

SOUTHERN CALIFORNIA EDISON COMPANY
CHARTER FOR THE FINANCE, OPERATIONS AND SAFETY OVERSIGHT
COMMITTEE OF THE
BOARD OF DIRECTORS

Adopted by the Board of Directors

December 8, 2016

ARTICLE I – COMPOSITION OF THE COMMITTEE AND SUBCOMMITTEES

Section 1. Size of the Committee.

The Finance, Operations and Safety Oversight Committee ("Committee") of the Board of Directors ("Board") of Southern California Edison Company ("Company") shall consist of not less than two members of the Board.

Section 2. Nomination and Appointment of Members.

Each Committee member shall be appointed by the Board and shall serve until a successor shall be appointed by the Board. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall be either filled by the Board or, at the Board's discretion, left unfilled, provided that in no event shall the Committee consist of less than two members.

Section 3. Committee Chair.

The Board shall designate one of the Committee members as chair ("Chair") who shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

Section 4. Subcommittees.

The Board may form Subcommittees for any purpose and may delegate to such Subcommittees such power and authority as the Board deems appropriate; provided however; that a Subcommittee shall consist of at least two members of the Committee and that the Board shall not delegate any power or authority required by any law, regulation or stock exchange listing standard to be exercised by the Board as a whole. Each subcommittee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor is appointed. In the event any member of any Subcommittee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided in no event shall any Subcommittee consist of less than two members. The Board shall determine the chair of the Subcommittees.

ARTICLE II – MEETINGS AND OTHER ACTIONS

Section 1. Meeting Times, Agendas and Quorum.

The Committee shall hold meetings on a regularly scheduled basis and as necessary. Meetings shall be scheduled at the direction of the Chair, or as requested by one-half of the members of the Committee. One-third of the members of the Committee shall constitute a quorum for the transaction of business, provided that in no event shall a quorum be less than two members.

Section 2. Meeting Minutes.

The Company's Secretary shall keep, or appoint an appropriate employee of the Company to keep, regular minutes of all Committee proceedings. The minutes of each meeting shall be reviewed and approved by legal counsel and the Chair. The approved minutes shall become a permanent corporate record maintained by the Company's Secretary.

Section 3. Authority of the Committee.

Unless otherwise provided in this Charter, the meetings and any other actions of the Committee shall be governed by the provisions of Article III of the Bylaws of the Company applicable to meetings and actions of the Board, and the Committee shall have all of the authority of the Board in fulfilling its duties and responsibilities except as limited by said Article III of the Bylaws of the Company. Any matter which requires approval of the Committee may be approved by the Board in lieu of Committee approval.

**ARTICLE III – FINANCE, OPERATIONS & SAFETY OVERSIGHT COMMITTEE
RESPONSIBILITIES**

Section 1. Duties and Responsibilities.

The Committee shall have the following duties and responsibilities:

1. Review and monitor actual capital spending as compared to the most recent annual capital spending budget approved by the Board (the “Annual Capital Budget”), including the status of capital spending on all projects with a total expected cost in excess of \$250 million. The Committee shall receive periodic post-completion reports from management on major capital projects, including an initial review of project execution performance after project completion and a review of project business performance within 24-36 months after commissioning.
2. If the total capital spending in a fiscal year is projected to be less than 80% of the amount set forth in the Annual Capital Budget, the variance will be reviewed with the Committee. Capital spending in a fiscal year of more than 105% of the amount set forth in the Annual Capital Budget requires Committee approval. If capital spending on projects identified in the Annual Capital Budget with a total expected cost in excess of \$250 million is expected to change by more than 10% of the initial or most recently approved projected total cost or \$50 million (whichever is less), the variance will be reviewed with the Committee. A variance of more than 20% of the initial or most recently approved projected total cost or \$100 million (whichever is less) requires Committee approval.

3. Approve capital spending on capital projects with total expected costs in excess of \$250 million which are not included in the Annual Capital Budget.
4. Monitor safety and operational and service excellence performance metrics and significant developments relating to safety, security, reliability and affordability, specifically including performance and developments in the areas of cybersecurity, business resiliency and emergency response, and the availability of appropriate resources to achieve objectives in these areas.
5. Review at least annually the sources and uses of funds of the Company.
6. Review any material changes in the credit ratings of the Company.
7. Review at least annually the trust investments of the Company.
8. Exercise the authority of the Board to authorize the Company to enter into Financing Transactions, redeem or repurchase Outstanding Securities and undertake all actions related thereto, including without limitation executing agreements and other documents and filing registration statements, listing applications and other documents with regulatory authorities. “Financing Transactions” means the offering, issuance, sale, and delivery of securities (including without limitation first and refunding mortgage bonds, pollution control bonds, notes, debentures, debt securities, preferred and preference stock, other preferred securities, depositary shares, related guaranties, and other similar instruments and obligations) and entering into loan, lease, revolving credit, commercial paper, letter of credit and other credit facilities. “Outstanding Securities” means first and refunding mortgage bonds, notes, debentures or other debt securities of the Company, or pollution control bonds issued on behalf of the company, and preferred and preference stock.
9. Perform such additional functions as the Committee determines are necessary or prudent to fulfill the Committee's duties and responsibilities.