. Such a payment appears to meet the clawback provision’s definition of a “special recognition award” as “incentive-based compensation.”

McFadden also possessed unvested restricted stock grants, and performance share grants awarded under PG&E’s 2006 Long-Term Incentive Plan. All assets would continue to vest, terminate, or be canceled as provided under the terms of the plans or programs, though she was leaving the company, according to PG&E’s filing with the SEC.

The clawback provision would have applied directly to McFadden. It defined an “executive officer” as “any person who performs policymaking functions and is employed by the electrical corporation or gas corporation subject to the approval of the board of directors, and includes the president, secretary, treasurer and any vice president in charge of a principal business unit, division, or function of the utility.”

Nancy McFadden's role in shaping this or any other PUC-related legislation that could have impacted PG&E's stock price while she held stock options should be investigated as possible violations of Section 87100. She had an affirmative duty to recuse herself on this matter, given her role in the governor's office as legislative gatekeeper.

Likewise, McFadden's role in advising the Governor on legislation at a time when anti-fracking legislation moved through the legislature also warrants investigation. At the time, according to McFadden's Conflict of Interest Forms, she held stock in the natural gas producer Linn Energy. She began working for Brown with up to \$1 million in Linn Energy stock, reducing the holdings to up to \$100,000 in Linn Energy in 2012, according to her Form 700 for that year filed in March 2013. Her 2013 and 2014 Forms reported that she held up to \$10,000 in Linn Energy stock, but the date she reduced her holdings to that amount was not indicated. **(See Exhibit B.)**

The legislature killed several anti-fracking bills in the 2011-2012 cycle: AB 591, AB 972, and SB 1054. Six anti-fracking bills died during the 2012-13 legislative cycle: AB 669, AB 649, AB 982, AB 1301, AB 1323 and AB 7. Jerry Brown consistently rejected a moratorium or ban on fracking at the time, the same time as McFadden held stock in Linn Energy. Any bills regulating or limiting the fracking business would have had a negative impact on Linn Energy's stock price, and thus Nancy McFadden's personal finances.

In 2011, Brown fired two key oil and gas regulators who refused to provide permitting shortcuts for underground fracking injection wells, warning of federal clean water violations. One of the regulators later testified that he was fired because Occidental Petroleum was pressuring Brown to speed up permits for the wells. A RICO lawsuit alleges that oil companies contributed \$1 million to Brown's campaign for a state income tax hike within months of the firings. At least 77 wells were approved in 2012 and Brown bragged about it, reiterating his support for fracking.

According to the Associated Press, Brown said: "There are going to be screw-ups. There are going to be bankruptcies. There will be indictments and there will be deaths. But we're going to keep going."

In May 2013, Brown called fracking "a fabulous economic opportunity" that he had to balance against his commitment to climate protection. Jerry Brown signed a

fracking bill, SB 4, into law in September 2013 that allowed fracking to continue, requiring only that drillers notify regulators and nearby residents first.

Provisions/Sections of the Political Reform Act allegedly violated and when the violations occurred:

Ms. McFadden is a “public official” in the meaning of Government Code Section 82048, which defines the term as “every member, officer, employee or consultant of a state or local government agency.” The violations described above allegedly occurred in 2011 and 2012.

- McFadden appears to have violated Government Code Section 87100 that prohibits a public official from using her official position to influence governmental decisions, such as political appointments or legislation, in which she knows or has reason to know she has a financial interest.
- McFadden did not recuse herself from influencing decisions in which she knew or had reason to know she had a financial interest. The Governor’s office’s response to a Consumer Watchdog PRA for evidence of her recusal was that the office had no responsive records. Thus, McFadden broke the law by not recusing.
- McFadden submitted inadequate and inaccurate Form 700 Statements of Economic Interests by failing to report the dates and amounts of stock disposed of, and for reporting the divestment of PG&E stock in 2012 on her 2013 Form 700 Statement of Economic Interests signed in March 2014. She also failed to report when and what amounts of Linn Energy stock were sold.

From: Peevey, Michael R.
Sent: 1/27/2011 12:12:17 PM
To: Cherry, Brian K (/O=PG&E/OU=CORPORATE/CN=RECIPIENTS/CN=BKC7);
Brown, Carol A. (carol.brown@cpuc.ca.gov)
Cc:
Bcc:
Subject: RE: Analyst Report - J.P. Morgan Downgrade

As I suggested before, this info should go to the Governor's office, probably best to Nancy McF. Jerry has to be made aware that actions have consequences and the economy is best off with a stable utility sector.

From: Cherry, Brian K [mailto:BKC7@pge.com]
Sent: Thursday, January 27, 2011 12:08 PM
To: Peevey, Michael R.; Brown, Carol A.
Subject: Fw: Analyst Report - J.P. Morgan Downgrade

More news from the analysts.

From: Lam, Lisa
Sent: Thursday, January 27, 2011 10:31 AM
To: Officers of PG&E Corporation; Officers of Pacific Gas and Electric
Cc: Investor Relations (list)
Subject: Analyst Report - J.P. Morgan Downgrade

This morning, Andy Smith of J.P. Morgan downgraded Edison International and PCG, from "BUY" to "HOLD", based on the regulatory uncertainty in California that is suggested with the two new commissioners appointed to the CPUC earlier in the week.

Similar to the reports circulated yesterday from Deutsche Bank and UBS, J.P. Morgan stated that investors fear the Governor could have swung the Commission too far in the consumer-oriented direction with the appointments of Mike Florio and Catherine Sandoval, which ultimately could be detrimental to the utilities' ability to recover significant capital investments in the future.

The report also expressed concerns around Mike Peevey remaining in his current role as President of the Commission. The investment community has not received a clear indication from the governor that commissioner Peevey will continue to serve as President and investors would view Peevey's departure from the CPUC negatively given his even-handed leadership of the Commission.

In trading today, the utility sector is performing in line with the broader markets. PCG is up

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approximately 0.6% compared to the S&P 500 which is up 0.2% and the Dow Jones Utility Average which is up 0.3%. PCG has already significantly underperformed year-to-date and today's report may reflect information already incorporated in the stock price.

For your reference, the full report is attached.

Lisa

The contents of this email are provided solely for your information and are not intended as investment advice. We do not intend to endorse the opinions expressed in any externally prepared reports that may accompany this email and you should not rely on them for investment advice.

Lisa Lam

PG&E Investor Relations

One Market Plaza, Spear Tower, 2400

San Francisco, CA 94105

(415) 817-8137

SB_GT&S_0005528

From: Cherry, Brian K
Sent: 1/27/2011 12:46:34 PM
To: 'mpl@cpuc.ca.gov' (mpl@cpuc.ca.gov)
Cc:
Bcc:
Subject:

Nancy asks if you have any names you would recommend. You can call her directly if you'd like.

From: Peevey, Michael R.
Sent: 1/27/2011 2:09:47 PM
To: Cherry, Brian K. (/O=PG&E/OU=CORPORATE/CN=RECIPIENTS/CN=BKC7)
Cc:
Bcc:
Subject: RE:

Brown is not coming. Too much stuff in the Chron---Matier and Ross, editorial. Ugh. Nancy McF says she will be there. But she knows [Red]
I assume. If not, I will set him up.

As far as Hawaii goes, great. Carol and I leave February 3 for a week (its my B-day).

-----Original Message-----

From: Cherry, Brian K (<mailto:BKC7@pge.com>)
Sent: Thursday, January 27, 2011 2:04 PM
To: Peevey, Michael R.
Subject:

I am bumping someone from our table and bringing [Redacted] tonight.
I've asked for his Bio to pass on to the transition team. If you could introduce him as necessary that would be great.

BTW - I'm in Hawaii and won't see you tonight. Sorry, I booked the tickets with miles a year ago.

From: Cherry, Brian K
Sent: 1/27/2011 2:24:29 PM
To: 'michael.peevey@cpuc.ca.gov' (michael.peevey@cpuc.ca.gov)
Cc:
Bcc:
Subject: RE:

Not surprising. Nancy hasn't met [Re] but I will make sure she is prepped. Introduce her to him as will Tom.

Will is preparing a bio. He would be a great pick. Says he would serve a full term but that might be a plus too. You need to chat with him. He doesn't understand how political these things are.

Congrats on the BDay. Everyone that arrives for me is cause for celebration given the alternative !

----- Original Message -----

From: Peevey, Michael R. [mailto:michael.peevey@cpuc.ca.gov]
Sent: Thursday, January 27, 2011 02:09 PM
To: Cherry, Brian K
Subject: RE:

Brown is not coming. Too much stuff in the Chron---Matier and Ross editorial. Ugh. Nancy McF says she will be there. But she knows [Re] I assume. If not, I will set him up.

As far as Hawaii goes, great. Carol and I leave February 3 for a week (its my B-day).

-----Original Message-----

From: Cherry, Brian K [mailto:BKC7@pge.com]
Sent: Thursday, January 27, 2011 2:04 PM
To: Peevey, Michael R.
Subject:

I am bumping someone from our table and bringing [Redacted] tonight. I've asked for his Bio to pass on to the transition team. If you could introduce him as necessary that would be great.

BTW - I'm in Hawaii and won't see you tonight. Sorry, I booked the tickets with miles a year ago.

From: Cherry, Brian K
Sent: 1/27/2011 2:41:35 PM
To: 'mpl@cpuc.ca.gov' (mpl@cpuc.ca.gov)
Cc:
Bcc:
Subject: Fw: bio

FYI. Nancy has it now.

----- Original Message -----

From: [Redacted]
Sent: Thursday, January 27, 2011 02:34 PM
To: Cherry, Brian K
Subject: RE: bio

Attached is my bio. Let me know if any additional info is necessary

[Redacted]
Visage Energy Corp.
[Redacted]

-----Original Message-----

From: Cherry, Brian K [mailto:BKC7@pge.com]
Sent: Thursday, January 27, 2011 2:01 PM
To: [Redacted]
Subject:

Send me your Bio ASAP

From: Cherry, Brian K
Sent: 1/5/2011 8:05:37 PM
To: 'timothy.simon@cpuc.ca.gov' (timothy.simon@cpuc.ca.gov)
Cc:
Bcc:
Subject: Re: A few more appointments

Yes. Good news !

From: Simon, Timothy A. [mailto:timothy.simon@cpuc.ca.gov]
Sent: Wednesday, January 05, 2011 07:59 PM
To: Cherry, Brian K
Subject: Fw: A few more appointments

Note Nancy!

From: Randolph, Edward F.
To: Peevey, Michael R.; Ryan, Nancy; Simon, Timothy A.
Cc: Clanon, Paul; Prosper, Terrie D.; Lindh, Frank
Sent: Wed Jan 05 17:39:57 2011
Subject: A few more appointments

Executive Secretaries (Basically Chief of Staff):

Jim Humes - For administration, legal affairs and policy. Humes, 51, was chief deputy attorney general to Brown and was a top adviser in the transition.

Nancy McFadden - For legislation, appointments and policy

Resources: John Laird

CARB: Mary Nichols.

Labor and Workforce Development: Marty Morgenstern

Department of Personnel Administration: Ronald Yank.

Anne Gust Brown will be a special counsel to the governor - an unpaid position.

Edward Randolph | Director, Office of Government Affairs

California Public Utilities Commission

770 L Street, Suite 1230 | Sacramento, CA 95814

916-327-3277 | edward.randolph@cpuc.ca.gov

CALIFORNIA FORM 700
 FAIR POLITICAL PRACTICES COMMISSION
 A PUBLIC DOCUMENT

STATEMENT OF ECONOMIC INTERESTS
COVER PAGE

Date Received
 Official Use Only

Please type or print in ink.

NAME OF FILER (LAST) (FIRST) (MIDDLE)
McFadden Nancy Elizabeth

1. Office, Agency, or Court

Agency Name

Governor's Office

Executive Secretary

Division, Board, Department, District, if applicable

Your Position

► If filing for multiple positions, list below or on an attachment.

Agency:

Position:

2. Jurisdiction of Office (Check at least one box)

☒ State

☐ Judge (Statewide Jurisdiction)

☐ Multi-County

☐ County of

☐ City of

☐ Other

3. Type of Statement (Check at least one box)

☐ Annual: The period covered is January 1, 2010, through December 31, 2010.

☐ Leaving Office: Date Left ____/____/____
 (Check one)

The period covered is ____/____/____, through December 31, 2010.

☐ The period covered is January 1, 2010, through the date of leaving office.

☒ Assuming Office: Date 01/04/11

☐ The period covered is ____/____/____, through the date of leaving office.

☐ Candidate: Election Year

Office sought, if different than Part 1:

4. Schedule Summary

Check applicable schedules or "None."

► Total number of pages including this cover page: _____

☒ Schedule A-1 - Investments - schedule attached

☒ Schedule C - Income, Loans, & Business Positions - schedule attached

☐ Schedule A-2 - Investments - schedule attached

☐ Schedule D - Income - Gifts - schedule attached

☐ Schedule B - Real Property - schedule attached

☐ Schedule E - Income - Gifts - Travel Payments - schedule attached

-or-

☐ None - No reportable interests on any schedule

5. Verification

MAILING ADDRESS

STREET

CITY

STATE

ZIP CODE

(Business or Agency Address Recommended for Public Documents)

DAYTIME TELEPHONE NUMBER

E-MAIL ADDRESS

(916) 445-0796

nancy.mcfadden@gov.ca.gov

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information contained herein and in any attached schedules is true and complete. I acknowledge this

I certify under penalty of perjury under the laws of the State of California that

Date Signed

02/02/11
 (month, day, year)

Signature

SCHEDULE A-1 **Investments**

Stocks, Bonds, and Other Interests
(Ownership Interest is Less Than 10%)

Do not attach brokerage or financial statements.

CALIFORNIA FORM 700
FAIR POLITICAL PRACTICES COMMISSION

Name Nancy McFadden

<p>NAME OF BUSINESS ENTITY <u>PG+E</u></p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY <u>Energy Utility</u></p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input checked="" type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input checked="" type="checkbox"/> Other <u>Stock Options</u> <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE <u> </u> / <u> </u> / <u>10</u> <u> </u> / <u> </u> / <u>10</u> ACQUIRED DISPOSED </p>	<p>NAME OF BUSINESS ENTITY</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE <u> </u> / <u> </u> / <u>10</u> <u> </u> / <u> </u> / <u>10</u> ACQUIRED DISPOSED </p>
<p>NAME OF BUSINESS ENTITY <u>Linn Energy</u></p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY <u>Energy Company</u></p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input checked="" type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE <u> </u> / <u> </u> / <u>10</u> <u> </u> / <u> </u> / <u>10</u> ACQUIRED DISPOSED </p>	<p>NAME OF BUSINESS ENTITY</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE <u> </u> / <u> </u> / <u>10</u> <u> </u> / <u> </u> / <u>10</u> ACQUIRED DISPOSED </p>
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Comments:

SCHEDULE C
Income, Loans, & Business
Positions
 (Other than Gifts and Travel Payments)

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION Name <u>Nancy McFadden</u>
--

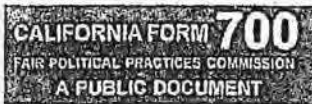
1. INCOME RECEIVED	1. INCOME RECEIVED
NAME OF SOURCE OF INCOME <u>PG&E</u>	NAME OF SOURCE OF INCOME
ADDRESS (Business Address Acceptable) <u>1 Market St., SF CA 94105</u>	ADDRESS (Business Address Acceptable)
BUSINESS ACTIVITY, IF ANY, OF SOURCE <u>Energy Utility</u>	BUSINESS ACTIVITY, IF ANY, OF SOURCE
YOUR BUSINESS POSITION <u>SVP</u>	YOUR BUSINESS POSITION
GROSS INCOME RECEIVED <input type="checkbox"/> \$500 - \$1,000 <input type="checkbox"/> \$1,001 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input checked="" type="checkbox"/> OVER \$100,000	GROSS INCOME RECEIVED <input type="checkbox"/> \$500 - \$1,000 <input type="checkbox"/> \$1,001 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> OVER \$100,000
CONSIDERATION FOR WHICH INCOME WAS RECEIVED <input checked="" type="checkbox"/> Salary <input type="checkbox"/> Spouse's or registered domestic partner's income <input type="checkbox"/> Loan repayment <input type="checkbox"/> Partnership <input type="checkbox"/> Sale of _____ <small>(Property, car, boat, etc.)</small> <input type="checkbox"/> Commission or <input type="checkbox"/> Rental Income, list each source of \$10,000 or more <input type="checkbox"/> Other _____ <small>(Describe)</small>	CONSIDERATION FOR WHICH INCOME WAS RECEIVED <input type="checkbox"/> Salary <input type="checkbox"/> Spouse's or registered domestic partner's income <input type="checkbox"/> Loan repayment <input type="checkbox"/> Partnership <input type="checkbox"/> Sale of _____ <small>(Property, car, boat, etc.)</small> <input type="checkbox"/> Commission or <input type="checkbox"/> Rental Income, list each source of \$10,000 or more <input type="checkbox"/> Other _____ <small>(Describe)</small>

2. LOANS RECEIVED OR OUTSTANDING DURING THE REPORTING PERIOD

* You are not required to report loans from commercial lending institutions, or any indebtedness created as part of a retail installment or credit card transaction, made in the lender's regular course of business on terms available to members of the public without regard to your official status. Personal loans and loans received not in a lender's regular course of business must be disclosed as follows:

NAME OF LENDER*	INTEREST RATE	TERM (Months/Years)
ADDRESS (Business Address Acceptable)	_____ % <input type="checkbox"/> None	_____
BUSINESS ACTIVITY, IF ANY, OF LENDER	SECURITY FOR LOAN <input type="checkbox"/> None <input type="checkbox"/> Personal residence <input type="checkbox"/> Real Property _____ <small>Street address</small> <small>City</small> <input type="checkbox"/> Guarantor _____ <input type="checkbox"/> Other _____ <small>(Describe)</small>	
HIGHEST BALANCE DURING REPORTING PERIOD <input type="checkbox"/> \$500 - \$1,000 <input type="checkbox"/> \$1,001 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> OVER \$100,000		

Comments: _____



STATEMENT OF ECONOMIC INTERESTS

COVER PAGE

 RECEIVED
 FAIR POLITICAL
 PRACTICES COMMISSION

2012 APR -2 PM 3:38

Please type or print in ink

NAME OF FILER	(LAST)	(FIRST)	(MIDDLE)
McFadden	Nancy	Elizabeth	

1. Office, Agency, or Court

Agency Name

Governor's Office

Division, Board, Department, District, if applicable

Your Position

Executive Secretary

If filing for multiple positions, list below or on an attachment

Agency Fine Arts Museums of San FranciscoPosition Trustee

2. Jurisdiction of Office (Check at least one box)

☒ State☐ Judge or Court Commissioner (Statewide Jurisdiction)☐ Multi-County☐ County of☐ City of☐ Other

3. Type of Statement (Check at least one box)

☒ Annual: The period covered is January 1, 2011, through December 31, 2011☐ Leaving Office: Date left / /
(Check one)

-or-

The period covered is 1 / 4 / 2011, through December 31, 2011.☐ The period covered is January 1, 2011, through the date of leaving office☐ Assuming Office: Date assumed / / ☐ The period covered is / / , through the date of leaving office☐ Candidate: Election Year Office sought, if different than Part 1

4. Schedule Summary

Check applicable schedules or "None."

Total number of pages including this cover page: 4☒ Schedule A-1 - Investments - schedule attached☒ Schedule C - Income, Loans, & Business Positions - schedule attached☐ Schedule A-2 - Investments - schedule attached☒ Schedule D - Income - Gifts - schedule attached☐ Schedule B - Real Property - schedule attached☐ Schedule E - Income - Gifts - Travel Payments - schedule attached

-or-

☐ None - No reportable interests on any schedule

5. Verification

MAILING ADDRESS STREET CITY STATE ZIP CODE
(Business or Agency Address Recommended - Public Document)

State Capitol

Sacramento

CA

95814

DAYTIME TELEPHONE NUMBER

(916) 445-0796

E MAIL ADDRESS (OPTIONAL)

nancy.mcfadden@gov.ca.gov

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information contained herein and in any attached schedules is true and complete. I acknowledge this is

I certify under penalty of perjury under the laws of the State of California that

Date Signed 4/2/2012
(include day, year)

Signature

011/2012)
pc.ca.gov

SCHEDULE A-1

Investments

Stocks, Bonds, and Other Interests

(Ownership Interest is Less Than 10%)

Do not attach brokerage or financial statements

CALIFORNIA FORM 700
FAIR POLITICAL PRACTICES COMMISSION
 Name _____
 Nancy McFadden

NAME OF BUSINESS ENTITY
PG&E

GENERAL DESCRIPTION OF BUSINESS ACTIVITY
Energy Utility

FAIR MARKET VALUE
☐ \$2,000 - \$10,000
☐ \$100,001 - \$1,000,000
☒ \$10,001 - \$100,000
☐ Over \$1,000,000

NATURE OF INVESTMENT
☐ Stock
☒ Other Stock options
(Describe)
☐ Partnership ☐ Income Received of \$0 - \$499
☐ Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE
11
ACQUIRED
11
DISPOSED

NAME OF BUSINESS ENTITY
Linn Energy

GENERAL DESCRIPTION OF BUSINESS ACTIVITY
Energy Company

FAIR MARKET VALUE
☐ \$2 000 - \$10 000 ☒ \$10 001 - \$100 000
☐ \$100 001 - \$1 000 000 ☐ Over \$1,000,000

NATURE OF INVESTMENT
☐ Stock ☐ Other _____ (Describe)
☐ Partnership ☐ Income Received of \$0 - \$499
 ☐ Income Received of \$500 or More (Report on Schedule D)

IF APPLICABLE LIST DATE
_____/_____/11 ____/____/11
ACQUIRED DISPOSED

NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE

☐ \$2,000 - \$10,000 ☐ \$10,001 - \$100,000

☐ \$100,001 - \$1,000,000 ☐ Over \$1,000,000

NATURE OF INVESTMENT

☐ Stock ☐ Other _____ (Describe)

☐ Partnership ☐ Income Received of \$0 - \$499

☐ Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE

____/____/11 ____/____/11

ACQUIRED DISPOSED

NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE

☐ \$2,000 - \$10,000 ☐ \$10,001 - \$100,000

☐ \$100,001 - \$1,000,000 ☐ Over \$1,000,000

NATURE OF INVESTMENT

☐ Stock ☐ Other _____ (Describe)

☐ Partnership ☐ Income Received of \$0 - \$499

☐ Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE

_____/_____/11 ____/_____/11

ACQUIRED DISPOSED

NAME OF BUSINESS ENTITY _____

GENERAL DESCRIPTION OF BUSINESS ACTIVITY _____

FAIR MARKET VALUE

☐ \$2,000 - \$10,000 ☐ \$10,001 - \$100,000

☐ \$100,001 - \$1,000,000 ☐ Over \$1,000,000

NATURE OF INVESTMENT

☐ Stock ☐ Other _____ (Describe)

☐ Partnership ☐ Income Received of \$0 - \$499

☐ Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE

_____/_____/11 ____/_____/11

ACQUIRED DISPOSED

NAME OF BUSINESS ENTITY _____

GENERAL DESCRIPTION OF BUSINESS ACTIVITY _____

FAIR MARKET VALUE

☐ \$2,000 - \$10,000 ☐ \$10,001 - \$100,000

☐ \$100,001 - \$1,000,000 ☐ Over \$1,000,000

NATURE OF INVESTMENT

☐ Stock ☐ Other _____ (Describe)

☐ Partnership ☐ Income Received of \$0 - \$499

☐ Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE

_____/_____/11 ____/____/11

ACQUIRED DISPOSED

Comments:

SCHEDULE C
Income, Loans, & Business
Positions
 (Other than Gifts and Travel Payments)

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION Name Nancy McFadden

13. INCOME RECEIVED	14. INCOME RECEIVED
NAME OF SOURCE OF INCOME <u>PG&E</u>	NAME OF SOURCE OF INCOME
ADDRESS (Business Address Acceptable) <u>1 Market Street, San Francisco, CA 94105</u>	ADDRESS (Business Address Acceptable)
BUSINESS ACTIVITY, IF ANY, OF SOURCE <u>Energy Utility</u>	BUSINESS ACTIVITY, IF ANY, OF SOURCE
YOUR BUSINESS POSITION <u>SVP</u>	YOUR BUSINESS POSITION
GROSS INCOME RECEIVED <input type="checkbox"/> \$500 - \$1,000 <input type="checkbox"/> \$1,001 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input checked="" type="checkbox"/> OVER \$100,000	GROSS INCOME RECEIVED <input type="checkbox"/> \$500 - \$1,000 <input type="checkbox"/> \$1,001 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> OVER \$100,000
CONSIDERATION FOR WHICH INCOME WAS RECEIVED <input type="checkbox"/> Salary <input type="checkbox"/> Spouse's or registered domestic partner's income <input type="checkbox"/> Loan repayment <input type="checkbox"/> Partnership <input type="checkbox"/> Sale of _____ <small>(Real property, car, boat, etc.)</small> <input type="checkbox"/> Commission of <input type="checkbox"/> Rental Income, list each source of \$10,000 or more <input checked="" type="checkbox"/> Other <u>Final Compensation</u> <small>(Describe)</small>	CONSIDERATION FOR WHICH INCOME WAS RECEIVED <input type="checkbox"/> Salary <input type="checkbox"/> Spouse's or registered domestic partner's income <input type="checkbox"/> Loan repayment <input type="checkbox"/> Partnership <input type="checkbox"/> Sale of _____ <small>(Real property, car, boat, etc.)</small> <input type="checkbox"/> Commission of <input type="checkbox"/> Rental Income, list each source of \$10,000 or more <input type="checkbox"/> Other _____ <small>(Describe)</small>

15. LOANS RECEIVED OR OUTSTANDING DURING THE REPORTING PERIOD

* You are not required to report loans from commercial lending institutions, or any indebtedness created as part of a retail installment or credit card transaction, made in the lender's regular course of business on terms available to members of the public without regard to your official status. Personal loans and loans received not in a lender's regular course of business must be disclosed as follows:

NAME OF LENDER*	INTEREST RATE	TERM (Months/Years)
ADDRESS (Business Address Acceptable)	_____ % <input type="checkbox"/> None	_____
BUSINESS ACTIVITY, IF ANY, OF LENDER	SECURITY FOR LOAN	
HIGHEST BALANCE DURING REPORTING PERIOD	<input type="checkbox"/> None <input type="checkbox"/> Personal residence	
<input type="checkbox"/> \$500 - \$1,000	<input type="checkbox"/> Real Property _____	Street address _____
<input type="checkbox"/> \$1,001 - \$10,000	_____	City _____
<input type="checkbox"/> \$10,001 - \$100,000	<input type="checkbox"/> Guarantor _____	
<input type="checkbox"/> OVER \$100,000	<input type="checkbox"/> Other _____	(Describe)

Comments: _____

SCHEDULE D
Income – Gifts

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION
Name Nancy McFadden

<p>NAME OF SOURCE <u>Don Perala</u></p> <p>ADDRESS (Business Address Acceptable) <u>1033 Rose Avenue, Oakland, CA 94611</u></p> <p>BUSINESS ACTIVITY IF ANY OF SOURCE <u>n/a</u></p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td><u>3 / 15 / 11</u></td> <td><u>\$ 180.00</u></td> <td><u>fountain pen</u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	<u>3 / 15 / 11</u>	<u>\$ 180.00</u>	<u>fountain pen</u>	<u> / / </u>	<u>\$</u>	<u> </u>	<u> / / </u>	<u>\$</u>	<u> </u>	<p>NAME OF SOURCE <u>California Chamber of Commerce</u></p> <p>ADDRESS (Business Address Acceptable) <u>1215 K Street, Suite 1400, Sacramento, CA 95814</u></p> <p>BUSINESS ACTIVITY IF ANY OF SOURCE <u>Business advocacy</u></p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td><u>6 / 1 / 11</u></td> <td><u>\$ 85.30</u></td> <td><u>Board Dinner</u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	<u>6 / 1 / 11</u>	<u>\$ 85.30</u>	<u>Board Dinner</u>	<u> / / </u>	<u>\$</u>	<u> </u>	<u> / / </u>	<u>\$</u>	<u> </u>
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<u> / / </u>	<u>\$</u>	<u> </u>																							
<p>NAME OF SOURCE <u>San Francisco 49ers</u></p> <p>ADDRESS (Business Address Acceptable) <u>494 Centennial Blvd, Santa Clara, CA</u></p> <p>BUSINESS ACTIVITY IF ANY OF SOURCE <u>Sports team</u></p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td><u>11 / 13 / 11</u></td> <td><u>\$ 318.00</u></td> <td><u>Two game tickets</u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	<u>11 / 13 / 11</u>	<u>\$ 318.00</u>	<u>Two game tickets</u>	<u> / / </u>	<u>\$</u>	<u> </u>	<u> / / </u>	<u>\$</u>	<u> </u>	<p>NAME OF SOURCE <u> </u></p> <p>ADDRESS (Business Address Acceptable) <u> </u></p> <p>BUSINESS ACTIVITY IF ANY OF SOURCE <u> </u></p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> <tr> <td><u> / / </u></td> <td><u>\$</u></td> <td><u> </u></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	<u> / / </u>	<u>\$</u>	<u> </u>	<u> / / </u>	<u>\$</u>	<u> </u>	<u> / / </u>	<u>\$</u>	<u> </u>
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Comments:

CALIFORNIA FORM 700
 FAIR POLITICAL PRACTICES COMMISSION
 A PUBLIC DOCUMENT

STATEMENT OF ECONOMIC INTERESTS

Date Received
Clerk of the Court

COVER PAGE

Please type or print in ink

2013 Jan 23 PM 12:42

 NAME OF FILER (LAST) (FIRST) (MIDDLE)
 McFadden Nancy Elizabeth

1. Office, Agency, or Court

Agency Name

Office of the Governor

Division, Board, Department, District, if applicable

Your Position

Executive Secretary

If filing for multiple positions, list below or on an attachment.

Agency Fine Arts Museums of San Francisco

Position Trustee

2. Jurisdiction of Office (Check at least one box)

☒ State☐ Judge or Court Commissioner (Statewide Jurisdiction)☐ Multi-County☐ County of☐ City of☐ Other

3. Type of Statement (Check at least one box)

☒ Annual: The period covered is January 1, 2012, through December 31, 2012.☐ Leaving Office: Date Left / / (Check one)

-or-

The period covered is / / through December 31, 2012.

☐ The period covered is January 1, 2012, through the date of leaving office.☐ Assuming Office: Date assumed / /☐ The period covered is / / through the date of leaving office.☐ Candidate: Election year and office sought, if different than Part 1:

4. Schedule Summary

Check applicable schedules or "None."

Total number of pages including this cover page: 3

☒ Schedule A-1 - Investments - schedule attached☐ Schedule C - Income, Loans, & Business Positions - schedule attached☐ Schedule A-2 - Investments - schedule attached☒ Schedule D - Income - Gifts - schedule attached☐ Schedule B - Real Property - schedule attached☐ Schedule E - Income - Gifts - Travel Payments - schedule attached

-or-

☐ None - No reportable interests on any schedule

5. Verification

MAILING ADDRESS STREET (Residence or Agency Address, Recipient's Full Name)

CITY

STATE

ZIP CODE

State Capitol

Sacramento

CA

95814

DAYTIME TELEPHONE NUMBER

E-MAIL ADDRESS (OPTIONAL)

nancy.mcfadden@gov.ca.gov

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information contained herein and in any attached schedules is true and complete. I acknowledge this is a public document.

I certify under penalty of perjury under the laws of the State of California that

Date Signed 03/26/2013

Signature

(month, day, year)

SCHEDULE A-1
Investments
Stocks, Bonds, and Other Interests
 (Ownership Interest is Less Than 10%)
Do not attach brokerage or financial statements.

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION Name Nancy McFadden

<p>▶ NAME OF BUSINESS ENTITY PG&E</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY Energy Utility</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input checked="" type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input checked="" type="checkbox"/> Other Stock Options <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE: ____/____/12 ____/____/12 ACQUIRED DISPOSED</p>	<p>▶ NAME OF BUSINESS ENTITY</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE: ____/____/12 ____/____/12 ACQUIRED DISPOSED</p>
<p>▶ NAME OF BUSINESS ENTITY Linn Energy</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY Energy Company</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input checked="" type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE: ____/____/12 ____/____/12 ACQUIRED DISPOSED</p>	<p>▶ NAME OF BUSINESS ENTITY</p> <p>GENERAL DESCRIPTION OF BUSINESS ACTIVITY</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="checkbox"/> Income Received of \$0 - \$499 <input type="checkbox"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE: ____/____/12 ____/____/12 ACQUIRED DISPOSED</p>
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Comments:

SCHEDULE D **Income – Gifts**

CALIFORNIA FORM 700
FAIR POLITICAL PRACTICES COMMISSION

Name

Nancy McFadden

<p>▶ NAME OF SOURCE (Not an Acronym) Academy of Achievement</p> <p>ADDRESS (Business Address Acceptable) 1222 16th Street, NW, Washington D.C. 20036</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>02, 25, 12</td> <td>\$ 75</td> <td>Dinner</td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	02, 25, 12	\$ 75	Dinner	/ /	\$		/ /	\$		<p>▶ NAME OF SOURCE (Not an Acronym) California ISO</p> <p>ADDRESS (Business Address Acceptable) 250 Outcropping Way Folsom, CA 95630</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>04, 03, 12</td> <td>\$ 29</td> <td>Reception/Dinner</td> </tr> <tr> <td>04, 04, 12</td> <td>\$ 7</td> <td>Breakfast</td> </tr> <tr> <td>04, 04, 12</td> <td>\$ 18</td> <td>Lunch</td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	04, 03, 12	\$ 29	Reception/Dinner	04, 04, 12	\$ 7	Breakfast	04, 04, 12	\$ 18	Lunch
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04, 04, 12	\$ 7	Breakfast																							
04, 04, 12	\$ 18	Lunch																							
<p>▶ NAME OF SOURCE (Not an Acronym) CA Issues Forum</p> <p>ADDRESS (Business Address Acceptable) 1717 I Street, Sacramento, CA 95811</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE Nonprofit Organization</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>05, 29, 12</td> <td>\$ 87</td> <td>Meal</td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	05, 29, 12	\$ 87	Meal	/ /	\$		/ /	\$		<p>▶ NAME OF SOURCE (Not an Acronym)</p> <p>ADDRESS (Business Address Acceptable)</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> <tr> <td>/ /</td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	/ /	\$		/ /	\$		/ /	\$	
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Comments:



RECEIVED
STATEMENT OF ECONOMIC INTERESTS
PRACTICES COMMISSION
COVER PAGE AM 8:50
2014 MAR 27

Date Received
March 27, 2014

MAR 25 2014

Please type or print in ink.

NAME OF FILER (LAST) (FIRST) (MIDDLE)
McFadden Nancy Elizabeth

1. Office, Agency, or Court

Agency Name (Do not use acronyms)

Office of the Governor

Division, Board, Department, District, if applicable

Your Position

Executive Secretary

► If filing for multiple positions, list below or on an attachment. (Do not use acronyms)

Agency Fine Arts Museum of San Francisco

Position Trustee

2. Jurisdiction of Office (Check at least one box)

☒ State

☐ Judge or Court Commissioner (Statewide Jurisdiction)

☐ Multi-County

☐ County of

☐ City of

☐ Other

3. Type of Statement (Check at least one box)

☒ Annual: The period covered is January 1, 2013, through December 31, 2013

☐ Leaving Office: Date Left ____/____/____
(Check one)

-or-

The period covered is ____/____/____ through December 31, 2013

☐ The period covered is January 1, 2013, through the date of leaving office.

☐ Assuming Office: Date assumed ____/____/____

☐ The period covered is ____/____/____ through the date of leaving office.

☐ Candidate: Election year ____ and office sought, if different than Part 1: ____

4. Schedule Summary

Check applicable schedules or "None."

► Total number of pages including this cover page: 5

☒ Schedule A-1 • Investments - schedule attached

☐ Schedule C • Income, Loans, & Business Positions - schedule attached

☐ Schedule A-2 • Investments - schedule attached

☒ Schedule D • Income - Gifts - schedule attached

☐ Schedule B • Real Property - schedule attached

☒ Schedule E • Income - Gifts - Travel Payments - schedule attached

-or-

☐ None - No reportable interests on any schedule

5. Verification

MAILING ADDRESS STREET CITY STATE ZIP CODE
(Business or Agency Address Recommended Public Document)

State Capitol

Sacramento

CA

95814

DAYTIME TELEPHONE NUMBER

(916) 445-0796

E-MAIL ADDRESS (OPTIONAL)

Nancy.McFadden@gov.ca.gov

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information contained herein and in any attached schedules is true and complete. I acknowledge this.

I certify under penalty of perjury under the laws of the State of California

Date Signed 3/25/14
(in each day year)

Signature

/2014)

Investments

(Ownership Interest is Less Than 10%)

Do not attach brokerage or financial statements.

CALIFORNIA FORM 700
RAB POLITICAL PRACTICES COMMISSION

Nancy McFadden

<p>▶ NAME OF BUSINESS ENTITY Linn Energy</p> <hr/> <p>GENERAL DESCRIPTION OF THIS BUSINESS</p> <p>Energy Utility</p> <hr/> <p>FAIR MARKET VALUE</p> <p><input checked="" type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000</p> <p><input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT</p> <p><input type="checkbox"/> Stock <input checked="" type="checkbox"/> Other _____ (Describe)</p> <p><input type="checkbox"/> Partnership <input type="radio"/> Income Received of \$0 - \$499</p> <p> <input type="radio"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE:</p> <p>____/____/13 ____/____/13</p> <p>ACQUIRED DISPOSED</p>	<p>▶ NAME OF BUSINESS ENTITY</p> <hr/> <p>GENERAL DESCRIPTION OF THIS BUSINESS</p> <hr/> <p>FAIR MARKET VALUE</p> <p><input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000</p> <p><input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000</p> <p>NATURE OF INVESTMENT</p> <p><input type="checkbox"/> Stock <input type="checkbox"/> Other _____ (Describe)</p> <p><input type="checkbox"/> Partnership <input type="radio"/> Income Received of \$0 - \$499</p> <p> <input type="radio"/> Income Received of \$500 or More (Report on Schedule C)</p> <p>IF APPLICABLE, LIST DATE:</p> <p>____/____/13 ____/____/13</p> <p>ACQUIRED DISPOSED</p>
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Comments: PG & E stock option from 2012 Form 700 was disposed in 2012.

SCHEDULE D **Income – Gifts**

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION Name Nancy McFadden

▶ NAME OF SOURCE (Not an Acronym)
California Protocol Foundation

ADDRESS (Business Address Acceptable)
11344 W. Olympic Blvd, Los Angeles CA 90064

BUSINESS ACTIVITY, IF ANY, OF SOURCE
Non-Profit

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
01 / 29 / 13	\$ 86.29	Legislative Dinner
01 / 30 / 13	\$ 70.75	Legislative Dinner
02 / 05 / 13	\$ 65.92	Legislative Dinner

▶ NAME OF SOURCE (Not an Acronym)
California Forestry Association

ADDRESS (Business Address Acceptable)
1215 K Street, Ste 1830, Sacramento CA 95814

BUSINESS ACTIVITY, IF ANY, OF SOURCE

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
01 / 31 / 13	\$ 176.48	Dinner at Annual
/ /	\$	Awards Dinner-Spoke
/ /	\$	at Dinner

▶ NAME OF SOURCE (Not an Acronym)
Yoga Across America

ADDRESS (Business Address Acceptable)
PO Box 19463, Sacramento CA 95819

BUSINESS ACTIVITY, IF ANY, OF SOURCE
Non-Profit

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
06 / 20 / 13	\$ 70.00	Yoga Mat
/ /	\$	
/ /	\$	

▶ NAME OF SOURCE (Not an Acronym)
California Protocol Foundation

ADDRESS (Business Address Acceptable)
11344 W. Olympic Blvd, Los Angeles CA 90064

BUSINESS ACTIVITY, IF ANY, OF SOURCE
Non-Profit

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
02 / 06 / 13	\$ 93.96	Legislative Dinner
02 / 13 / 13	\$ 69.53	Legislative Dinner
12 / 12 / 13	\$ 34.37	Holiday Party

▶ NAME OF SOURCE (Not an Acronym)
The Nature Conservancy

ADDRESS (Business Address Acceptable)
555 Capitol Mall, Ste. 1290 Sacramento CA 95814

BUSINESS ACTIVITY, IF ANY, OF SOURCE
Environmental Protection

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
06 / 11 / 13	\$ 85.00	Dinner for retiring
/ /	\$	Sec'y of the Interior
/ /	\$	David Hayes

▶ NAME OF SOURCE (Not an Acronym)
Residency Fund

ADDRESS (Business Address Acceptable)
1215 K Street, Ste 1150, Sacramento CA 95814

BUSINESS ACTIVITY, IF ANY, OF SOURCE
Non-Profit

DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)
04 / 30 / 13	\$ 72.95	Sheriff's Dinner
05 / 06 / 13	\$ 80.50	Legislative Dinner
/ /	\$	

Comments: The California Protocol Foundation paid these expenses to eliminate the costs for taxpayers.
The Residency Fund paid these expenses to eliminate the costs to the taxpayers.

SCHEDULE D **Income – Gifts**

CALIFORNIA FORM 700
FAIR POLITICAL PRACTICES COMMISSION

Name

Nancy McFadden

<p>▶ NAME OF SOURCE (Not an Acronym) Lucas Public Affairs</p> <p>ADDRESS (Business Address Acceptable) 1215 K Street, Suite 1120 Sacramento, CA 95814</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE Public Relations</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>06 / 12 / 13</td> <td>\$ 95.00</td> <td>Father of the Year</td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td>Ticket</td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	06 / 12 / 13	\$ 95.00	Father of the Year	__ / __ / __	\$	Ticket	__ / __ / __	\$		<p>▶ NAME OF SOURCE (Not an Acronym) Women In California Leadership</p> <p>ADDRESS (Business Address Acceptable) 400 Capitol mall, 22nd Floor Sacramento, CA 95814</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>08 / 21 / 13</td> <td>\$ 70.52</td> <td>CA Legislative</td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td>Women's Caucus</td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td>Lunch</td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	08 / 21 / 13	\$ 70.52	CA Legislative	__ / __ / __	\$	Women's Caucus	__ / __ / __	\$	Lunch
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__ / __ / __	\$	Lunch																							
<p>▶ NAME OF SOURCE (Not an Acronym) California Chamber of Commerce</p> <p>ADDRESS (Business Address Acceptable) 1215 K Street, Ste 1400 Sacramento, CA 95814</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>05 / 21 / 13</td> <td>\$ 30.67</td> <td>Host Reception</td> </tr> <tr> <td>05 / 21 / 13</td> <td>\$ 67.54</td> <td>Consular Corp Receptl</td> </tr> <tr> <td>05 / 22 / 13</td> <td>\$ 21.24</td> <td>Host Breakfast</td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	05 / 21 / 13	\$ 30.67	Host Reception	05 / 21 / 13	\$ 67.54	Consular Corp Receptl	05 / 22 / 13	\$ 21.24	Host Breakfast	<p>▶ NAME OF SOURCE (Not an Acronym)</p> <p>ADDRESS (Business Address Acceptable)</p> <p>BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>__ / __ / __</td> <td>\$</td> <td></td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td></td> </tr> <tr> <td>__ / __ / __</td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	__ / __ / __	\$		__ / __ / __	\$		__ / __ / __	\$	
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__ / __ / __	\$																								

Comments: The California Protocol Foundation paid these expenses to eliminate the costs for taxpayers.
The Residency Fund paid these expenses to eliminate the costs to the taxpayers.

SCHEDULE E
Income – Gifts
Travel Payments, Advances,
and Reimbursements

CALIFORNIA FORM 700
 FAIR POLITICAL PRACTICES COMMISSION

Name
 Nancy McFadden

- Mark either the gift or income box.
- Mark the "501(c)(3)" box for a travel payment received from a nonprofit 501(c)(3) organization or the "Speech" box if you made a speech or participated in a panel. These payments are not subject to the \$440 gift limit, but may result in a disqualifying conflict of interest.

<p>▶ NAME OF SOURCE (Not an Acronym) <u>Bay Area Council</u> ADDRESS (Business Address Acceptable) <u>353 Sacramento St, 10th Fl</u> CITY AND STATE <u>San Francisco CA 94111</u> BUSINESS ACTIVITY, IF ANY, OF SOURCE <input checked="" type="checkbox"/> 501 (c)(3) <u>Non-Profit</u> DATE(S): <u>03/08/13</u> - <u>03/15/13</u> AMT: \$ <u>8,455.39</u> <i>(If gift)</i> TYPE OF PAYMENT (must check one) <input checked="" type="checkbox"/> Gift <input type="checkbox"/> Income <input type="checkbox"/> Made a Speech/Participated in a Panel <input type="checkbox"/> Other - Provide Description _____ <u>The Bay Area Council paid these expenses to</u> <u>eliminate the costs for the taxpayer</u></p>	<p>▶ NAME OF SOURCE (Not an Acronym) <u>CA Council for Environmental & Economic Balance</u> ADDRESS (Business Address Acceptable) <u>100 Spear Street, Suite 805</u> CITY AND STATE <u>San Francisco CA 94105</u> BUSINESS ACTIVITY, IF ANY, OF SOURCE <input type="checkbox"/> 501 (c)(3) DATE(S): <u>07/15/13</u> - <u>07/19/13</u> AMT: \$ <u>336.68</u> <i>(If gift)</i> TYPE OF PAYMENT (must check one) <input checked="" type="checkbox"/> Gift <input type="checkbox"/> Income <input checked="" type="checkbox"/> Made a Speech/Participated in a Panel <input type="checkbox"/> Other - Provide Description _____ <u>CCEEB paid for travel expenses associated with the</u> <u>Panel.</u></p>
<p>▶ NAME OF SOURCE (Not an Acronym) ADDRESS (Business Address Acceptable) CITY AND STATE BUSINESS ACTIVITY, IF ANY, OF SOURCE <input type="checkbox"/> 501 (c)(3) DATE(S): _____ AMT: \$ _____ <i>(If gift)</i> TYPE OF PAYMENT (must check one) <input type="checkbox"/> Gift <input type="checkbox"/> Income <input type="checkbox"/> Made a Speech/Participated in a Panel <input type="checkbox"/> Other - Provide Description _____</p>	<p>▶ NAME OF SOURCE (Not an Acronym) ADDRESS (Business Address Acceptable) CITY AND STATE BUSINESS ACTIVITY, IF ANY, OF SOURCE <input type="checkbox"/> 501 (c)(3) DATE(S): _____ AMT: \$ _____ <i>(If gift)</i> TYPE OF PAYMENT (must check one) <input type="checkbox"/> Gift <input type="checkbox"/> Income <input type="checkbox"/> Made a Speech/Participated in a Panel <input type="checkbox"/> Other - Provide Description _____</p>

Comments: _____



STATEMENT OF ECONOMIC INTERESTS COVER PAGE

Date Initial Filing
Received

Please type or print in ink.

NAME OF FILER (LAST) (FIRST) (MIDDLE)
McFadden Nancy Elizabeth

1. Office, Agency, or Court

Agency Name (Do not use acronyms)

Governor's Office

Division, Board, Department, District, if applicable

Your Position

► If filing for multiple positions, list below or on an attachment. (Do not use acronyms)

Agency: Fine Art Museum of San Francisco

Position: Trustee

2. Jurisdiction of Office (Check at least one box)

☒ State

☐ Judge or Court Commissioner (Statewide Jurisdiction)

☐ Multi-County

☐ County of

☐ City of

☐ Other

3. Type of Statement (Check at least one box)

☒ Annual: The period covered is January 1, 2014, through December 31, 2014.

☐ Leaving Office: Date Left / / (Check one)

-or-

The period covered is / / through December 31, 2014.

☐ The period covered is January 1, 2014, through the date of leaving office.

☐ Assuming Office: Date assumed / /

☐ The period covered is / / through the date of leaving office.

☐ Candidate: Election year and office sought, if different than Part 1:

4. Schedule Summary

Check applicable schedules or "None."

► Total number of pages including this cover page: 4

☒ Schedule A-1 - Investments - schedule attached

☐ Schedule C - Income, Loans, & Business Positions - schedule attached

☐ Schedule A-2 - Investments - schedule attached

☒ Schedule D - Income - Gifts - schedule attached

☐ Schedule B - Real Property - schedule attached

☒ Schedule E - Income - Gifts - Travel Payments - schedule attached

-or-

☐ None - No reportable interests on any schedule

5. Verification

MAILING ADDRESS STREET CITY STATE ZIP CODE
(Business or Agency Address Recommended - Public Document)

State Capitol

Sacramento

CA

95814

DAYTIME TELEPHONE NUMBER

(916) 445-0796

E-MAIL ADDRESS

Nancy.McFadden@gov.ca.gov

I have used all reasonable diligence in preparing this statement. I have reviewed this statement and to the best of my knowledge the information contained herein and in any attached schedules is true and complete. I acknowledge

I certify under penalty of perjury under the laws of the State of California

Date Signed

3/23/15
(month, day, year)

Signature

SCHEDULE A-1 **Investments**

Stocks, Bonds, and Other Interests
(Ownership Interest is Less Than 10%)
Do not attach brokerage or financial statements.

CALIFORNIA FORM 700
FAIR POLITICAL PRACTICES COMMISSION

Name
Nancy E. McFadden

<p>▶ NAME OF BUSINESS ENTITY <u>Linn Energy</u></p> <p>GENERAL DESCRIPTION OF THIS BUSINESS <u>Energy Utility</u></p> <p>FAIR MARKET VALUE <input checked="" type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input checked="" type="checkbox"/> Other <u>Limited Partnership</u> <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="radio"/> Income Received of \$0 - \$499 <input type="radio"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE: <u> </u> / <u> </u> / <u>14</u> <u> </u> / <u> </u> / <u>14</u> ACQUIRED DISPOSED </p>	<p>▶ NAME OF BUSINESS ENTITY</p> <p>GENERAL DESCRIPTION OF THIS BUSINESS</p> <p>FAIR MARKET VALUE <input type="checkbox"/> \$2,000 - \$10,000 <input type="checkbox"/> \$10,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$1,000,000 <input type="checkbox"/> Over \$1,000,000 </p> <p>NATURE OF INVESTMENT <input type="checkbox"/> Stock <input type="checkbox"/> Other <small>(Describe)</small> <input type="checkbox"/> Partnership <input type="radio"/> Income Received of \$0 - \$499 <input type="radio"/> Income Received of \$500 or More (Report on Schedule C) </p> <p>IF APPLICABLE, LIST DATE: <u> </u> / <u> </u> / <u>14</u> <u> </u> / <u> </u> / <u>14</u> ACQUIRED DISPOSED </p>
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Comments: _____

SCHEDULE D **Income – Gifts**

CALIFORNIA FORM 700 FAIR POLITICAL PRACTICES COMMISSION
Name Nancy E. McFadden

<p>▶ NAME OF SOURCE (Not an Acronym) Edison International ADDRESS (Business Address Acceptable) P.O. Box 976, Rosemead, CA 91770 BUSINESS ACTIVITY, IF ANY, OF SOURCE Energy Company</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>01 / 27 / 14</td> <td>\$ 55.65</td> <td>Dinner</td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	01 / 27 / 14	\$ 55.65	Dinner	/ /	\$		/ /	\$		<p>▶ NAME OF SOURCE (Not an Acronym) California Democratic Party ADDRESS (Business Address Acceptable) 1830 9th Street, Sacramento CA 95811 BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>02 / 04 / 14</td> <td>\$ 107.26</td> <td>Assm Dem Policy Dinn</td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> <tr> <td>02 / 04 / 14</td> <td>\$ 40.28</td> <td>Policy Lunch</td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	02 / 04 / 14	\$ 107.26	Assm Dem Policy Dinn	/ /	\$		02 / 04 / 14	\$ 40.28	Policy Lunch
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02 / 04 / 14	\$ 107.26	Assm Dem Policy Dinn																							
/ /	\$																								
02 / 04 / 14	\$ 40.28	Policy Lunch																							
<p>▶ NAME OF SOURCE (Not an Acronym) Protocol Foundation ADDRESS (Business Address Acceptable) 11344 W. Olympic Blvd., Los Angeles CA 90064 BUSINESS ACTIVITY, IF ANY, OF SOURCE Non-Profit</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>04 / 10 / 14</td> <td>\$ 10.02</td> <td>Staff Event</td> </tr> <tr> <td>12 / 02 / 14</td> <td>\$ 48.87</td> <td>Holiday Party</td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	04 / 10 / 14	\$ 10.02	Staff Event	12 / 02 / 14	\$ 48.87	Holiday Party	/ /	\$		<p>▶ NAME OF SOURCE (Not an Acronym) Personal Care Products Council ADDRESS (Business Address Acceptable) 1620 L Street, NW, Ste1200, Washington D.C. 20036 BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>06 / 01 / 14</td> <td>\$ 138.00</td> <td>Beauty Bag</td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	06 / 01 / 14	\$ 138.00	Beauty Bag	/ /	\$		/ /	\$	
DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)																							
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/ /	\$																								
/ /	\$																								
<p>▶ NAME OF SOURCE (Not an Acronym) California Foundation for Commerce & Education ADDRESS (Business Address Acceptable) 1215 K Street, Ste 1400 Sacramento CA 95814 BUSINESS ACTIVITY, IF ANY, OF SOURCE Non-Profit</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td>08 / 26 / 14</td> <td>\$ 234.72</td> <td>Luncheon held for the</td> </tr> <tr> <td> / / </td> <td>\$</td> <td>President of Mexico</td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	08 / 26 / 14	\$ 234.72	Luncheon held for the	/ /	\$	President of Mexico	/ /	\$		<p>▶ NAME OF SOURCE (Not an Acronym) ADDRESS (Business Address Acceptable) BUSINESS ACTIVITY, IF ANY, OF SOURCE</p> <table border="1"> <thead> <tr> <th>DATE (mm/dd/yy)</th> <th>VALUE</th> <th>DESCRIPTION OF GIFT(S)</th> </tr> </thead> <tbody> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> <tr> <td> / / </td> <td>\$</td> <td></td> </tr> </tbody> </table>	DATE (mm/dd/yy)	VALUE	DESCRIPTION OF GIFT(S)	/ /	\$		/ /	\$		/ /	\$	
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/ /	\$																								
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Comments: The California Protocol Foundation paid these expenses to eliminate the costs for taxpayers.

SCHEDULE E
Income – Gifts
Travel Payments, Advances,
and Reimbursements

CALIFORNIA FORM 700
<small>FAIR POLITICAL PRACTICES COMMISSION</small>
Name
Nancy E. McFadden

- Mark either the gift or Income box.
- Mark the "501(c)(3)" box for a travel payment received from a nonprofit 501(c)(3) organization or the "Speech" box if you made a speech or participated in a panel. These payments are not subject to the \$440 gift limit, but may result in a disqualifying conflict of interest.

<p>▶ NAME OF SOURCE (Not an Acronym) <u>Jewish Community Relations Council</u></p> <p>ADDRESS (Business Address Acceptable) <u>121 Steuart Street, #301</u></p> <p>CITY AND STATE <u>San Francisco, CA 94105</u></p> <p><input checked="" type="checkbox"/> 501 (c)(3) or DESCRIBE BUSINESS ACTIVITY, IF ANY, OF SOURCE <u></u></p> <p>DATE(S): <u>03/27/14</u> - <u>04/06/14</u> AMT: \$ <u>5,850.00</u> <small>(If gift)</small></p> <p>TYPE OF PAYMENT: (must check one) <input checked="" type="checkbox"/> Gift <input type="checkbox"/> Income</p> <p><input checked="" type="checkbox"/> Made a Speech/Participated in a Panel</p> <p><input type="checkbox"/> Other - Provide Description <u></u></p>	<p>▶ NAME OF SOURCE (Not an Acronym) <u>California Chamber of Commerce</u></p> <p>ADDRESS (Business Address Acceptable) <u>1215 K Street, Suite 1400,</u></p> <p>CITY AND STATE <u>Sacramento, CA 95814</u></p> <p><input checked="" type="checkbox"/> 501 (c)(3) or DESCRIBE BUSINESS ACTIVITY, IF ANY, OF SOURCE <u>not-for-profit business advocate and human resource</u></p> <p>DATE(S): <u>11/11/14</u> - <u>11/12/14</u> AMT: \$ <u>999.42</u> <small>(If gift)</small></p> <p>TYPE OF PAYMENT: (must check one) <input checked="" type="checkbox"/> Gift <input type="checkbox"/> Income</p> <p><input checked="" type="checkbox"/> Made a Speech/Participated in a Panel</p> <p><input type="checkbox"/> Other - Provide Description <u></u></p>
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Comments:

EX-10.18 2 dex1018.htm SEPARATION AGREEMENT BETWEEN PG&E CORPORATION AND NANCY E. MCFADDEN

Exhibit 10.18

THE TERMS AND CONDITIONS OF THIS AGREEMENT ARE PURSUANT TO THE PG&E COMPANY OFFICER SEVERANCE PLAN, ADOPTED BY THE NOMINATING, COMPENSATION, AND GOVERNANCE COMMITTEE OF PG&E COMPANY, AND ARE NOT SUBJECT TO NEGOTIATION.

SEPARATION AGREEMENT

This Separation Agreement ("Agreement") is made and entered into by and between Nancy McFadden and Pacific Gas and Electric Company (the "Company" or "PG&E") (collectively the "Parties") and sets forth the terms and conditions of Ms. McFadden's separation from employment with the Company. The "Effective Date" of this Agreement is defined in paragraph 18(a).

1. **Resignation.** Effective the close of business on December 31, 2010 (for purposes of this Agreement, the "Date of Resignation"), Ms. McFadden will resign from her position as Senior Vice President and Special Advisor of Pacific Gas and Electric Company. Ms. McFadden shall have until February 13, 2011, to accept this Agreement by submitting a signed copy to the Company. Regardless of whether Ms. McFadden accepts this Agreement, on the Date of Resignation, she will be paid all salary or wages and vacation accrued, unpaid and owed to her as of that date, she will remain entitled to any other benefits to which she is otherwise entitled under the provisions of the Company's plans and programs, and she will receive notice of the right to continue her existing health-insurance coverage pursuant to COBRA.

The benefits set forth in paragraph 2 below are conditioned upon Ms. McFadden's acceptance of this Agreement.

2. **Separation benefits.** Even though Ms. McFadden is not otherwise entitled to them, in consideration of her acceptance of this Agreement, the Company will provide to Ms. McFadden the following separation benefits:

a. **Severance payment.** Under the terms of the PG&E Company Officer Severance Policy, Ms. McFadden's severance payment amount is \$1,040,400. (ONE MILLION FORTY THOUSAND FOUR HUNDRED DOLLARS). On the Effective Date of this Agreement as set forth in paragraph 18(a) below, the Company will make the severance payment, less applicable withholdings and deductions to Ms. McFadden.

b. **Stock.** Upon the Date of Resignation, but conditioned on the occurrence of the Effective Date of this Agreement as set forth in paragraph 18(a) below, all unvested restricted stock grants, and performance share grants provided to Ms. McFadden under PG&E Company's 2006 Long-Term Incentive Plan shall continue to vest, terminate, or be canceled as provided under the terms of their respective plans or program, as modified by the PG&E Company Officer Severance Policy in effect at the time this Agreement is signed by Ms. McFadden. The payment and withdrawal of Ms. McFadden's restricted stock grants, restricted stock unit grants, and performance share grants shall be as provided under the terms of their respective plans or program, as modified by the PG&E

Company Officer Severance Policy in effect at the time this Agreement is signed by Ms. McFadden.

-1-

c. **Career transition services.** For a maximum period of one year following the Date of Resignation, the Company will provide Ms. McFadden with executive career transition services from the firm of Torchiana, Mastrov & Sapiro, Inc., in accordance with the contract between the Company and Torchiana, Mastrov & Sapiro, Inc. Ms. McFadden's entitlement to services under this Agreement will terminate when she becomes employed, either by another employer or through self-employment other than consulting with the Company. If Ms. McFadden becomes employed, she will promptly notify PG&E Company's Human Resources Officer to enable the Company to end the provision of services to her by Torchiana, Mastrov & Sapiro, Inc.

d. **Payment of COBRA premiums.** If Ms. McFadden elects and is otherwise eligible to continue her existing health-insurance coverage pursuant to COBRA, the Company will pay her monthly COBRA premiums for the eighteen-month period commencing the first full month after the Date of Resignation and until and unless Ms. McFadden becomes covered under the health-insurance plan of another employer or through self-employment. Ms. McFadden will promptly notify the PG&E Company's Human Resources Officer if she becomes employed within that period.

3. **Defense and indemnification in third-party claims.** The Company and/or its parent, affiliate, or subsidiary will provide Ms. McFadden with legal representation and indemnification protection in any legal proceeding in which she is a party or is threatened to be made a party by reason of the fact that she is or was an employee or officer of the Company and/or its parent, affiliate or subsidiary, in accordance with the terms of the resolution of the Board of Directors of PG&E Company dated December 18, 1996.

4. **Cooperation with legal proceedings.** Ms. McFadden will, upon reasonable notice, furnish information and proper assistance to the Company and/or its parent, affiliate or subsidiary (including truthful testimony and document production) as may reasonably be required by them or any of them in connection with any legal, administrative or regulatory proceeding in which they or any of them is, or may become, a party, or in connection with any filing or similar obligation imposed by any taxing, administrative or regulatory authority having jurisdiction, provided, however, that the Company and/or its parent, affiliate or subsidiary will pay all reasonable expenses incurred by Ms. McFadden in complying with this paragraph.

5. **Release of claims and covenant not to sue.**

a. In consideration of the separation benefits and other benefits the Company is providing under this Agreement, Ms. McFadden, on behalf of herself and her representatives, agents, heirs and assigns, waives, releases, discharges and promises never to assert any and all claims, liabilities or obligations of every kind and nature, whether known or unknown, suspected or unsuspected that she ever had, now has or might have as of the Effective Date against the Company or its predecessors, parent, affiliates, subsidiaries, shareholders, owners, directors, officers, employees, agents, attorneys, successors, or assigns. These released claims include, without limitation, any claims arising from or related to Ms. McFadden's employment with the Company, its parent or any of its affiliates and subsidiaries, and the termination of that employment. These released claims also specifically include, but are not limited, any claims

arising under any federal, state and local statutory or common law, such as (as amended and as applicable) Title VII of the Civil Rights Act, the Age Discrimination in Employment Act, the Americans With Disabilities Act, the Employee Retirement Income Security Act, the California Fair Employment and Housing Act, the California Labor Code, any other federal, state or local law governing the terms and conditions of employment or the termination of employment, and the law of contract and tort; and any claim for attorneys' fees.

b. Ms. McFadden acknowledges that there may exist facts or claims in addition to or different from those which are now known or believed by her to exist. Nonetheless, this Agreement extends to all claims of every nature and kind whatsoever, whether known or unknown, suspected or unsuspected, past or present, and Ms. McFadden specifically waives all rights under Section 1542 of the California Civil Code which provides that:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN TO HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

c. With respect to the claims released in the preceding paragraphs, Ms. McFadden will not initiate or maintain any legal or administrative action or proceeding of any kind against the Company or its predecessors, parent, affiliates, subsidiaries, shareholders, owners, directors, officers, employees, agents, attorneys, successors, or assigns, for the purpose of obtaining any personal relief, nor (except as otherwise required or permitted by law) assist or participate in any such proceedings, including any proceedings brought by any third parties.

6. **Re-employment.** Ms. McFadden will not seek any future re-employment with the Company, its parent or any of its subsidiaries or affiliates. This paragraph will not, however, preclude Ms. McFadden from accepting an offer of future employment from the Company, its parent or any of its subsidiaries or affiliates.

7. **Non-disclosure.**

a. Ms. McFadden will not disclose, publicize, or circulate to anyone in whole or in part, any information concerning the existence, terms, and/or conditions of this Agreement without the express written consent of the PG&E Company's Chief Legal Officer unless otherwise required or permitted by law. Notwithstanding the preceding sentence, Ms. McFadden may disclose the terms and conditions of this Agreement to her family members, and any attorneys or tax advisors, if any, to whom there is a *bona fide* need for disclosure in order for them to render professional services to him, provided that the person first agrees to keep the information confidential and not to make any disclosure of the terms and conditions of this Agreement unless otherwise required or permitted by law.

b. Ms. McFadden will not use, disclose, publicize, or circulate any confidential or proprietary information concerning the Company or its subsidiaries or affiliates, which has come to her attention during her employment with the Company, unless doing so is expressly authorized in writing by the PG&E Company's Chief Legal Officer, or is otherwise required or permitted by law. Before making any legally-required or permitted disclosure, Ms. McFadden will give the Company notice at least ten (10) business days in advance.

8. **Non-Disparagement.** Ms. McFadden agrees to refrain from performing any act, engaging in any conduct or course of action or making or publishing any statements, claims, allegations or assertions, which have or may reasonably have the effect of demeaning the name or business reputation of the Company, or any of its parent companies, subsidiaries or affiliates, or any of their respective employees, officers, directors, agents or advisors in their capacities as such or which adversely affects (or may reasonably be expected adversely to affect) the best interests (economic or otherwise) of any of them. The Company agrees to refrain from performing any act, engaging in any conduct or course of action or making or publishing any statements, claims, allegations or assertions in any print, electronic or television media or in investor conference calls or webcasts, which have or may reasonably have the effect of demeaning the name or business reputation of Ms. McFadden. The Company further agrees to instruct its officers, (in each case, while such person remains an officer of the Company) to comply with the Company's obligations under this paragraph. In the event the Company's Chief Legal Officer or Head of Human Resources acquires actual knowledge that a violation of the Company's obligations under this paragraph 8 has occurred, the Company shall take reasonable action to reprimand and further discourage such behavior in violation of this paragraph 8. Each Party agrees that nothing in this paragraph 8 shall preclude the other Party from fulfilling any duty or obligation that she or it may have at law, from responding to any subpoena or official inquiry from any court or government agency, including providing truthful testimony, documents subpoenaed or requested or otherwise cooperating in good faith with any proceeding or investigation, or from taking any reasonable actions to enforce such party's rights under this Agreement in accordance with the dispute resolution provisions specified in paragraph 15 hereof. Each Party shall continue to comply with its or her obligations under this Paragraph 8 regardless of any alleged breach by the other Party of its or her agreements contained in this paragraph 8 unless and until there has been a final determination by a court or an arbitration panel that the other Party has breached its or her obligations under this paragraph.

9. **No unfair competition.**

a. Ms. McFadden will not engage in any unfair competition against the Company, its parent or any of its subsidiaries or affiliates.

b. For a period of one year after the Effective Date, Ms. McFadden will not, directly or indirectly, solicit or contact for the purpose of diverting or taking away or attempt to solicit or contact for the purpose of diverting or taking away:

-
- (1) any existing customer of the Company or its parent, affiliates or subsidiaries;
 - (2) any prospective customer of the Company or its parent, affiliates or subsidiaries about whom Ms. McFadden acquired information as a result of any solicitation efforts by the Company or its parent, affiliates or subsidiaries, or by the prospective customer, during Ms. McFadden's employment with the Company;
 - (3) any existing vendor of the Company or its parent, affiliates or subsidiaries;
 - (4) any prospective vendor of the Company or its parent, affiliates or subsidiaries, about whom Ms. McFadden acquired information as a result of any solicitation efforts by the Company or its parent, affiliates or subsidiaries, or by the prospective vendor, during Ms. McFadden's employment with the Company;
 - (5) any existing employee, agent or consultant of the Company or its parent, affiliates or subsidiaries, to terminate or otherwise alter the person's or entity's employment, agency or consultant relationship with the Company or its parent, affiliates or subsidiaries; or
 - (6) any existing employee, agent or consultant of the Company or its parent, affiliates or subsidiaries, to work in any capacity for or on behalf of any person, company or other business enterprise that is in competition with the Company or its parent, affiliates or subsidiaries.

10. **Material breach by Employee.** In the event that Ms. McFadden breaches any material provision of this Agreement, including but not necessarily limited to paragraphs 4, 5, 6, 7, 8 and/or 9, the Company will have no further obligation to pay or provide to her any unpaid amounts or benefits specified in this Agreement and will be entitled to immediate return of any and all amounts or benefits previously paid or provided to her under this Agreement and to recalculate any future pension benefit entitlement without the additional credited age she received or would have received under this Agreement. Despite any breach by Ms. McFadden, her other duties and obligations under this Agreement, including her waivers and releases, will remain in full force and effect. In the event of a breach or threatened breach by Ms. McFadden of any of the provisions in paragraphs 4, 5, 6, 7, 8, and/or 9, the Company will, in addition to any other remedies provided in this Agreement, be entitled to equitable and/or injunctive relief and,

because the damages for such a breach or threatened breach will be difficult to determine and will not provide a full and adequate remedy, the Company will also be entitled to specific performance by Ms. McFadden of her obligations under paragraphs 4, 5, 6, 7, 8, and/or 9. Pursuant to paragraph 15, and except as otherwise prohibited or limited by law, Ms. McFadden will also be liable for any litigation costs and expenses that the Company incurs in successfully seeking enforcement of its rights under this Agreement, including reasonable attorney's fees.

11. **Material breach by the Company.** Ms. McFadden will be entitled to recover actual damages in the event of any material breach of this Agreement by the Company, including any unexcused late or non-payment of any amounts owed under this Agreement, or any unexcused failure to provide any other benefits specified in this Agreement. In the event of a breach or threatened breach by the Company of any of its material obligations to him under this Agreement, Ms. McFadden will be entitled to seek, in addition to any other remedies provided in this Agreement, specific performance of the Company's obligations and any other applicable equitable or injunctive relief. Pursuant to paragraph 15, and except as prohibited or limited by law, the Company will also be liable for any litigation costs and expenses that Ms. McFadden incurs in successfully seeking enforcement of her rights under this Agreement, including reasonable attorney's fees. Despite any breach by the Company, its other duties and obligations under this Agreement will remain in full force and effect.

12. **No admission of liability.** This Agreement is not, and will not be considered, an admission of liability or of a violation of any applicable contract, law, rule, regulation, or order of any kind.

13. **Complete agreement.** This Agreement sets forth the entire agreement between the Parties pertaining to the subject matter of this Agreement and fully supersedes any prior or contemporaneous negotiations, representations, agreements, or understandings between the Parties with respect to any such matters, whether written or oral (including any that would have provided Ms. McFadden with any different severance arrangements). The Parties acknowledge that they have not relied on any promise, representation or warranty, express or implied, not contained in this Agreement. Parole evidence will be inadmissible to show agreement by and among the Parties to any term or condition contrary to or in addition to the terms and conditions contained in this Agreement.

14. **Severability.** If any provision of this Agreement is determined to be invalid, void, or unenforceable, the remaining provisions will remain in full force and effect except that, should paragraphs 4, 5, 6, 7, 8 and/or 9 be held invalid, void or unenforceable, either jointly or separately, the Company will be entitled to rescind the Agreement and/or recover from Ms. McFadden any payments made and benefits provided to her under this Agreement.

15. **Arbitration.** With the exception of any request for specific performance, injunctive or other equitable relief, any dispute or controversy of any kind arising out of or related to this Agreement, Ms. McFadden's employment with the Company (or with the employing subsidiary), the separation of Ms. McFadden from that employment and from her positions as an officer and/or director of the Company or any subsidiary or affiliate, or any claims

for benefits, will be resolved exclusively by final and binding arbitration using a three-member arbitration panel in accordance with the Commercial Arbitration Rules of the American Arbitration Association currently in effect, provided, however, that in rendering their award, the arbitrators will be limited to accepting the position of Ms. McFadden or the Company. The only claims not covered by this paragraph are any non-waivable claims for benefits under workers' compensation or unemployment insurance laws, which will be resolved under those laws. Any arbitration pursuant to this paragraph will take place in San Francisco, California. The Parties may be represented by legal counsel at the arbitration but must bear their own fees for such representation in the first instance. The prevailing party in any dispute or controversy covered by this paragraph, or with respect to any request for specific performance, injunctive or other equitable relief, will be entitled to recover, in addition to any other available remedies specified in this Agreement, all litigation expenses and costs, including any arbitrator, administrative or filing fees and reasonable attorneys' fees, except as prohibited or limited by law. The Parties specifically waive any right to a jury trial on any dispute or controversy covered by this paragraph. Judgment may be entered on the arbitrators' award in any court of competent jurisdiction. Subject to the arbitration provisions of this paragraph, the sole jurisdiction and venue for any action related to the subject matter of this Agreement will be the California state and federal courts having within their jurisdiction the location of the Company's principal place of business in California at the time of such action, and both Parties thereby consent to the jurisdiction of such courts for any such action.

16. **Governing law.** This Agreement will be governed by and construed under the laws of the United States and, to the extent not preempted by such laws, by the laws of the State of California, without regard to their conflicts of laws provisions.

17. **No waiver.** The failure of either Party to exercise or enforce, at any time, or for any period of time, any of the provisions of this Agreement will not be construed as a waiver of that provision, or any portion of that provision, and will in no way affect that party's right to exercise or enforce such provisions. No waiver or default of any provision of this Agreement will be deemed to be a waiver of any succeeding breach of the same or any other provisions of this Agreement.

18. **Acceptance of Agreement.**

a. Ms. McFadden was provided over 21 days to consider and accept the terms of this Agreement and was advised to consult with an attorney about the Agreement before signing it. The provisions of the Agreement are, however, not subject to negotiation. After signing the Agreement, Ms. McFadden will have an additional seven (7) days in which to revoke in writing acceptance of this Agreement. To revoke, Ms. McFadden will submit a signed statement to that effect to PG&E Company's Chief Legal Officer before the close of business on the seventh day. If Ms. McFadden does not submit a timely revocation, the Effective Date of this Agreement will be February 23.

b. Ms. McFadden acknowledges reading and understanding the contents of this Agreement, being afforded the opportunity to review carefully this Agreement with an attorney of her choice, not relying on any oral or written representation not contained in this Agreement, signing this Agreement knowingly and voluntarily, and, after the Effective Date of this Agreement, being bound by all of its provisions.

Dated: _____

PACIFIC GAS AND ELECTRIC COMPANY

By: _____

Dated: _____

NANCY MCFADDEN

-8-



From: Cherry, Brian K
Sent: 1/18/2011 3:01:04 PM
To: 'Khosrowjah, Sepideh' (sepideh.khosrowjah@cpuc.ca.gov)
Cc:
Bcc:
Subject: RE: DRA Director

Typically, support letters from the utilities are the kiss of death for appointments. We never do it for Commissioner appointments. Instead, we go the back door route. I'd be happy to do that with Nancy, but I'm not sure a letter would be advantageous to you given the mess around San Bruno, et al. Your choice.

-----Original Message-----

From: Khosrowjah, Sepideh [<mailto:sepideh.khosrowjah@cpuc.ca.gov>]
Sent: Tuesday, January 18, 2011 2:46 PM
To: Cherry, Brian K
Subject: DRA Director

Hi Brian,

Based on our last week's conversation, can I consider you as a person who would support my appointment? In case, the answer is yes, can I ask you for a support letter? If you would like to talk more please let me know.
Sepideh

(Sent via email on January 20, 2016)

January 20, 2016

Public Records Act Request
Governor's Office
Attention: Sara Curtis, Legal Department

Pursuant to California Government Code § 6253(b) of the Public Records Act, and SEC. 3 Art. 1 of the California Constitution, Consumer Watchdog requests copies of the records described below:

- Written evidence of Executive Secretary Nancy McFadden's recusal from any discussions, deliberations, or decisions in the Governor's Office on matters to do with utilities. This recusal would cover Pacific Gas & Electric, where Ms. McFadden was a top executive before joining Governor Brown's staff, as well as Southern California Edison, Southern California Gas, and San Diego Gas & Electric.
- Written evidence (including, but not limited to, memos, meeting notes, and emails) of any decisions taken by any member of the Governor's staff on the recusal of Nancy McFadden from utility discussions, deliberations, or decisions.
- Written evidence of all contacts with the utilities themselves, (including, but not limited to, telephone conversation notes, memos, emails, and meetings noted in daily diaries of her own or that of any other staff member to which she was invited).
- Written evidence of recusal, or of contact (including, but not limited to emails, memos, hand-written notes, daily diary entries of Nancy McFadden's or any other person working in the Governor's Office, including Governor Jerry Brown) on any specific matters to do with, related to, or including but not limited to PG&E's San Bruno explosion, the closure of Southern California Edison's San Onofre nuclear-powered generating plant, and Southern California Gas's leak at Porter Ranch. Ms. McFadden should have an official record of her recusal from all the matters above.

Consumer Watchdog requests these records in an electronic format such as a Portable Document Format ("PDF") or Microsoft Word document.

Any records withheld from production for inspection should be separately identified, and should be accompanied by the claimed justification for withholding those records as required by Government Code section 6255. The justification should state the nature of the record withheld, the specific exemption under which the record is being withheld, and provide an explanation of why the public interest is served by withholding withheld, and

provide an explanation of why the public interest is served by withholding the record. We reserve the right to appeal the Governor's Office's decision to withhold any materials.

Should you contend that a portion of a particular record is exempt from disclosure due to confidentiality, we also request pursuant to Government Code section 6253(a) that the exempt portion be redacted and the remaining portion be produced for inspection.

Consumer Watchdog is prepared to pay reasonable search and duplication fees in connection with this request. However, agencies have discretion to waive fees in order to provide greater access to public records pursuant to Government Code section 6253(e). (See *North Co. Parents Org. v. California Dept. of Educ.* (1994) 23 Cal.App.4th 144, 148.) As the information that is the subject of this request is of primary benefit to the public regarding how taxpayer dollars are being spent by public agencies, we ask that the Governor's Office waive all search and duplication fees.

Consistent with Government Code section 6253(c), we expect to hear from the Governor's Office within ten days. If you have any questions concerning the scope of this Public Records Act request, please contact me at (310) 392-7931 or email me at liza@consumerwatchdog.org

Thank you.

Respectfully submitted,
Liza Tucker, Consumer Advocate
CONSUMER WATCHDOG



OFFICE OF THE GOVERNOR

February 1, 2016

Via email

Ms. Lisa Tucker
Consumer Watchdog
liza@consumerwatchdog.org

RE: Public Records Act Request

Dear Ms. Tucker:

This letter responds to your January 20, 2016, letter requesting the following records: (1) written evidence of Executive Secretary Nancy McFadden's recusal "from any discussions, deliberations, or decisions in the Governor's Office on matters to do with utilities;" (2) written evidence of Ms. McFadden's recusal taken by a member of the Governor's Staff; (3) written evidence of contacts with utilities; (4) written evidence of recusal or contact regarding "PG&E's San Bruno explosion, the closure of Southern California Edison's San Onofre nuclear-powered generating plant, and Southern California Gas's leak at Porter Ranch."

With regard to your request for written evidence of recusal (Items 1, 2, and 4), we have no records responsive to your request. We must point out, however, that we disagree with your assertion that "Ms. McFadden should have an official record of her recusal." (See Gov. Code, § 87105, subd. (a) [listing officials required to publicly identify a conflict and recuse themselves on the record].)

With respect to the other records requested in Items 3 and 4, correspondence to or from any utility is exempt from disclosure under Government Code section 6254, subdivision (f). With respect to calendar entries or notes regarding them, these records are likewise exempt. (See *Times Mirror Co. v. Super. Ct.* (1991) 53 Cal.3d 1325; Gov. Code, § 6255.)

Sincerely,

A handwritten signature in dark ink, appearing to read "Daniel J. Calabretta".

DANIEL J. CALABRETTA
Deputy Legal Affairs Secretary

GOVERNOR EDMUND G. BROWN JR. • SACRAMENTO, CALIFORNIA 95814 • (916) 445-2841



California Black Chamber of Commerce
"Dedicated to Economic Development"



May 3, 2012

The Honorable Steven Bradford
State Capitol, Room 5136
Sacramento, CA 95814

RE: AB 2514 (Bradford) -- Support

Dear Assembly Member Bradford:

The California Black Chamber of Commerce is pleased to support AB 2514 (Bradford), which would require the commission to complete a study by June 30, 2013, to determine the extent to which each class of ratepayers and each region of the state receiving service under the net energy metering tariff is paying the full costs of the services provided to them by electrical corporations, and, the extent to which those customers pay their share of the costs of public purpose programs, as well as the benefits of net energy metering.

In 1996 the Legislature established the net energy metering program to encourage the adoption of customer-owned rooftop solar energy. Since that time, there have been several debates and changes to the rooftop solar program, and every move has been designed to fuel the growth of rooftop systems. Now we have reached a point where the unintended consequences are becoming bigger problems and burdens for people who do not have rooftop solar because they do not own their own home, are unable to afford a rooftop solar system, or do not have the necessary credit score to qualify for a leased system. It has come to our attention that one of the consequences of the current net energy metering structure is that rooftop solar owners are now able to avoid paying for the utility system that is used to keep the lights on every day and night. Those avoided costs are shifted to other ratepayers. We have seen estimates that the cost shift for each of the three investor-owned utilities is in the millions each year. Across all three investor-owned utility service areas, our understanding is that an estimated \$144 million dollars is being shifted to the bills of customers who do not have rooftop solar.

It is imperative that we establish what the true and accurate costs and benefits are, related to this rooftop solar discussion. Having the facts generated by completing a study is essential to finding a compromise that allows for the rooftop solar program to continue growing, and more importantly, to be sustainable long into the future.

Communities of color throughout the state are missing out on this solar explosion, yet the customers in these communities are paying via the cost shift. Solar will certainly play a significant role in the state's energy future, but there must be a solid plan in place to ensure that the growth of the industry is not a benefit for some and a burden for the rest.



California Black Chamber of Commerce
"Dedicated to Economic Development"



AB 2514 directs the CPUC to conduct a study that will provide the true costs and benefits related to the current net energy metering structure. Such a study is needed so there can be a meaningful discussion about any needed reforms to net energy metering. We believe that an honest and thorough discussion of ratepayer impacts needs to occur before any proposal to increase the size of the current net energy metering program can even be responsibly entertained – whether such a proposal is debated in the Legislature or at the CPUC.

For these reasons, the CA Black Chamber of Commerce **supports** AB 2514.

Sincerely,

Aubry L. Stone
President/CEO

cc: Members, Assembly Appropriations Committee
Ms. Sue Kateley, Office of Asm. Bradford
Mr. Geoff Long, Consultant, Assembly Appropriations Committee
Mr. Mike Peevey, President, CPUC
Ms. Nancy McFadden, Executive Secretary, Office of Governor Brown

DOUGLASS & LIDDELLAN ASSOCIATION OF
PROFESSIONAL CORPORATIONS2928 2ND AVENUE

SAN DIEGO, CALIFORNIA 92103

telephone 619.993.9096

facsimile 619.296.4662

Email liddell@energyattorney.com

Daniel W. Douglass, A.P.C.
21700 Oxnard Street, Suite 1030
Woodland Hills, California 91367
Telephone 818.961.3001
Facsimile 818.961.3004

Gregory S.G. Klatt – Of Counsel
411 E. Huntington Drive, Suite 107-356
Arcadia, California 91007
Telephone 818.961.3002
Facsimile 818.961.3004

January 20, 2012

VIA MESSENGER

Assigned Commissioner Ferron
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, California 94102

Re: **R.11-05-005 - Proposed SB 32 Feed-in Tariff Implementation**

Dear Commissioner Ferron:

The undersigned join in urging the Commission to identify an alternate mechanism for determining the price of the Feed-in-Tariff (“FiT”) required by P.U. Code § 399.20, (or SB 32) for projects up to 3 MWs that has been proposed by the Commission’s staff. This proposal, which is the only proposal that staff has opened for discussion, would use the Renewable Auction Mechanism (“RAM”) adopted for Renewables Portfolio Standard (“RPS”) eligible projects up to 20 MWs in size. Instead of proceeding on the current course, the Assigned Commissioner should grant the Joint Motion that was filed by the undersigned in response to suggestions by Energy Division and other appropriate Commission staff in December 2011 (“Joint Motion”).¹ While the RAM may be an appropriate mechanism for some RPS projects, it is not suitable or compliant with the statutory requirements for a *FiT*. Section 399.20 requires a true *administratively determined* FiT offered on a first-come-first-served basis. If the Commission adopts the Staff Proposal, it would utterly defeat the purpose of SB 32.

The Commission is already on record in declaring that RAM fundamentally differs from a FiT since RAM “relies on market-based pricing, utilizes project viability screens, and selects projects based on least cost *rather than* on a first-come first-served basis at an administratively determined price.” Parties have provided source data and proposals as a basis for deriving prices by using both renewable and non-renewable base prices and adjustments to reflect the avoided cost and value to ratepayers of attributes that must be taken into account by the Commission. There is also nothing preventing the Commission from using available data and accepted analytical methods to set FiT prices that are differentiated by technology type and project size, pursuant to guidance by the Federal Regulatory Energy Commission (“FERC”) for avoided cost prices adopted in compliance with state law.

¹ The Joint Motion filed by the undersigned is located at <http://docs.cpuc.ca.gov/eFile/MOTION/155924.pdf>

DOUGLASS & LIDDELL
AN ASSOCIATION OF
 PROFESSIONAL CORPORATIONS

Assigned Commissioner Ferron
 California Public Utilities Commission
 January 20, 2012
 Page 2

In fact, the RAM-based Staff Proposal inexplicably fails to address P.U. Code §399.20(d)(1), which expressly requires FIT pricing to take account of "all current and anticipated environmental compliance costs including, but not limited to, mitigation of emissions of greenhouse gases and air pollution offsets associated with the operation of new generating facilities in the local air pollution control or air quality management district where the electric generation facility is located." This essential fact alone is a fatal flaw in the Staff Proposal as a matter of law and good public policy.

There are also basic practical flaws in trying to force use of the RAM model down to 3 MW and below. First, the premise that a price-only RAM auction open to projects up to 20 MW is the most relevant market segment for pricing SB 32 compliant base load renewable resources is incorrect. The most relevant market segment for pricing SB 32-compliant renewable generation is the market for similar-sized resources for specific generation output categories. Second, the results from the RAM auction in November have not been announced, and consequently there is no basis for determining whether the bids in the RAM process will even resemble a relevant renewable market segment for pricing FiT resources in the RPS.

At this point, the undersigned urgently request the Commission to forestall the issuance of any Proposed Decision based on or adopting the Staff Proposal in its current form. Instead, the Commission should direct the Staff to prepare an *Alternate Proposal* for consideration in a workshop that offers a FiT based on administratively determined, avoided cost pricing consistent with all requirements of Section 399.20. There have been claims filed by parties in response to the Joint Motion that the approach articulated in the Alternate Proposal has already been considered. This is not true. It will be through the workshop requested in the Joint Motion, not by passing reference to alternatives to the RAM that the Commission should determine the merits and legality of the correct approach to implementing SB 32. The Commission must, as a matter of sound public policy and procedure, consider the full range of options.

Thank you for your consideration of our concerns.

Sincerely,

CENTER FOR ENERGY EFFICIENCY AND AGPOWER GROUP, LLC
 RENEWABLE TECHNOLOGIES

By: /s/
 SARA STECK MYERS

By: 
 DONALD C. LIDDELL

Title: COUNSEL

Title: COUNSEL

DOUGLASS & LIDDELLAN ASSOCIATION OF
PROFESSIONAL CORPORATIONS

Assigned Commissioner Ferron
 California Public Utilities Commission
 January 20, 2012
 Page 3

SUSTAINABLE CONSERVATION

BY: /s/
 JODY LONDON

TITLE: CONSULTANT

GREEN POWER INSTITUTE

BY: /s/
 GREGG MORRIS

TITLE: _____

FLEXENERGY, INC.

BY: /s/
 MICHAEL LEVIN

TITLE: DIRECTOR, GOVERNMENT AFFAIRS

**AGRICULTURAL ENERGY CONSUMERS
ASSOCIATION**

BY: /s/
 ANN L. TROWBRIDGE

TITLE: COUNSEL

**CALIFORNIA WASTEWATER CLIMATE
CHANGE GROUP**

BY: /s/
 ZEYNEP ERDAL

TITLE: PROGRAM MANAGER

FUEL CELL ENERGY, INC.

BY: /s/
 TRACY REID

TITLE: VICE PRESIDENT WESTERN REGION

cc: All parties on service list for Docket No. R.11-05-005
 The Honorable Michael R. Peevey, President
 The Honorable Timothy Alan Simon, Commissioner
 The Honorable Catherine J. K. Sandoval, Commissioner
 The Honorable Michael Peter Florio, Commissioner
 Ed Randolph, CPUC, Energy Division Director
 Nancy McFadden, Governor's Office, Appointments and Policy
 Karen Ross, Secretary of the California Department of Food and Agriculture
 Julia Levin, California Natural Resource Agency, Deputy Secretary for Climate Change