

January 29, 2021

VIA e-mail: shareholderproposals@sec.gov

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N. E.
Washington D.C. 20549
Via email: shareholderproposals@sec.gov

Re: Sempra Energy Corporation's Request to Exclude Shareholder Proposal of As You Sow and Calvert Research and Management Regarding Lobbying Alignment with the Paris Climate Agreement

Ladies and Gentlemen:

The Putney School Inc Endowment Inv Mgr (S), John B & Linda C Mason Comm Prop (S), Calvert US Large-Cap Core Responsible Index Fund, and Bright Start College Savings Trust (the "Proponents") are beneficial owners of common stock of Sempra Energy Corporation ("Sempra" or the "Company"). As You Sow (representing Putney School Inc Endowment Inv Mgr (S) and John B & Linda C Mason Comm Prop (S)) and other proponents submitted a shareholder proposal (the "Proposal") to Sempra, asking that Sempra evaluate and issue a report describing if, and how, Sempra's direct and indirect lobbying activities align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

This letter responds to Sempra's letter to the Division dated December 30, 2020 (the "Company Letter"), arguing that the Proposal may be excluded from the Company's 2021 proxy materials pursuant to Rule 14a-8(i)(10) because it has been substantially implemented. As discussed below, because Sempra's disclosures fall far short of satisfying the Proposal's essential objective, the Proponents respectfully request that Sempra's request be denied.

A copy of this letter is being emailed concurrently to Elizabeth A. Ising, Gibson, Dunn & Crutcher LLP, counsel to Sempra.

Summary

The Proposal asks Sempra to issue a report describing if and how it is aligning its direct and indirect lobbying activities with the Paris Agreement's goal to limit temperature rise to 1.5 degrees Celsius, and what the Company will do to address and mitigate risks from misalignment.

Sempra claims that its existing disclosures substantially implement the Proposal. Yet, the Company's disclosures do not enable investors to understand how Sempra's lobbying and advocacy, especially in support of natural gas use, do or do not align with Paris goals and global efforts to transition toward net zero greenhouse gas emissions (GHG) by 2050 or earlier, nor do they enable investors to adequately understand how Sempra mitigates growing risks in instances

of apparent misalignment. Instead, Sempra's disclosures are misleading and not responsive to the request of the proposal. In particular:

- **Sempra's broad claims of alignment are false and misleading.** The Company claims its direct lobbying activities align with Paris. This claim is misleading, as multiple examples of Sempra's recent lobbying actions, particularly in California, have clearly opposed state and global climate goals, including goals seeking decarbonization trajectories on the pace and scale needed to realize the Paris goal of 1.5 degrees Celsius. Sempra's lobbying actions have been highlighted and called out by state energy watchdogs and federal legislators as undermining climate goals.
- **Sempra's direct lobbying evaluation is deficient.** The Company provides cherry-picked examples of how its direct lobbying activities support climate goals and leaves out discussion of examples where its direct lobbying activities do not support climate goals. The Proposal requests a comprehensive analysis of how Sempra's lobbying aligns with Paris and also how Sempra mitigates misalignment. By excluding high-profile examples of misaligned direct lobbying, Sempra's reporting falls short of meeting the Proposal's request for a comprehensive evaluation.
- **Sempra's trade association evaluation is deficient.** Similarly, the Company provides a limited response regarding how it mitigates risks of misalignment with its trade associations. It again excludes examples investors need to fully understand how Sempra assesses its lobbying through trade associations.

Sempra's conclusory assertions and limited examples do not provide shareholders with the analysis requested by the Proposal. Furthermore, the Company's new statement claiming its lobbying is in alignment with Paris goals is misleading and directly contradicted by its lobbying actions. Shareholders are asking for transparency on "if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment." This question has not been accurately or adequately answered by the Company. The Proposal is therefore not substantially implemented and not excludable pursuant to Rule 14a-8(i)(10).

THE PROPOSAL

Whereas: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous levels of global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2 3}

According to the most recent annual United Nations Environment Programme "Emissions Gap Report," critical gaps remain between national governments' climate commitments and the level

¹ <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

² <https://www.nature.com/articles/d41586-018-05219-5>

³ <https://www.nature.com/articles/s41467-020-18797-8/>

of action necessary to prevent catastrophic climate change.⁴

Companies have an important role to play in enabling policymakers to close these gaps. Corporate lobbying activities that seek to prevent climate-related laws and regulations present growing risk to investors. Delays in implementing the Paris Agreement's decarbonization goals increase the physical risks of climate change, pose systemic risk to economic stability, and introduce uncertainty and volatility into investor portfolios.

Investors believe that Paris-aligned climate lobbying, including lobbying by trade groups, helps to mitigate these risks and contributes positively to the long term value of investment portfolios. Over a dozen large European companies have reached agreements with investors regarding Paris aligned lobbying disclosure, and Shell, BP, and Total have published reports evaluating the positions their trade associations take on climate change.⁵

Investors currently lack sufficient information to understand how Sempra ensures its lobbying activities, both direct lobbying and indirect lobbying through trade associations, align with the Paris Agreement's goals, and what actions Sempra is taking to address any misalignments.

Unlike peers, Sempra has no net zero or long term climate targets. Instead, it continues to invest in greenhouse gas intensive natural gas assets,⁶ acknowledging this will cause its emissions to balloon (see p.36).⁷ While Sempra discloses how its trade associations align with its own views on climate change,⁸ current reporting does not disclose whether its lobbying is aligned with Paris goals, especially regarding natural gas use. Sempra's climate-related lobbying has already sparked concern. Subsidiary Southern California Gas Company (SoCalGas) is currently under investigation by the California Public Utilities Commission's (CPUC) Public Advocates Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

⁴ <https://www.unenvironment.org/resources/emissions-gap-report-2019>

⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>

⁸ <https://www.cdp.net/en>

⁹ <https://www.latimes.com/environment/story/2020-07-23/is-americas-biggest-gas-utility-fighting-climate-action-california-demands-answers>

¹⁰ <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>

¹¹ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive

Resolved: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra’s lobbying activities (direct and through trade associations) align with the Paris Agreement’s goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

BACKGROUND

Investors representing \$6.5 trillion in assets under management wrote letters in 2019¹³ and 2020¹⁴ calling on companies in the U.S. to align their lobbying with the Paris Agreement’s goals. Investor focus on corporate lobbying has grown considerably in recent years and is reaching new heights as companies face serious backlash for lobbying and political spending related to dangerous societal problems, most recently the insurrection on January 6th at the U.S. Capitol.¹⁵ FirstEnergy’s stock drop of around 40% after being tied to Ohio’s House Bill 06 scandal in 2020 served to highlight the need for improved lobbying practices from the utility sector, in particular.¹⁶ New initiatives within investor groups like the Climate Action 100+ (CA100+) and the Interfaith Center on Corporate Responsibility (ICCR) centered on climate lobbying are evidence of the need for companies to significantly improve transparency in this area.¹⁷

Meanwhile, scientific analysis increasingly makes clear that natural gas production must decline in order to meet the goals of the Paris Climate Agreement.¹⁸ Peter Erickson, one of the UN Environmental Programme 2019 Report’s authors, explains, “Globally, coal, oil and gas production all need to decline whether we’re talking about a 2 degrees scenario or a 1.5 degree scenario... any [production] increase is without question going in the wrong direction...”¹⁹ Natural gas’ position as the fossil fuel with the least emissions when burned does not alter this result.²⁰ In a best case scenario, switching electricity generation from coal to natural gas only reduces carbon dioxide emissions by half, and methane leaks from the natural gas supply chain further contribute to natural gas’ significant climate impact. Methane emissions across the U.S. supply chain have been found to be up to 60 percent higher than estimated by the Environmental Protection Agency (EPA).²¹ Thus, lobbying for policy that aims to expand natural gas usage is likely to be inconsistent with Paris goals.

¹³ <https://www.ceres.org/news-center/press-releases/200-investors-call-us-companies-align-climate-lobbying-paris-agreement>

¹⁴ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

¹⁵ <https://www.nytimes.com/2021/01/11/business/corporate-donations-politics.html>

¹⁶ <https://www.post-gazette.com/business/powersource/2021/01/01/FirstEnergy-scandal-lawsuits-shareholders-Ohio-Householder/stories/202012310060>

¹⁷ <https://www.iccr.org/business-support-science-based-climate-policy-seen-critical-rein-climate-change-say-investors>

¹⁸ As reflected in Intergovernmental Panel on Climate Change (“IPCC”) research and the UN Environmental Programme 2019 Report, *The Production Gap*.

¹⁹ <https://www.scientificamerican.com/article/planned-fossil-fuel-extraction-would-blow-past-warming-limits/>

²⁰ Research has found that continued expansion of gas infrastructure risks locking in a much higher gas trajectory than is consistent with a 1.5° C or 2° C future. *The Production Gap: 2019 Report*. UN Environmental Programme. Page 18, Box 2.2 Gas as transition fuel?

<https://wedocs.unep.org/bitstream/handle/20.500.11822/30822/PGR19.pdf?sequence=1&isAllowed=y>

²¹ <https://www.eia.gov/tools/faqs/faq.php?id=73&t=11>; and <https://science.sciencemag.org/content/361/6398/186>

As the response to the climate crisis grows, policy introduction at local and state levels is being used to push for the achievement of Paris goals, with an increasing focus on transitioning away from natural gas. As the building sector in the U.S. accounts for around 10% of emissions,²² many cities are moving to restrict the use of gas for heating and cooking in buildings in favor of cleaner, electrification alternatives. In California alone, 41 cities have passed legislation banning or disincentivizing gas infrastructure, with others likely to follow suit.²³ New York City²⁴ recently announced it will “stop any new infrastructure, such as power plant expansions, pipelines, or terminals that expands the supply of fossil fuels,”²⁵ including natural gas. California’s CPUC stated that “in order to ensure safe and reliable natural gas service at just and reasonable rates in California, the Commission will...implement a long-term planning strategy to manage the state’s transition away from natural gas-fueled technologies to meet California’s decarbonization goals.”²⁶ Massachusetts and Colorado are similarly investigating how to transition off gas.²⁷

To be successful in avoiding catastrophic climate change, the consensus of climate experts is that gas production, like oil and coal production, must phase down over the next several decades. In response, at the state and local level policy and regulation is being introduced in line with the Paris goals, indicating that a transition from natural gas transition has begun. Yet Sempra appears to claim it supports climate goals while lobbying for policies that promote natural gas and against policies that promote climate solutions. Unlike peers, Sempra does not have a commitment to achieve net zero emissions and instead has plans to grow its natural gas footprint, acknowledging that “this activity will significantly increase [the] company’s emissions...”²⁸ Given Sempra’s substantial operations in California, and given California’s climate ambitions, Sempra’s natural gas lobbying poses clear risks and is already resulting in negative impacts including receiving fines, damaging the Company’s reputation due its anti-climate stance, and stalling climate progress.

To date, the Company has only produced misleading analysis and disclosure on its lobbying being aligned with climate science and limited evaluation of how to mitigate risk from misalignment. The current Proposal offers shareholders the opportunity to understand and weigh in on this critical matter.

ANALYSIS

The Proposal is not excludable under Rule 14a-8(i)(10) because the Company’s disclosures

²² <https://www.epa.gov/ghgemissions/sources-greenhouse-gas-emissions>

²³ <https://www.sierraclub.org/articles/2020/12/californias-cities-lead-way-gas-free-future>

²⁴ <https://www.sierraclub.org/articles/2019/12/forward-looking-cities-lead-way-gas-free-future>

²⁵ <https://www1.nyc.gov/office-of-the-mayor/news/064-20/state-the-city-2020-mayor-de-blasio-blueprint-save-our-city#/0>

²⁶ <http://docs.cpuc.ca.gov/PublishedDocs/Published/G000/M324/K792/324792510.PDF>

²⁷ <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/colo-regulators-open-investigation-into-decarbonizing-gas-utilities-61034770>

²⁸ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

do not satisfy the Proposal's essential objective

For a Company to meet its burden of proving substantial implementation pursuant to Rule 14a-8(i)(10), the actions and analysis in question must compare favorably with **the essential objective of the Proposal**.

What would investors who vote in favor of this proposal expect to be included in Company disclosures? From the Proposal and supporting statement, it is clear what would constitute, and *not* constitute, implementation of the essential purpose of the proposal. Specifically, one would expect:

- Sufficient information to understand *if* the Company's direct and indirect (through trade associations) lobbying activities *do or do not* align with the scientifically supported global goals of the Paris Climate Agreement.
- An evaluation of *how* the Company's recent and ongoing direct and indirect lobbying activities *do align* with Paris goals.
- An examination of, in instances where the Company's recent and ongoing direct and indirect lobbying activities *do not* align with Paris goals, *what* is being done to mitigate risks.

It is clear that the Company's current lobbying disclosures and actions do not comprehensively answer any of the above and therefore do not substantially address the essential objective of the Proposal. Therefore the Proposal is not excludable pursuant to Rule 14a-8(i)(10).

1. The Company's claim of Paris-alignment is misleading, as its direct lobbying actions indicate it is working against robust climate policy

In the Company Letter, Sempra cites to a newly issued Report stating that its direct lobbying activities align with the Paris Agreement's goals.²⁹ In reality, the Company's direct lobbying activities undermine climate policy and create market conditions that favor the protection of natural gas as a fuel. Natural gas is primarily composed of methane, a powerful GHG with significant climate impacts. Thus, the Company claiming that its current lobbying activities support the resolution is misleading to investors.

Some of the Company's documented lobbying activities to undermine climate action are:

- The secretive creation and funding of the non-profit Californians for Balanced Energy Solutions (C4BES) that advocates for continued use of natural gas to the benefit of Sempra's current business model but against more economic and effective decarbonization strategies.³⁰
- The formation of coalitions to push the Los Angeles Metropolitan Transportation Authority to purchase natural gas buses over electric buses.³¹
- Worked to convince local officials in over 100 jurisdictions to preemptively reject policy to support building electrification by funding C4BES and the national trade group

²⁹ Company Letter, p. 5

³⁰ <https://www.kqed.org/science/1945910/socalgas-admits-funding-front-group-in-fight-for-its-future>

³¹ <https://www.publicadvocates.cpuc.ca.gov/general.aspx?id=4294>

American Public Gas Association (APGA). From 2015 to 2018, Sempra also made campaign contributions to candidates in 28 of the city councils and county commissions that have passed resolutions supporting Sempra's 'balanced energy solutions.'³²

- Successfully pushing for the continued use of natural gas at the Ports of Long Beach and Los Angeles.³³
- Using SoCalGas employees to work on advocacy and lobbying efforts and mischaracterizing their activities as 'education' in order to avoid complying with state and local lobbying reporting requirements and laws regarding use of ratepayer funds.³⁴
- SoCalGas lobbied against 2019 Assembly Bill 3232, which set a goal of cutting carbon emissions from buildings 50% by 2030 and ensuring all buildings constructed after 2030 would be net zero.³⁵
- In an August 2018 news release on a Renewable Natural Gas (RNG) study, SoCalGas quoted representatives from 21 groups in support of it. Seventeen of these groups had collectively received \$1.8 million from the utility between 2015 and 2018. SoCalGas also sent 36 letters to the CPUC in support of RNG, and 21 of those letters came from groups that together received \$900,000 in funding between 2015 and 2018.³⁶
- The California Natural Gas Vehicle Coalition, of which SoCalGas is one of two charter members, filed a lawsuit with the California Air Resources Board (CARB) to overturn the 'advanced clean trucks rule' that aims for 300,000 zero-emission trucks on Californian roads by 2035.³⁷
- In 2019, SoCalGas gave over \$50,000 to the California Natural Gas Vehicle Coalition, \$222,000 to pro-gas advocacy group C4BES, and \$24,000 to a nonprofit associated with the California Restaurant Association, which sued the city of Berkeley for its gas-ban legislation.³⁸
- Concerns have been raised about SoCalGas' participation in the California Energy Commission's (CEC) Title 24 proceeding, which will influence the use of gas in buildings in California. SoCalGas employees and consultants have attended workshops and filed comments for the proceeding, billing associated costs to ratepayers.^{39,40}

Sempra's claim that its current lobbying actions are aligned with Paris goals is further undermined by the level of negative attention and scrutiny its climate-related lobbying actions have received from public servants and civil society. The Company's lobbying activities and

³² <https://www.latimes.com/environment/story/2019-10-22/southern-california-gas-climate-change>

³³ <https://www.publicadvocates.cpuc.ca.gov/general.aspx?id=4294>

³⁴ <https://www.publicadvocates.cpuc.ca.gov/general.aspx?id=4294>

³⁵ <https://www.latimes.com/environment/story/2019-10-22/southern-california-gas-climate-change>

³⁶ <https://www.latimes.com/environment/story/2019-10-22/southern-california-gas-climate-change>

³⁷ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

³⁸ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

³⁹ <https://www.utilitydive.com/news/california-ratepayer-advocate--124m-social-gas-fine/592181/>

⁴⁰ CARB indicates that the electrification of natural gas appliances will have positive health effects and lower GHG emissions and supports an update to building codes that support electric appliances. (<https://ww3.arb.ca.gov/board/res/2020/res20-32.pdf>) Rocky Mountain Institute's analysis finds that delaying all-electric buildings in California until the next Title 24 update in 2025 would result in 3 million tons of additional carbon emissions by 2030. (<https://rmi.org/california-cant-wait-on-all-electric-new-building-code/>)

narrative in defense of them also stands in contrast to its power and gas utility peers that have taken a clearer stand in support of climate policy.

The CPUC's Public Advocates Office (PAO) is currently investigating SoCalGas's lobbying and advocacy actions in support of natural gas.⁴¹ As a result of this investigation and its use of ratepayer funds to oppose building codes, appliance standards, and reach codes, the PAO has recommended the CPUC issue a fine of \$255,300,000 to SoCalGas, among other penalties.⁴² The PAO has also recommended another fine of \$124 million for violating a decision barring SoCalGas from advocacy related to energy efficiency building codes and appliance standards.⁴³ U.S. Senator from California Dianne Feinstein and U.S. Congressperson Nanette Barragán wrote a letter in October 2020 to SoCalGas accusing it of attempting to "systematically undermine greenhouse gas reduction targets in California."^{44,45}

InfluenceMap, an organization that tracks corporate climate lobbying and influence, has evaluated Sempra's disclosures and activities in depth. The organization concludes that, "While Sempra's top-line positions appear positive on climate action, these do not appear consistent with its predominantly negative engagement with detailed climate policy related to the energy transition."⁴⁶

In contrast, peer utilities are coming out in support of building electrification and electrification policy. Southern California Edison states on its website that all-electric homes are "integral to fighting climate change" and that such homes can reduce emissions by 60% by 2030 and 90% by 2050.⁴⁷ PG&E of northern California expressed support for an update to California's 2022 building code to promote all-electric construction, stating that it "welcomes the opportunity to avoid investments in new gas assets that might later prove underutilized as local governments and the state work together to realize long-term decarbonization objectives."⁴⁸ Sacramento Municipal Utility District states that California's buildings represent about 25% of the state's total GHG emissions and that building electrification is an important strategy to reduce GHGs.⁴⁹ Additionally, close to 70 large companies are expressing support for electrification policy, positioning Sempra at odds with large energy customers in California.⁵⁰

⁴¹ <https://www.publicadvocates.cpuc.ca.gov/general.aspx?id=4294>

⁴² <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>, p.1

⁴³ <https://www.utilitydive.com/news/california-ratepayer-advocate--124m-socalgas-fine/592181/#:~:text=The%20Public%20Advocates%20Office%20of,from%20advocating%20for%20energy%20efficiency>

⁴⁴

https://www.publicadvocates.cpuc.ca.gov/uploadedFiles/Content/Press_Room/SoCalGas_Investigation_Documents/14BBBA0E17B0CC700915A918F7635BDA.2020.10.29-feinstein-barragan-letter-to-socalgas.pdf

⁴⁵ <https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/>

⁴⁶ <https://influencemap.org/company/Sempra-Energy/projectlink/Sempra-Energy-In-Climate-Change>

⁴⁷ <https://www.edison.com/home/innovation/building-electrification.html>

⁴⁸ <https://www.utilitydive.com/news/a-critical-milestone-pge-first-gas-electric-iou-to-publicly-support-cal/580598/>

⁴⁹ <https://www.smud.org/en/Business-Solutions-and-Rebates/Business-Rebates/Multi-Family-go-electric-incentives/Benefits-of-electrification>

⁵⁰ <https://efiling.energy.ca.gov/Lists/DocketLog.aspx?docketnumber=19-BSTD-03>

2. The Company’s disclosures are not responsive to the Proposal’s request for an evaluation regarding how Sempra’s lobbying is aligned with Paris goals

Sempra argues in the Company Letter that various direct and indirect actions describe ‘how’ its lobbying activities align with the Paris Agreement. In its new Report it states that “we believe that our direct engagement regarding California legislation promoting the in-state production and distribution of biomethane as a practical step toward furthering the state’s greenhouse gas and short-lived climate pollutant reduction goals aligns with the Paris Agreement because it could enable emissions reductions in transportation and agriculture.”⁵¹ However, this example, lobbying to promote biomethane mixing into natural gas distribution, falls short of achieving decarbonization in line with the Paris agreement due to major limitations such as supply and cost, while actively detracting from policy solutions with proven climate impacts at a more appropriate scale. A major report carried out for the CEC concludes that “building electrification is likely to be a lower-cost, lower-risk long-term strategy compared to renewable natural gas.”⁵² Meanwhile, Sempra does not discuss its more high-profile lobbying in support of natural gas and against electrification, leaving investors in the dark about critical activities.⁵³

In the new Report, Sempra refers to its indirect lobbying activities through trade associations and states that “[w]e believe that our indirect lobbying activities through these associations are also consistent with a transition to a lower carbon energy system and generally align with the Paris Agreement’s goal to limit global temperature rise. For example, one of the trade associations we are a member of advances improved natural gas production practices by working to develop a metric for methane intensity so that such emissions can be measured, compared, and reduced, which we believe aligns with the Paris Agreement’s goal to limit global temperature rise.”⁵⁴ This is a very low bar by which to judge Paris alignment, as there is no indication of an intent to reduce methane emissions to net zero as necessitated by the Paris Agreement – indeed that level of reduction is likely impossible. There is also no clarity whether such trade associations are lobbying to continue use of natural gas and undermine more proven decarbonization strategies at state or federal levels.

Sempra’s CDP Climate questionnaire responses similarly do not address how lobbying activities align with the Paris Agreement. While Sempra’s response included discussion of whether the Company believes its position on climate change is consistent with listed trade associations’ positions, this did not answer whether either position is consistent with the Paris Agreement.

Greater clarity on this is alignment is key as Sempra gives significant material support to trade associations that have been highlighted as anti-climate. In 2019, Sempra’s first and third largest payments to trade association of \$994,470 and \$400,000 went to the American Gas Association (AGA) and United States Chamber of Commerce, respectively.⁵⁵ AGA has been pushing against

⁵¹ <https://www.sempra.com/investors/governance/political-engagements-contributions>

⁵² <https://ww2.energy.ca.gov/2019publications/CEC-500-2019-055/CEC-500-2019-055-F.pdf>, p.iii

⁵³ https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/Sempra_Energy_CDP_Climate_Change_Questionnaire_2020.pdf, pp.135-138

⁵⁴ <https://www.sempra.com/investors/governance/political-engagements-contributions>

⁵⁵ <https://www.sempra.com/sites/default/files/content/files/node-page/file->

electrification and decarbonization efforts.^{56,57} The Chamber of Commerce has been characterized by InfluenceMap as one of the most powerful trade associations working in opposition to climate progress, including previously advocating for the U.S. to exit from the Paris Climate Agreement.⁵⁸ In Sempra's CDP response, it states that its position on climate change is consistent with that of AGA and omits a discussion of the Chamber of Commerce.⁵⁹ To omit and not fully clarify Sempra's indirect lobbying climate alignment, or lack thereof, misinforms investors and falls short of the Proposal's request.

Overall, examples of lobbying activities provided by Sempra lack context and leave out other impactful activities, preventing investors from understanding and evaluating the full scope of Sempra's climate lobbying.

3. The Company's disclosures regarding risk mitigation where lobbying is misaligned with Paris goals are insufficient.

Unlike other companies that have responded to similar climate-lobbying disclosure requests, Sempra's disclosures lack meaningful analysis of which of its lobbying practices are misaligned with the Paris Agreement and how related risks are mitigated.

Sempra provides a high-level statement that it mitigates misalignment risk with trade associations through "1) education of the association staff and key members; 2) ongoing engagement with the association to try to move consensus positions; and 3) if needed, dissenting from association positions, including not providing formal company participation or endorsement." This statement is presented without context or meaningful evaluation of its trade associations. As mentioned above, the CDP response is also insufficient and lacks such key groups as the United States Chamber of Commerce, even though it is the recipient of the third largest level of industry group funding from the Company. Sempra does not substantiate its statement with examples of specific instances of misalignment, which would help investors to understand if and how its position applies in practice.

In contrast, major investor groups, such as CA100+ that represents \$52 trillion in assets under management (AUM), have published documents pertaining to investor expectations on climate lobbying and risk mitigation, providing principles to guide disclosure and action on Paris Alignment.^{60,61,62} Recent public letters supported by \$6.5 trillion in AUM note several companies

[list/2020/sempra dot com postings 2019 - trade orgs 2019.pdf](#)

⁵⁶ <https://www.theguardian.com/environment/2020/aug/20/gas-industry-waging-war-against-climate-action>

⁵⁷ <https://climateinvestigations.org/american-gas-association/>

⁵⁸ <https://influencemap.org/report/Trade-Groups-and-their-Carbon-Footprints-f48157cf8df3526078541070f067f6e6>

⁵⁹ https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/Sempra_Energy_CDP_Climate_Change_Questionnaire_2020.pdf

⁶⁰ <https://www.climateaction100.org/wp-content/uploads/2020/12/Net-Zero-Benchmark-Indicators-12.15.20.pdf>

p.3

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<https://www.ceres.org/sites/default/files/INVESTOR%20EXPECTATIONS%20ON%20CORPORATE%20LOBBYING%20ON%20CLIMATE%20CHANGE%209.19.pdf>

⁶² <https://www.ceres.org/sites/default/files/reports/2020-07/RPE%20Report%20FINAL%20July%202015.pdf>

that have already followed through with or committed to taking recommended steps to analyze and disclose specific cases of misalignment.^{63,64}

In response to a similar climate lobbying proposal that received a majority vote last year, Chevron worked collaboratively with investors in a good faith attempt to address the proposal's concerns on the issue.⁶⁵ In contrast, Sempra's new Report in response to this Proposal was issued in a matter of weeks, offering scant details and cherry-picked information, falling far short of the Proposal's request for a useful evaluation.

CONCLUSION

Current disclosures do not provide sufficient information to understand if Sempra's direct and indirect (through trade associations) lobbying activities align with the scientifically supported global goals of the Paris Climate Agreement, explain how the Company's recent and ongoing direct and indirect lobbying activities do align with Paris goals, or, in instances where the Company's recent and ongoing direct and indirect lobbying activities do not align with Paris goals, discuss what is being done to mitigate risks. Therefore, the essential objective of the Proposal remains unmet.

The Company has not met its burden of proving it is entitled to omit the Proposal from the 2021 proxy statement in reliance on Rule 14a-8. Accordingly, the Proponents respectfully request that Sempra's request for relief be denied.

Sincerely,



Lila Holzman
Senior Energy Program Manager
As You Sow

cc: Elizabeth Ising
Gibson, Dunn & Crutcher, LLP

⁶³ <https://www.ceres.org/sites/default/files/2020%20Final%20Corporate%20Lobbying%20Letter.pdf>

⁶⁴ <https://www.ceres.org/sites/default/files/Final%20Generic%20SIGN-ON%20PACKET%20Investor%20Expectations%20on%20Climate%20Lobbying%20sign-on%20packet%20September%202019.pdf>

⁶⁵ <https://www.chevron.com/-/media/chevron/sustainability/documents/chevron-climate-lobbying-report.pdf>

December 30, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Sempra Energy*
Shareholder Proposal of Calvert Research and Management et al
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Sempra Energy (the “Company”), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Shareholders (collectively, the “2021 Proxy Materials”) a shareholder proposal (the “Proposal”) received from Calvert Research and Management through the CRM US LCC Resp Indx Fd, As You Sow on behalf of Putney School Inc Endowment Inv Mgr (S) and John B & Linda C Mason Comm Prop (S), and Bright Start College Savings Trust (collectively, the “Proponents”).

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the “Exchange Act”), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2021 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be sent at the same time to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

A copy of the Proposal and related correspondence from the Proponents is attached hereto as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(10) As Substantially Implemented.

A. Background

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has "substantially implemented" the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 12598 (July 7, 1976) ("1976 Release"). Originally, the Staff narrowly interpreted this predecessor rule and concurred with the exclusion of a proposal only when proposals were "'fully' effected" by the company. *See* Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the "previous formalistic application of [the rule] defeated its purpose" because proponents were successfully avoiding exclusion by submitting proposals that differed from existing company policy in minor respects. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) ("1983 Release"). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been "substantially implemented," and the Commission codified this revised interpretation in Exchange Act Release No. 40018, at n.30 (May 21, 1998). Applying this standard, the Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc.* (avail. Mar. 6, 1991, *recon. granted* Mar. 28, 1991).

At the same time, a company need not implement a proposal in exactly the same manner set forth by the proponent. In *General Motors Corp.* (avail. Mar. 4, 1996), the company

observed that the Staff has not required that a company implement the action requested in a proposal exactly in all details but has been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situations where the “essential objective” of the proposal had been satisfied. The company further argued, “[i]f the mootness requirement [under the predecessor rule] were applied too strictly, the intention of [the rule]—permitting exclusion of ‘substantially implemented’ proposals—could be evaded merely by including some element in the proposal that differs from the registrant’s policy or practice.”

For example, the Staff has concurred that companies, when substantially implementing a shareholder proposal, can address aspects of implementation on which a proposal is silent or which may differ from the manner in which the shareholder proponent would implement the proposal. *See, e.g., Devon Energy Corp.* (avail. Apr. 1, 2020) (concurring with the exclusion of a proposal requesting a report describing if, and how, the company planned to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement’s goals as substantially implemented by the company’s public disclosures); *Hess Corp.* (avail. Apr. 11, 2019) (“*Hess 2019*”) (concurring with the exclusion of a proposal requesting a report on how the company can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Agreement’s goal as substantially implemented by the company’s recent disclosures); *The Dow Chemical Co.* (avail. Mar. 18, 2014, *recon. denied* Mar. 25, 2014) (“*Dow Chemical 2014*”) (concurring with the exclusion of a proposal requesting that the company prepare a report assessing short- and long-term financial, reputational and operational impacts that the legacy Bhopal disaster may reasonably have on the company’s Indian and global business opportunities and reporting on any actions the company intends to take to reduce such impacts as substantially implemented by the company’s human rights policies and annual report on corporate citizenship); *Johnson & Johnson* (avail. Feb. 17, 2006) (concurring with the exclusion of a proposal requesting the company to confirm the legitimacy of all current and future U.S. employees as substantially implemented by the company’s verification of the legitimacy of over 91% of its domestic workforce). Therefore, if a company has satisfactorily addressed the proposal’s “essential objective,” the proposal will be deemed “substantially implemented” and, therefore, may be excluded as moot. *See, e.g., Quest Diagnostics, Inc.* (avail. Mar. 17, 2016); *Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. July 3, 2006); *Johnson & Johnson* (avail. Feb. 17, 2006); *Talbots* (avail. Apr. 5, 2002); *Masco Corp.* (avail. Mar. 29, 1999); *The Gap, Inc.* (avail. Mar. 8, 1996).

B. Overview of the Published Report

The elements of the Proposal can be distilled as follows:

- 1) a report, evaluated by the Company’s Board of Directors (the “Board”);
- 2) describing if, and how, the Company’s lobbying activities (direct and through trade associations) align with the Paris Agreement’s goal to limit temperature rise to 1.5 degrees; and
- 3) describing how the Company plans to mitigate risks presented by any misalignment.

The Company's existing disclosures regarding its direct and indirect lobbying activities, including how such activities align with the Paris Agreement's goal of limiting global temperature rise, publicly available on its website¹ (the "Report"), are directly responsive to each element of the Proposal. The Report, which includes the Company's pertinent CDP-Climate questionnaire responses, is attached hereto as Exhibit B.

1. *Background*

The Company (through its subsidiaries) provides energy services to more than 35 million consumers in the United States and Mexico. As noted in the Company's 2019 Corporate Sustainability Report,² climate-related issues and their impact on its customers and industry have led the Company to focus long term on a low- and zero-carbon approach to meet the energy needs of its customers. Moreover, the Company believes that it plays an integral role in enabling the energy transition by developing the necessary infrastructure to help reduce emissions in the markets it serves while also focusing on reducing its own emissions footprint.³ As a result, as explained in the Report, the Company believes that its "business – which includes natural gas infrastructure as well as various renewable resources and emerging technologies – will play a critical role with the transition to a lower carbon energy system." For example, the Company believes that its infrastructure "supports improved reliability and affordability, enables reductions in carbon intensity and contributes to a safer and more sustainable energy future," while helping to satisfy the current and growing worldwide demand for energy.⁴

The Company is committed to transparency regarding its policies and position statements relating to the environment and energy, which it believes support its commitment to creating long-term, sustainable value. For example, the Company publishes its environmental policy,⁵ its U.S. energy policy position,⁶ and its perspective on the role of natural gas⁷ and liquefied natural gas⁸ in the energy transition. In its 2019 Corporate Sustainability Report, the Company identifies goals to help reduce emissions in the markets it serves, including lowering greenhouse gas emissions and California's goal to be carbon neutral by 2045.⁹ Additionally, the Company reports its scope 1, 2 and 3 emissions, and describes how it is working to reduce those

¹ Available at <https://www.sempra.com/investors/governance/political-engagements-contributions>.

² See the Sempra Energy 2019 Corporate Sustainability Report, available at <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>. This is the Company's twelfth sustainability report, reflecting its commitment to sustainability transparency.

³ *Id.* at 4.

⁴ *Id.* at 8.

⁵ Available at <https://www.sempra.com/sites/default/files/content/files/node-page/file-list/2018/environmental-policy.pdf>.

⁶ Available at <https://www.sempra.com/sites/default/files/content/files/node-page/file-list/2018/us-energy-policy-position-statement.pdf>.

⁷ Available at https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/sempra_position-statement_natural-gas.pdf.

⁸ Available at https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/sempra_position-statement_LNG_2020.pdf.

⁹ Sempra Energy 2019 Corporate Sustainability Report, at 23, 36-37.

emissions.¹⁰ The Company also publishes its complete responses to the CDP-Climate questionnaire on its website.¹¹

The Company engages in lobbying activities, both directly and through trade associations, at the federal, state, and local levels of government in support of its business and “consistent with [its] commitment to creating long-term, sustainable value, including the important role [its] infrastructure plays in lowering greenhouse gas emissions.”¹² The Company also publishes its direct political contributions and trade association membership fees on its website.¹³ The Company engages directly and indirectly with policymakers on a variety of issues relevant to its stakeholders, including but not limited to, safety, operating and construction permits, tax, trade, energy access and affordability, and the transition to a lower carbon energy system.

2. *The Report Was Evaluated By The Board, Acting Through Its Committees*

The Company’s Board, specifically the Board’s Safety, Sustainability and Technology Committee (the “SSTC”), consistent with the Board’s risk management and oversight role and responsibilities, reviews and makes recommendations to management and the Board regarding policies, practices and strategies with respect to environmental, climate change, sustainability and other related environmental, social and governance (“ESG”) matters. The roles and responsibilities of the SSTC are clearly outlined in its charter and specifically address oversight of “risk management and oversight programs and performance related to environmental, ... climate change, sustainability and other related ESG matters affecting the [Company].”¹⁴ Additionally, the Board’s Corporate Governance Committee (the “CGC”) reviews the Company’s public policy priorities on an annual basis, including charitable giving, political contributions and lobbying activity, which covers a broad array of efforts in support of the company’s overall strategic objectives, climate-related and otherwise. The foregoing is also described on the Company’s website.¹⁵ Consistent with the foregoing, prior to publication, the Report was reviewed and evaluated by members of both the SSTC and the CGC. As such, the Report satisfies the Proposal’s request for a report that is evaluated and issued by the Board.

3. *The Report Describes “If” The Company’s Lobbying Activities Align*

In pertinent part, the Report states that the Company believes that its “*direct lobbying activities align with the relevant policies of the legislative and regulatory jurisdictions in which [it] operate[s] (such as California’s goal to achieve economy-wide carbon neutrality by 2045 and the U.S. EPA’s methane rules) and important global multi-lateral collaborations, including the Paris Agreement’s goals of limiting average global warming to well below 2°C above*

¹⁰ *Id.*

¹¹ Available at https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/Sempra_Energy_CDP_Climate_Change_Questionnaire_2020.pdf.

¹² See the Report.

¹³ Available at <https://www.sempra.com/investors/governance/political-engagements-contributions>.

¹⁴ Sempra Energy Safety, Sustainability and Technology Committee Charter, available at https://www.sempra.com/sites/default/files/content/files/node-page/file-list/2020/4.2020_jun_11_safety_sustainability_and_technology_committee_charter.pdf.

¹⁵ Available at <https://www.sempra.com/investors/governance/political-engagements-contributions>.

*preindustrial levels and pursuing efforts to limit the temperature increase to 1.5°C*¹⁶ (emphasis added). The Report also states that the Company’s “*indirect lobbying activities through [trade] associations are also consistent with a transition to a lower carbon energy system and generally align with the Paris Agreement’s goal to limit global temperature rise*” (emphasis added). Each of the foregoing disclosures is directly responsive to the Proposal’s request for a report describing *if* the Company’s lobbying activities (direct and through trade associations) align with the Paris Agreement’s goal, including the 1.5°C scenario cited in the Proposal.

4. *The Report Describes “How” The Company’s Lobbying Activities Align*

The Company’s Report further addresses *how* its direct and indirect lobbying activities align with the Paris Agreement, including the 1.5°C scenario cited in the Proposal, by (i) providing an example of both a direct and indirect lobbying activity that aligns with the Paris Agreement and (ii) cross-referencing to its CDP-Climate questionnaire responses, which contain more extensive disclosure regarding how its direct and indirect lobbying on topics related to the energy transition demonstrate the foregoing.

For example, the Report states that “[The Company’s] direct engagement regarding California legislation promoting the in-state production and distribution of biomethane as a practical step toward furthering the state’s greenhouse gas and short-lived climate pollutant reduction goals aligns with the Paris Agreement because it could enable emissions reductions in transportation and agriculture, which are sources of nitrogen oxides and methane emissions, respectively.” With respect to lobbying activities through trade associations, the Report states that “one of the trade associations [the Company is] a member of advances improved natural gas production practices by working to develop a metric for methane intensity so that such emissions can be measured, compared, and reduced, which [the Company] believe[s] aligns with the Paris Agreement’s goal to limit global temperature rise.”

Additionally, and as noted in the Report, the Company’s CDP-Climate questionnaire responses contain further responsive disclosure. Specifically, in responding to the question in “C12.3a – On what issues have you been engaging directly with policy makers,” the Company provides a chart describing the focus of certain relevant legislation, the degree to which the Company supports such legislation, details regarding the Company’s engagement, and a discussion elaborating upon the legislative solution. The foregoing discusses, among other things, legislation regarding greenhouse gas (“GHG”) emissions reduction mandates, clean energy generation, energy efficiency, and alternative fuel transportation. Similarly, in responding to “C12.3c – Enter the details of those trade associations that are likely to take a position on climate legislation,” the Company discloses relevant trade associations with whom it is affiliated. The Company’s response includes discussion of whether the Company believes its position on climate change is consistent with the trade association’s position, an explanation of the trade association’s position, and whether and how the Company has attempted to influence the association’s position. In addition to analyzing the congruency of these trade associations’ positions vis-à-vis the Company’s position on climate change, the CDP-Climate questionnaire

¹⁶ The Report notes, “[t]he Paris Agreement, adopted in 2015, is an agreement under which 196 countries agreed to collaborate on long-term strategies focused on financial, technical and capacity-building programs with a stated goal to hold the increase in the global average temperature to well below 2°C, with a stretch target of 1.5°C, above pre-industrial levels.”

responses inherently address alignment with the Paris Agreement because the Company believes its climate positions are consistent with the goals of the Paris Agreement.

5. *The Report Addresses How The Company Works To Mitigate Risks Presented By Any Misalignment*

Finally, the Proposal requests that the Company describe “how [the Company] plans to mitigate risks presented by any misalignment.” In fact, the Company already works to mitigate risks presented by any misalignment, which the Report addresses squarely by recognizing that at times the Company’s indirect lobbying activities do not fully align with the Paris Agreement, including the 1.5°C scenario cited in the Proposal, since “[t]rade association policies generally reflect a compromise of the membership.” In this regard, the Company states that “at times the policy positions and lobbying activities of [the trade] associations may not fully align with [the Company’s] positions on a particular issue, including the Paris Agreement’s goal to limit global temperature rise, in which case we work to mitigate any resulting risks.” The Report goes on to describe how the Company works to mitigate any risk of misalignment. Specifically, the Company “seek[s] to do this in three primary ways: 1) education of the association staff and key members; 2) ongoing engagement with the association to try to move consensus positions; and 3) if needed, dissenting from association positions, including not providing formal company participation or endorsement.”

The Company believes that any misalignment risks are further mitigated through the Company’s governance and oversight practices, which, as described above, include oversight by the SSTC. Additionally, while the Board, acting through its committees, provides oversight, the Company has a senior external affairs officer who is responsible for the political activities, positions and daily decision-making consistent with this oversight.¹⁷

In sum, the Report is directly responsive to each element of the Proposal’s request, thereby achieving the essential objective and substantially implementing the Proposal.

C. *The Company Has Substantially Implemented The Proposal Through Publication of the Report*

As demonstrated above, the Report directly and unambiguously addresses “if, and how, Sempra’s lobbying activities (direct and through trade associations) align with the Paris Agreement’s goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.” For these reasons, the Report has substantially implemented the Proposal’s request. As a result, the Company’s actions implementing the Proposal present precisely the scenario contemplated by the Commission when it adopted the predecessor to Rule 14a-8(i)(10) “to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” 1976 Release.

When a company has already taken action that implements a shareholder proposal, Rule 14a-8(i)(10) does not require the company and its shareholders to reconsider the issue. In this regard, the Staff has on numerous occasions concurred with the exclusion of shareholder

¹⁷ See “Governance and Decision-Making,” available at: <https://www.sempra.com/investors/governance/political-engagements-contributions>.

proposals under Rule 14a-8(i)(10) where the company similarly addressed a shareholder proposal's essential objective. For example, the Staff recently concurred with the exclusion of a similar shareholder proposal in *Hess Corp.* (avail. Apr. 9, 2020). There, the proposal requested that "Hess issue a report...describing if, and how, it plans to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement's goal of maintaining global temperature rise well below 2 degrees Celsius." The company argued that its existing public disclosures (specifically, its 2018 sustainability report, its response to the 2019 CDP-Climate questionnaire, and its 2020 Goldman Sachs Energy Conference presentation) substantially implemented the proposal, even though "the Company's prior public disclosures were not made in precisely the manner contemplated by the Proponents," and the Staff concurred with exclusion on this basis.

The Staff has consistently concurred with the exclusion of similar shareholder proposals seeking a report on specific climate-related disclosure where companies' prior public reports and disclosures already compared favorably with the proposal's request. For example, in *Sempra Energy* (avail. Mar. 6, 2020), the proposal requested that the Company issue a report describing "how it is responding to the risk of stranded assets of current and planned natural gas-based infrastructure and assets." The Company argued that its existing public disclosures (including its 2018 Corporate Sustainability Report, numerous press releases, and the California's Clean Energy Future report from one of the Company's subsidiaries) compared favorably with the proposal's request for a report seeking information on how the Company's natural gas operations were compatible with a low-carbon future, and the Staff concurred with exclusion pursuant to Rule 14a-8(i)(10). Similarly, in *PNM Resources, Inc.* (avail. Mar. 30, 2018), the Staff concurred with the exclusion of a proposal requesting that PNM "prepare a public report identifying all generation assets that might become stranded due to global climate change within the next fifteen years, quantifying low, medium, and high financial risk associated with each asset." The Staff agreed that various company public disclosures made available on its sustainability website "compare[d] favorably with the guidelines of the Proposal" despite being in a different format than contemplated by the Proposal. *See also Dominion Resources, Inc.* (avail. Feb. 9, 2016) (concurring with the exclusion of a proposal requesting a report on how the company measures, mitigates, sets reduction targets, and discloses methane emissions because the public disclosures made in the company's Methane Management Report 2015 substantially implemented the proposal); *Entergy Corp.* (avail. Feb. 14, 2014) (concurring with the exclusion of a proposal requesting a report "on policies the company could adopt to take additional near-term actions to reduce its greenhouse gas emissions consistent with the national goal of 80% reduction in greenhouse gas emissions by 2050" where the company's public disclosures compared favorably with the guidelines of the proposal); *Caterpillar, Inc.* (avail. Mar. 11, 2008) (concurring with the exclusion of a proposal requesting that the company prepare a global warming report where the company had already published a report that contained information relating to its environmental initiatives); *The Dow Chemical Co.* (avail. Mar. 5, 2008) (concurring with the exclusion of a proposal requesting a "global warming report" discussing how the company's efforts to ameliorate climate change may have affected the global climate when the company had already made statements about its efforts related to climate change in various corporate documents and disclosures); *Johnson & Johnson* (avail. Feb. 22, 2008) (same).

Moreover, the Staff has consistently concurred with the exclusion of shareholder proposals even when the company's existing public disclosures did not provide all of the

information requested or give the answer that the proponent expected. For example, in *Dow Chemical 2014*, the Staff concurred with the exclusion of a proposal requesting that the company prepare a report “assessing the short and long term financial, reputational and operational impacts” of an environmental incident in Bhopal, India. The company argued that brief statements in a document included on its website providing “Q and A” with respect to the Bhopal incident substantially implemented the proposal. In making its determination, the Staff noted that “it appears that [the company’s] public disclosures compare favorably with the guidelines of the proposal and that [the company] has, therefore, substantially implemented the proposal.” Additionally, in *Exxon Mobil Corp.* (avail. Apr. 3, 2019) (“*Exxon 2019*”), the Staff concurred with the exclusion of a proposal requesting that the company “issue a report...on how it can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Agreement’s goal of maintaining global warming well below 2 degrees Celsius” because a report previously issued by the company provided details regarding the company’s GHG emission reduction efforts and addressed the requests in the proposal’s supporting statement, although not by using the express language contained therein (*i.e.*, the company’s report did not appear to clearly identify “benefits” and “drawbacks” for each of the actions identified in the supporting statement). Although the proponent’s goal may have been to encourage the company to reduce its investment in oil and gas in order to align with the goals of the Paris Agreement, the company’s response noted its view that “[u]nder all credible third party scenarios, even if the world succeeds in moving to a 2 degree Celsius pathway, significant demand for oil and gas will remain for decades to come.” See also *Amazon.com, Inc. (Sisters of the Order of St. Dominic of Grand Rapids)* (avail Mar. 27, 2020) (concurring with the exclusion of a proposal requesting that Amazon prepare a report “assessing the feasibility of integrating sustainability metrics...into performance measures or vesting conditions that may apply to senior executives” where the company’s prior proxy disclosure addressed the proposal’s request by explaining why the company did not believe that integration of specific performance measures is necessary or appropriate given the company’s compensation model); *ExxonMobil Corp. (Andrew Behar)* (avail. Mar. 20, 2020) (concurring with the exclusion of a proposal requesting that “Exxon issue a report...describing if, and how, it plans to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement’s goal of maintaining global temperature rise well below 2 degrees Celsius” because a report previously issued by the company provided details regarding the company’s GHG emission reduction efforts and addressed many, but not necessarily all, of the requests in the proposal’s supporting statement); *Wells Fargo & Co.* (avail. Jan. 23, 2018) (concurring with the exclusion of a proposal asking the board to assess and report on the feasibility of requiring senior executives to enter a covenant to reimburse the company for a portion of certain fines or penalties imposed, where the company published a one-page report containing the board’s assessment of the feasibility of the requested covenant, noting that the requested action “may be technically feasible,” but that “implementing the [c]ovenant is neither practicable nor appropriate for [the company]”).

Notably, a company and a proponent need not share the same views and assumptions regarding the substance of the proposal’s request in order for the company’s public disclosures to compare favorably with the proposal’s request such that exclusion is warranted. The Staff has consistently concurred with the exclusion of shareholder proposals based on substantial implementation even where there was clear misalignment in views regarding climate change-related issues as between the company and the shareholder proponent. For example, in *Hess 2019*, the proposal sought a report on how the company could reduce its carbon footprint, and it

was clear from statements in the proposal, when taken as a whole, that the proponent desired action above and beyond the company's current approach. However, because the proposal was not prescriptive and deferred to the company to consider "how" it could reduce its carbon footprint, including whether or not it would, the company was able to demonstrate through its existing public disclosures that it had already substantially implemented the essential objectives of the proposal. It was also evident from the company's response that it did not share certain of the proponent's assumptions, noting its view that the "Paris Agreement does not require companies to curtail or reduce investments in the oil and gas sector, and, even upon the goals of the Paris Agreement being met, there will continue to be a need for investments in the oil and gas sector." Moreover, although the supporting statement suggested several actions for the company to consider, the proposal did not prescribe that any actions necessarily be taken.

Like in *Hess 2019*, the Proposal here is also non-prescriptive, asking "if and how" the Company's lobbying activities align and "how" it plans to mitigate any risks of misalignment. Although it is clear from reading the Proposal and recitals that the Proponents take issue with the fact that the Company has "no net zero or long term climate targets," importantly, the Proposal does not request that any such targets be set or that the Company necessarily take any actions to modify its operations. Instead, it is limited to seeking enhanced disclosure of "if and how" such lobbying activities align with the Paris Agreement and "how" it plans to mitigate any risks of misalignment. Thus, the Company's response, as articulated in Report, substantially implements the Proposal. While the Proponents allege that the Company is engaged in "anti-climate lobbying and actions," the Company believes, as demonstrated by the Report, that its lobbying activities, collectively, are generally aligned with the Paris Agreement, including the 1.5°C scenario cited in the Proposal. Like in *Hess 2019*, the Company and the Proponents need not share the same views and assumptions in order for the Company to successfully demonstrate that its existing disclosure, through the Report, compares favorably with the Proposal's request and is therefore excludable.

Even if certain of the Company's operational efforts to align with the Paris Agreement are not those specific efforts preferred by the Proponents, such as setting a net zero or long-term climate target, consistent with *Hess 2019*, *Exxon 2019*, and *Dow Chemical 2014*, the Company's response as articulated in the Report nonetheless compares favorably with the essential objective of the Proposal such that relief under Rule 14a-8(i)(10) is warranted.

Additionally, a report need not be a particular length or form in order to compare favorably to the guidelines of the proposal for purposes of Rule 14a-8(i)(10). For example, as discussed above, in *Dow Chemical 2014*, the Staff concurred with Dow's argument that the proponent's request for a report on the impact of the legacy of the Bhopal disaster had already been substantially implemented by the company's brief Q&A regarding the incident. *See also TECO Energy, Inc.* (avail. Feb. 21, 2013) (concurring with the exclusion of a proposal requesting a report on the environmental and public health effects of mountaintop removal operations, and the feasibility of mitigating measures, where the company had supplemented its sustainability report with a two-page report and four-page table on the topic); and *General Electric Co.* (avail. Jan. 18, 2011, *recon. granted* Feb. 24, 2011) (concurring with the exclusion of a proposal requesting a report on the company's process for identifying and prioritizing legislative and regulatory public policy advocacy activities, and such other information as prescribed by the proposal, where the company prepared and posted a 2.5-page political contributions report on its

website). In this manner, the Report is no different from the reports provided in *Dow Chemical 2014* and *General Electric*, which spanned only a few pages but nonetheless addressed the essential objective of the proposal. Although the Report is succinct, its contents compare favorably to the Proposal's request. Thus, the brevity of the Report does not preclude relief pursuant to Rule 14a-8(i)(10).

Here the Report describes if and how the Company's "lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how [the Company] plans to mitigate risks presented by any misalignment." The Report makes clear that the Company has disclosed to shareholders whether its lobbying activities align with the Paris Agreement (including its goal to limit global temperature rise) and how it works to mitigate any risk of misalignment. As a result, the Company's existing public disclosures compare favorably to the broadly worded request, describing the Company's response to each element of the Proposal and thereby satisfying the essential objective of the Proposal. Accordingly, for the reasons set forth above, the Proposal may be excluded from the Company's 2021 Proxy Materials under Rule 14a-8(i)(10).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or at Sempra Energy either Jennifer F. Jett, Vice President, Governance and Corporate Secretary, at (619) 696-4316, or James M. Spira, Associate General Counsel, at (619) 696-4373.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: James M. Spira, Sempra Energy
Jennifer F. Jett, Sempra Energy
Lila Holzman, As You Sow
Kimberly Stokes, Calvert Research and Management
Alexander Bonelli, Calvert Research and Management
Max Dulberger, Illinois State Treasurer's Office

EXHIBIT A

From: Dulberger, Max <MDulberger@illinoistreasurer.gov>
Sent: Wednesday, November 18, 2020 1:56:52 PM
To: Jett, Jennifer <jjett@sempra.com>; Investor Relations <Investor@sempra.com>
Cc: Vaitla, Rekha <RVaitla@illinoistreasurer.gov>
Subject: [EXTERNAL] Co-Filing Shareholder Proposal

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Good afternoon Jennifer,

Hope you and the team at Sempra are doing well.

Please see the attached cover letter, shareholder proposal, and holding confirmation letter from our custodian bank. We appreciate your assistance processing this submission, and we look forward to future discussions.

Please don't hesitate to contact me with any questions.

Many thanks,
Max



MAX DULBERGER | DIRECTOR – CORPORATE GOVERNANCE & SUSTAINABLE INVESTMENT

Illinois State Treasurer Michael W. Frerichs

James R. Thompson Center – 100 W. Randolph (15-600), Chicago IL 60601
217.843.0132 (C)

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[\[goo.gl\]](#)



[\[goo.gl\]](#)

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OFFICE OF THE ILLINOIS STATE TREASURER
MICHAEL W. FRERICHS

November 18, 2020

Via regular mail and email: jjett@sempra.com; investor@sempra.com

Jennifer F. Jett
Vice President, Governance and Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101

RE: Office of the Treasurer for the Bright Start College Savings Trust

Dear Ms. Jett,

In my capacity as Treasurer for the State of Illinois and Trustee of the Bright Start College Savings Trust (the "Trust"), I write to give notice that pursuant to the 2020 proxy statement of Sempra Energy (the "Company"), the Trust intends to present the attached proposal (the "Proposal") at the 2021 annual meeting of shareholders (the "Annual Meeting") as a co-filer with As You Sow and Calvert.

As You Sow and Calvert are the co-lead filers of this proposal, and we authorize As You Sow and Calvert to withdraw on our behalf if an agreement is reached.

The Trust requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Trust's custodian documenting the Trust's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter will be sent under a separate cover. The Trust also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting.

State Capitol
Room 219
Springfield, IL 62706
Phone: (217) 782-2211
Fax: (217) 785-2777
TTY: (866) 877-6013

James R. Thompson Center
100 West Randolph Street
Suite 15-600
Chicago, IL 60601
Phone: (312) 814-1700
Fax: (312) 814-5930
TTY: (866) 877-6013

Illinois Business Center
400 West Monroe Street
Suite 401
Springfield, IL 62704
Phone: (217) 782-6540
Fax: (217) 524-3822
TTY: (866) 877-6013

Myers Building
One West Old State Capitol Plaza
Suite 400
Springfield, IL 62701
Phone: (217) 785-6998
Fax: (217) 557-9365
TTY: (866) 877-6013

I represent that the Trust or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Trust has no "material interest" other than that believed to be shared by stockholders of the Company generally.

Please direct all questions or correspondence regarding the Proposal to the attention of:

Max Dulberger
Director of Corporate Governance & Sustainable Investment
Illinois State Treasurer's Office
100 W. Randolph St., Suite 15-600
Chicago IL, 60601
(217) 843-0132
MDulberger@illinoistreasurer.gov

Sincerely,



Michael Frerichs
Illinois State Treasurer

WHEREAS: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2,3}

According to the most recent annual United Nations Environment Programme "Emissions Gap Report,"⁴ critical gaps remain between national governments' climate commitments and the level of action necessary to prevent catastrophic climate change.

Companies have an important role to play in enabling policymakers to close these gaps. Corporate lobbying activities that seek to prevent climate-related laws and regulations present growing risk to investors. Delays in implementing the Paris Agreement's decarbonization goals increase the physical risks of climate change, pose systemic risk to economic stability, and introduce uncertainty and volatility into investor portfolios.

Investors believe that Paris-aligned climate lobbying, including lobbying by trade groups, helps to mitigate these risks and contributes positively to the long term value of investment portfolios. Over a dozen large European companies have reached agreements with investors regarding Paris aligned lobbying disclosure, and Shell, BP, and Total have published reports evaluating the positions their trade associations take on climate change.⁵

Investors currently lack sufficient information to understand how Sempra ensures its lobbying activities, both direct lobbying and indirect lobbying through trade associations, align with the Paris Agreement's goals, and what actions Sempra is taking to address any misalignments.

Unlike peers, Sempra has no net zero or long term climate targets. Instead, it continues to invest in greenhouse gas intensive natural gas assets,⁶ acknowledging this will cause its emissions to balloon.⁷ While Sempra discloses how its trade associations align with its own views on climate change,⁸ current reporting does not disclose whether its lobbying is aligned with Paris goals, especially regarding natural gas use. Sempra's climate-related lobbying has already sparked concern. Subsidiary Southern California Gas Company (SoCalGas) is currently under investigation by the California Public Utilities Commission's (CPUC) Public Advocates

¹ <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

² <https://www.nature.com/articles/d41586-018-05219-5>

³ <https://www.nature.com/articles/s41467-020-18797-8/>

⁴ <https://www.unenvironment.org/resources/emissions-gap-report-2019>

⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

⁸ [CDP Reporting](#)

Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

⁹ <https://www.latimes.com/environment/story/2020-07-23/is-americas-biggest-gas-utility-fighting-climate-action-california-demands-answers>

¹⁰ <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>

¹¹ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive

The Northern Trust Company
50 South LaSalle Street, M-28
Chicago, Illinois 60603
312-444-5193



Northern Trust

11/18/2020

Via regular mail

Jennifer F. Jett
Vice President, Governance and Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101

RE: Office of the Treasurer for the Bright Start College Savings Trust

Dear Jennifer:

Northern Trust is the record owner of common stock ("shares") of Sempra Energy Inc beneficially owned by The State of Illinois acting through its Treasurer. The shares are held by Northern Trust, a DTC participant. Per Northern Trust's records, as of the close of business on November 18, 2020, the Fund held at least \$2,000 worth of shares in Sempra Energy Inc. stock. The Fund has held in excess of \$2,000 worth of shares in Sempra Energy, Inc. continuously since November 18, 2019.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 312-444-5209 or KL13@ntrs.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kimberly Duncan'. The signature is fluid and cursive, with a large initial 'K' and a long, sweeping tail.

Kimberly Duncan
Vice President – Relationship Manager

From: Lila Holzman <lholzman@asyousow.org>
Sent: Wednesday, November 18, 2020 2:36 PM
To: Jett, Jennifer; Alexander, Lisa
Cc: Daniel Stewart
Subject: [EXTERNAL] Update on Shareholder Engagement

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Dear Jenn and Lisa,

I wanted to let you know that, as a follow up to our ongoing dialogues, we are asking Sempra, in the attached shareholder proposal, to take the next steps and disclose to shareholders whether and how it will align its lobbying activities with the goals of the Paris Agreement. The hard copy proposal will arrive tomorrow. As you know, there is a short window for effective climate action, so shareholders seek to understand whether Sempra is taking appropriate action to mitigate any misalignment. To provide more context on this issue, also attached here is a letter from ICCR's Climate Lobbying Leadership Group.

As always, we are happy to discuss this issue with you and our co-filers in greater detail.

Best,
Lila

Lila Holzman
Energy Program Manager

As You Sow

2150 Kittredge St., Suite 450 | Berkeley, CA 94704
(510) 735-8153 (direct line) | (415) 483-9533 (cell)

lholzman@asyousow.org | www.asyousow.org [asyousow.org]

From: Lila Holzman <lholzman@asyousow.org>
Sent: Friday, October 23, 2020 3:48 PM
To: Jett, Jennifer <jjett@sempra.com>; Lila Holzman <lholzman@asyousow.org>; Alexander, Lisa <LAlexander@sempra.com>; Keith, Erbin <EKeith@Sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Stewart, Ian <IStewart@sempra.com>; Tomkins, Sharon <STomkins@sempra.com>
Cc: Daniel Stewart <dstewart@asyousow.org>; Breach, Mary <MBreach@Sempra.com>

Subject: RE: Shareholder Engagement on Climate Change - As You Sow / Sempra

All,

Thank you for today's call.

Just a quick note of follow up to share the [Investor Expectations on Corporate Climate Lobbying \[ceres.us4.list-manage.com\]](https://ceres.us4.list-manage.com) we mentioned. It was sent to CA100+ companies with this accompanying [2020 Climate Lobbying Letter \[ceres.us4.list-manage.com\]](https://ceres.us4.list-manage.com) to request companies to disclose lobbying practices in line with the Expectations. As discussed, this is an area of increasing focus for investors.

Also, the link to CA100's press release announcing its new Net Zero Company Benchmark is [here \[climateaction100.wpcomstaging.com\]](https://climateaction100.wpcomstaging.com). The full list of indicators should be posted within the next couple of months.

Best Regards,

Lila

Lila Holzman

Energy Program Manager

As You Sow

2150 Kittredge St., Suite 450 | Berkeley, CA 94704

(510) 735-8153 (direct line) | (415) 483-9533 (cell)

holzman@asyousow.org | www.asyousow.org [asyousow.org]

-----Original Appointment-----

From: Jett, Jennifer <jjett@sempra.com>

Sent: Friday, October 2, 2020 1:10 PM

To: Jett, Jennifer; Lila Holzman; Alexander, Lisa; Keith, Erbin; Spira, James M; Adams, Trina; Stewart, Ian; Tomkins, Sharon

Cc: Daniel Stewart; Breach, Mary

Subject: Shareholder Engagement on Climate Change - As You Sow / Sempra

When: Friday, October 23, 2020 10:00 AM-10:45 AM (UTC-08:00) Pacific Time (US & Canada).

Where: Microsoft Teams Meeting

Meeting invite changed from zoom to Teams. Please accept this invite instead of the zoom invitation.

[Join Microsoft Teams Meeting](#)

[+1 858-284-1506](tel:+1858-284-1506) United States, San Diego (Toll)

Conference ID: 490 216 478#

[Local numbers](#) | [Reset PIN \[mysettings.lync.com\]](#) | [Learn more about Teams \[aka.ms\]](#) | [Meeting options](#)

From: Lila Holzman <holzman@asyousow.org>

Sent: Friday, September 25, 2020 2:07 PM

To: Jett, Jennifer <jjett@sempra.com>; Alexander, Lisa <LAlexander@sempra.com>; Keith, Erbin <EKeith@Semptra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Semptra.com>; Stewart, Ian <IStewart@sempra.com>

Cc: Daniel Stewart <dstewart@asyousow.org>

Subject: [EXTERNAL] Shareholder Engagement on Climate Change

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Good afternoon,

We hope you've been doing well after a challenging summer and what looks to be a challenging fall. We are reaching out to schedule a call to follow up on where our dialogues left off last spring. We have been following some of Sempra's gas-related activities in the news and would appreciate the chance to discuss our concerns with you and to learn more about Sempra's ongoing plans to evolve with the low-carbon energy transition.

Some available options include (all in Pacific time):

Tuesday 10/20: 9-10

Wednesday 10/21: 9-12

Thursday 10/22: after 10

Friday 10/23: after 9

Please let me know if any of these work. Otherwise feel free to propose options later in October or early November.

Best,
Lila

Lila Holzman
Energy Program Manager

As You Sow

2150 Kittredge St., Suite 450 | Berkeley, CA 94704

(510) 735-8153 (direct line) | (415) 483-9533 (cell)

lholtzman@asyousow.org | www.asyousow.org [asyousow.org]

This email originated outside of Sempra Energy. Be cautious of attachments, web links, or requests for information.

November 18, 2020

Dear Mr. Jeffrey Martin:

We write as investors in Sempra Energy and as part of the Interfaith Center on Corporate Responsibility (ICCR), a coalition of faith and values-based long-term institutional investors concerned with the existential risk that climate change poses to society and your company. We seek to further develop discussion with Sempra regarding how it is aligning its lobbying activities with the goal of limiting average global warming to well below 2 degrees Celsius, consistent with the Paris Agreement.

Investors recognize that climate risk is a material issue for their portfolio companies, portfolio-wide. Accordingly, we are making similar requests to other companies in our portfolios; and we acknowledge and support similar initiatives led by other investor coalitions.

Central to our coalition is the human rights lens through which we view our initiatives. As our nation works to accelerate the transition to a low-carbon economy, it is critical that public policy safeguard the welfare of workers and vulnerable communities and address growing income inequality and racial justice. Just as we have seen how a systemic risk like a pandemic can exploit these inequities in our society, climate change will have a similarly disparate impact on the poor and on racial minorities. As we pursue a rapid and equitable decarbonization of our economy, it is crucial to ensure that the transition costs do not fall on those who are least able to bear them, and that the benefits are available to all.

There is a growing discussion on climate policy at the federal, state, and local levels. In September, the U.S. Commodity Futures Trading Commission issued a new report, [Managing Climate Risk in the U.S. Financial System](#)¹, warning that climate change poses serious emerging risks to the U.S. financial system and calling for regulators to move urgently and decisively to confront them. In April, more than 300 companies working with [Ceres](#) participated in [LEAD on Climate 2020](#)² — virtual Capitol Hill days, during which companies visited U.S. Congressional offices to discuss climate change and the need for urgent government action.

Also, in September, the Business Roundtable (BRT) issued a [Climate Policy Statement](#)³ recognizing that the existing patchwork of federal and state regulations is inefficient and creating regulatory uncertainty. The BRT is calling for corporations to lead by example in support of sound public policies to address climate change, including *“policies that support economic growth, reduce societal impact, and provide assistance for those individuals and communities most negatively affected.”*

In light of these evolving dynamics, we would like to engage appropriate members of your senior management team about a range of issues related to climate lobbying, including your willingness to align your lobbying with the goals of the Paris Agreement and your internal structures and processes (including your board’s oversight role) for monitoring and aligning your direct and indirect climate lobbying activities. The following are sample questions that we expect to raise in our discussion:

1. Does your company support the goals of the Paris Agreement and take actions to meet those goals within your operations and supply chains?

¹<https://www.cftc.gov/sites/default/files/2020-09/9-9-20%20Report%20of%20the%20Subcommittee%20on%20Climate-Related%20Market%20Risk%20-%20Managing%20Climate%20Risk%20in%20the%20U.S.%20Financial%20System%20for%20posting.pdf>.

²https://www.ceres.org/events/lead-climate-2020?gclid=EAlaIqobChMI1f-BqdHQ6wIVwB-tBh2aGQtYEAAYASAAEgIqt_D_BwE.

³<https://s3.amazonaws.com/brt.org/Business-RoundtableAddressingClimateChangeReport.September2020.pdf>.

2. Does your company consider climate change to be among your top public policy priorities at the federal and state levels? How do you define your public policy objectives relating to climate change, and are these objectives consistent with Articles 2.1(a) and 4.1 of the Paris Agreement? Are you open to establishing the Paris Agreement goals as your company's goals, to help guide your public policy priorities?
3. Does your company have a process to evaluate and ensure that trade associations, of which you are a member, align their practices with the Paris Agreement goals? Do you publicly report on that process and your trade association memberships?
4. Do you track and disclose the funds contributed to trade associations, non-profit organizations, and other groups that lobby or participate in public advocacy on climate change?
5. What steps, if any, do you take when your company learns that your trade associations' lobbying practices are inconsistent with your company's position on climate change or the Paris Agreement?
6. Are your responses to our questions consistently reflected in all global markets in which you operate, or do you have a differentiated approach for the U.S. market? If differentiated, what are the differences?

We look forward to hearing from you to arrange a mutually convenient time for our discussion. To do so, please contact Lila Holzman, Energy Program Manager at *As You Sow*, (510) 753-8153, lholtzman@asyousow.org.

The members of ICCR's Climate Lobbying Leadership Group will be copied on this letter.

Thank you for your time and stewardship of our investment in Sempra.

Sincerely,
Lila Holzman



Energy Program Manager
As You Sow

cc: ICCR's Climate Lobbying Leadership Group
AFSCME, John Keenan
Boston Common Asset Management, Lauren Compere
Boston Trust Walden, Tim Smith and Laura Devenney
Friends Fiduciary Corporation, Kate Monahan
Mercy Investment Services, Mary Minette
Presbyterian Church U.S.A., Rob Fohr
Seventh Generation Interfaith Inc., Francis Sherman
Unitarian Universalist Association, Tim Brennan
Wespath, Jake Barnett

WHEREAS: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2,3}

According to the most recent annual United Nations Environment Programme "Emissions Gap Report,"⁴ critical gaps remain between national governments' climate commitments and the level of action necessary to prevent catastrophic climate change.

Companies have an important role to play in enabling policymakers to close these gaps. Corporate lobbying activities that seek to prevent climate-related laws and regulations present growing risk to investors. Delays in implementing the Paris Agreement's decarbonization goals increase the physical risks of climate change, pose systemic risk to economic stability, and introduce uncertainty and volatility into investor portfolios.

Investors believe that Paris-aligned climate lobbying, including lobbying by trade groups, helps to mitigate these risks and contributes positively to the long term value of investment portfolios. Over a dozen large European companies have reached agreements with investors regarding Paris aligned lobbying disclosure, and Shell, BP, and Total have published reports evaluating the positions their trade associations take on climate change.⁵

Investors currently lack sufficient information to understand how Sempra ensures its lobbying activities, both direct lobbying and indirect lobbying through trade associations, align with the Paris Agreement's goals, and what actions Sempra is taking to address any misalignments.

Unlike peers, Sempra has no net zero or long term climate targets. Instead, it continues to invest in greenhouse gas intensive natural gas assets,⁶ acknowledging this will cause its emissions to balloon.⁷ While Sempra discloses how its trade associations align with its own views on climate change,⁸ current reporting does not disclose whether its lobbying is aligned with Paris goals, especially regarding natural gas use. Sempra's climate-related lobbying has already sparked concern. Subsidiary Southern California Gas Company (SoCalGas) is currently under investigation by the California Public Utilities Commission's (CPUC) Public Advocates

¹ <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

² <https://www.nature.com/articles/d41586-018-05219-5>

³ <https://www.nature.com/articles/s41467-020-18797-8/>

⁴ <https://www.unenvironment.org/resources/emissions-gap-report-2019>

⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

⁸ CDP Reporting

Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

⁹ <https://www.latimes.com/environment/story/2020-07-23/is-americas-biggest-gas-utility-fighting-climate-action-california-demands-answers>

¹⁰ <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>

¹¹ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive

From: Alexander Bonelli <ABonelli@Calvert.Com>
Sent: Wednesday, November 18, 2020 2:38 PM
To: Jett, Jennifer <jjett@sempra.com>
Cc: Kimberly Stokes <KStokes@Calvert.Com>
Subject: [EXTERNAL] Calvert Climate Lobbying Resolution
Importance: High

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Hello Ms. Jett,

I wanted to acknowledge that Calvert has filed a shareholder resolution, with supporting documentation attached, requesting Sempra Energy to evaluate and issue a report describing if, and how, Sempra's lobbying activities align with the Paris Agreement. We would welcome the opportunity to meet to discuss our request before the 2021 annual meeting. Please acknowledge receipt of this email.

Thank you,

Alexander Bonelli
Shareholder Engagement Associate
202 238 2240

Calvert Research and Management
1825 Connecticut Avenue NW, Suite 400
Washington, DC 20009



An  Eaton Vance Company

[\[calvert.com\]](http://calvert.com)

Follow our timely insights: [Impact Blog \[calvert.com\]](#)

This email originated outside of Sempra Energy. Be cautious of attachments, web links, or requests for information.

November 18, 2020

Jennifer F. Jett
Vice President, Governance and Corporate Secretary
Sempra Energy
488 8th Avenue San Diego, CA 92101

Dear Mrs. Jennifer F. Jett,

Calvert Research and Management (“Calvert”) is a leader in Responsible Investing, with over \$23.4 billion of mutual fund and separate account assets under management as of June 30, 2020.

Our clients are the beneficial owners of at least \$25,000 in market value of securities entitled to be voted at the next shareholder meeting. Supporting documentation is available upon request. Furthermore, our clients have held these securities continuously for at least one year, and intend to continue to own the requisite number of shares in the Company through the date of the 2021 annual meeting of shareholders.

We are notifying you, in a timely manner, of the enclosed shareholder proposal for vote at the upcoming stockholders meeting. We submit it for inclusion in the proxy statement in accordance with Rule 14a-8 under the Securities Exchange Act of 1933 (17 C.F.R. § 240.14a-8).

Calvert is the co-lead filer of this resolution with As You Sow. As long-standing shareholders, we are filing the enclosed resolution requesting that Sempra Energy evaluate and issue a report describing if, and how, Sempra’s lobbying activities align with the Paris Agreement’s goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

If prior to the annual meeting you agree to the request outlined in the resolution, we believe that this resolution would be unnecessary. We are available to discuss our request and look forward to scheduling a dialogue.

We appreciate your attention to this matter and look forward to working with you. Please direct all questions or correspondence regarding the Proposal to the attention of Kimberly Stokes at KStokes@Calvert.com (202-238-2239) and send an email to confirm receipt of this proposal to Kimberly Stokes and Alexander Bonelli at ABonelli@Calvert.com.

Sincerely,

x *Kimberly Stokes*

Kimberly Stokes
Vice President & Corp Engagement Strategist

WHEREAS: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2,3}

According to the most recent annual United Nations Environment Programme "Emissions Gap Report,"⁴ critical gaps remain between national governments' climate commitments and the level of action necessary to prevent catastrophic climate change.

Companies have an important role to play in enabling policymakers to close these gaps. Corporate lobbying activities that seek to prevent climate-related laws and regulations present growing risk to investors. Delays in implementing the Paris Agreement's decarbonization goals increase the physical risks of climate change, pose systemic risk to economic stability, and introduce uncertainty and volatility into investor portfolios.

Investors believe that Paris-aligned climate lobbying, including lobbying by trade groups, helps to mitigate these risks and contributes positively to the long term value of investment portfolios. Over a dozen large European companies have reached agreements with investors regarding Paris aligned lobbying disclosure, and Shell, BP, and Total have published reports evaluating the positions their trade associations take on climate change.⁵

Investors currently lack sufficient information to understand how Sempra ensures its lobbying activities, both direct lobbying and indirect lobbying through trade associations, align with the Paris Agreement's goals, and what actions Sempra is taking to address any misalignments.

Unlike peers, Sempra has no net zero or long term climate targets. Instead, it continues to invest in greenhouse gas intensive natural gas assets,⁶ acknowledging this will cause its emissions to balloon.⁷ While Sempra discloses how its trade associations align with its own views on climate change,⁸ current reporting does not disclose whether its lobbying is aligned with Paris goals, especially regarding natural gas use. Sempra's climate-related lobbying has already sparked concern. Subsidiary Southern California Gas Company (SoCalGas) is currently under investigation by the California Public Utilities Commission's (CPUC) Public Advocates Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO

¹ <https://www.ipcc.ch/2018/10/08/summary-for-policymakers-of-ipcc-special-report-on-global-warming-of-1-5c-approved-by-governments/>

² <https://www.nature.com/articles/d41586-018-05219-5>

³ <https://www.nature.com/articles/s41467-020-18797-8/>

⁴ <https://www.unenvironment.org/resources/emissions-gap-report-2019>

⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

⁸ [CDP Reporting](#)

⁹ <https://www.latimes.com/environment/story/2020-07-23/is-americas-biggest-gas-utility-fighting-climate-action-california-demands-answers>

has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

¹⁰ <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>

¹¹ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive



November 18th, 2020

Calvert Research and Management
1825 Connecticut Ave. NW, Suite 400
Washington, DC 20009

To whom it may concern,

This letter is to confirm that as of 11/18/2020 our accounting records indicate that the Calvert fund listed below held the below amount of shares of the stock Sempra Energy. Shares of this company were held continuously for one year as detailed below.

Fund	Fund Name	Cusip	Security Name	11/18/2019	11/18/2020 Shares
***	CRM US LCC Resp Indx Fd	816851109	Sempra Energy	41,477	64,363

Please feel free to contact me if you need any further information.

Sincerely,

Derek Franz
Assistant Vice President
State Street Bank and Trust Company

From: Gail Follansbee <gail@asyousow.org>
Sent: Wednesday, November 18, 2020 4:10 PM
To: Jett, Jennifer <jjett@sempra.com>; Investor Relations <Investor@sempra.com>
Cc: Lila Holzman <holzman@asyousow.org>; Danielle Fugere <DFugere@asyousow.org>
Subject: [EXTERNAL] Sempra Energy - shareholder proposal

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Ms. Jett,

Attached please find filing documents submitting a shareholder proposal for inclusion in the company's 2021 proxy statement. A paper copy of these documents was sent by FedEx today, Wednesday 11/18 and will be received at your office tomorrow morning Thursday 11/19.

It would be much appreciated if you could please confirm receipt of this email.

Thank you very much,
Gail

Gail Follansbee (she/her)

Coordinator, Shareholder Relations

As You Sow

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8139 (direct line) ~ (650) 868-9828 (cell)

gail@asyousow.org | www.asyousow.org

This email originated outside of Sempra Energy. Be cautious of attachments, web links, or requests for information.



VIA FEDEX & EMAIL

November 18, 2020

Jennifer F. Jett
Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101
jjett@sempra.com

Dear Ms. Jett,

As You Sow is filing a shareholder proposal on behalf of Jubitz Investment LP (S) (“Proponent”), a shareholder of Sempra Energy for inclusion in Sempra Energy’s 2021 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. *As You Sow* is the co-lead filer of this shareholder proposal with Calvert.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent’s concerns.

To schedule a dialogue, please contact me at lholzman@asyousow.org. Please send all correspondence **with a copy to** shareholderengagement@asyousow.org.

Sincerely,

Lila Holzman
Energy Program Manager
Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: Investor@sempra.com

WHEREAS: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2,3}

According to the most recent annual United Nations Environment Programme "Emissions Gap Report,"⁴ critical gaps remain between national governments' climate commitments and the level of action necessary to prevent catastrophic climate change.

Companies have an important role to play in enabling policymakers to close these gaps. Corporate lobbying activities that seek to prevent climate-related laws and regulations present growing risk to investors. Delays in implementing the Paris Agreement's decarbonization goals increase the physical risks of climate change, pose systemic risk to economic stability, and introduce uncertainty and volatility into investor portfolios.

Investors believe that Paris-aligned climate lobbying, including lobbying by trade groups, helps to mitigate these risks and contributes positively to the long term value of investment portfolios. Over a dozen large European companies have reached agreements with investors regarding Paris aligned lobbying disclosure, and Shell, BP, and Total have published reports evaluating the positions their trade associations take on climate change.⁵

Investors currently lack sufficient information to understand how Sempra ensures its lobbying activities, both direct lobbying and indirect lobbying through trade associations, align with the Paris Agreement's goals, and what actions Sempra is taking to address any misalignments.

Unlike peers, Sempra has no net zero or long term climate targets. Instead, it continues to invest in greenhouse gas intensive natural gas assets,⁶ acknowledging this will cause its emissions to balloon.⁷ While Sempra discloses how its trade associations align with its own views on climate change,⁸ current reporting does not disclose whether its lobbying is aligned with Paris goals, especially regarding natural gas use. Sempra's climate-related lobbying has already sparked concern. Subsidiary Southern California Gas Company (SoCalGas) is currently under investigation by the California Public Utilities Commission's (CPUC) Public Advocates

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⁴ <https://www.unenvironment.org/resources/emissions-gap-report-2019>

⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

⁸ CDP Reporting

Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

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¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive

11/1/2020 | 12:14:40 PM PST

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

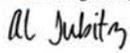
As of the date of this letter, the undersigned authorizes As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Jubitz Investment LP (S)
Company: Sempra Energy
Annual Meeting/Proxy Statement Year: 2021
Resolution Subject: Climate disclosures or other measures to reduce GHG emissions

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:

8B2500DA88FC4C8...

Name: Al Jubitz

Title: President



VIA FEDEX & EMAIL

November 18, 2020

Jennifer F. Jett
Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101
jjett@sempra.com

Dear Ms. Jett,

As You Sow is co-filing a shareholder proposal on behalf of the following Sempra Energy shareholders for action at the next annual meeting of Sempra Energy.

- John B Mason & Linda C Mason Comm Prop (S)
- Putney School Inc Endowment Inv Mgr (S)

Shareholders are co-filers of the enclosed proposal with Jubitz Investment LP (S) who is the Proponent of the proposal. *As You Sow* has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2021 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. *As You Sow* is authorized to act on John B Mason & Linda C Mason Comm Prop's or Putney School Inc Endowment Inv Mgr's behalf with regard to withdrawal of the proposal.

Letters authorizing *As You Sow* to act on co-filers' behalf are enclosed. A representative of the lead filers (*As You Sow* and Calvert) will attend the stockholders' meeting to move the resolution as required.

To schedule a dialogue, please contact me at holzman@asyousow.org. Please send all correspondence **with a copy to** shareholderengagement@asyousow.org.

Sincerely,

A handwritten signature in black ink that reads "Lila Holzman".

Lila Holzman
Energy Program Manager

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: Investor@sempra.com

WHEREAS: The Intergovernmental Panel on Climate Change released a report finding that "rapid, far-reaching" changes are necessary in the next 10 years to avoid disastrous global warming.¹ The economic impacts of exceeding 1.5 degrees Celsius warming are projected to be in the tens to hundreds of trillions of dollars by 2100.^{2,3}

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⁵ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁶ <https://rmi.org/wp-content/uploads/2020/03/Methane-Insight-Brief.pdf>

⁷ <https://www.sempra.com/sites/default/files/content/files/node-media-document/2019/2019-sempra-corporate-sustainability-report.pdf>, p.36

⁸ CDP Reporting

Office (PAO) regarding the use of ratepayer funds and lobbying groups to promote gas.⁹ Already, PAO has recommended a \$255 million fine for undermining energy efficiency rules.¹⁰ SoCalGas has also filed lawsuits with California agencies fighting clean truck regulations and electrification policy.¹¹ Federal legislators recently took issue with Sempra's anti-climate lobbying and actions, sending a public letter questioning SoCalGas' efforts to undermine California's greenhouse gas targets.¹²

We urge the Board and management to report to shareholders on this critical issue.

RESOLVED: Shareholders request the Board of Directors evaluate and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, Sempra's lobbying activities (direct and through trade associations) align with the Paris Agreement's goal to limit temperature rise to 1.5 degrees and how Sempra plans to mitigate risks presented by any misalignment.

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¹⁰ <https://earthjustice.org/sites/default/files/files/r1311005-public-advocates-office-opening-brief.pdf>

¹¹ <https://www.latimes.com/environment/story/2020-08-04/california-sued-by-nations-biggest-gas-utility-in-climate-change-dispute>

¹² https://www.utilitydive.com/news/california-federal-legislators-press-socalgas-on-reported-efforts-to-under/588174/?utm_source=Sailthru&utm_medium=email&utm_campaign=Issue:%202020-11-02%20Utility%20Dive%20Newsletter%20%5Bissue:30588%5D&utm_term=Utility%20Dive

10/14/2020 | 3:07:48 PM PDT

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

As of the date of this letter, the undersigned authorizes As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: John B & Linda C Mason Comm Prop (S)
Company: Sempra Energy
Annual Meeting/Proxy Statement Year: 2021
Resolution Subject: Climate disclosures or other measures to reduce GHG emissions

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:

191DD2334FC743D...

Name: John Mason

Title: stockholder

DocuSigned by:

1A2546F5C31941A...

Linda Mason

MS.

11/6/2020 | 5:32:44 AM PST

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

As of the date of this letter, the undersigned authorizes As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Putney School Inc Endowment Inv Mgr (S)
Company: Sempra Energy
Annual Meeting/Proxy Statement Year: 2021
Resolution Subject: Climate disclosures or other measures to reduce GHG emissions

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:

5F134C2599D04CA...

Name: Emily Jones

Title: Head of School

From: Jett, Jennifer <jjett@sempra.com>

Sent: Friday, November 20, 2020 4:59 PM

To: Lila Holzman <holzman@asyousow.org>; Alexander, Lisa <LAlexander@sempra.com>

Cc: Daniel Stewart <dstewart@asyousow.org>; Adams, Trina <TAdams1@Sempra.com>; Gail Follansbee <gail@asyousow.org>

Subject: RE: Update on Shareholder Engagement

Hi, Lila,

We are in receipt of the attached proposal. Hoping you can shed some light on the relationship between the various proponents/co-filers, as we have received several communications from you and others with the same proposal, including one from someone on your team, Gail Follansbee (see attached), who I've copied here.

A couple of questions for you:

1. In your first letter, you start with "We write as investors in Sempra Energy and as part of...the ICCR..." Could you please clarify whether As You Sow is a Sempra shareholder, and/or whether ICCR is a shareholder? We do not show any record of either, but perhaps there are shares held in beneficial ownership?
2. After reading all of the correspondence, it appears that Calvert is the lead proponent, and that (i) Illinois State Treasurer/Bright Start College Savings Trust, (ii) Jubitz Investment LP, (iii) John B Mason & Linda C Mason Comm Prop, and (iv) Putney School Inc Endowment Inv Mgr are all co-filers (5 in total), with As You Sow communicating, etc. on all of their behalves? This part is a little unclear, as the letter sent by John B Mason & Linda C Mason Comm Prop and Putney School Inc Endowment Inv Mgr doesn't specifically mention As You Sow, only Jubitz Investment LP.

Would appreciate a high-level summary of how you view the roles of all the various parties.

By copying your colleague, Gail, I am acknowledging receipt of the proposal she sent in the attached email.

Best,
Jenn

Jennifer F. Jett
Vice President – Governance
and Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101
619.696.4316 (office)

From: Lila Holzman <lholzman@asyousow.org>
Sent: Monday, November 23, 2020 4:22 PM
To: Jett, Jennifer <jjett@sempra.com>; Alexander, Lisa <LAlexander@sempra.com>
Cc: Daniel Stewart <dstewart@asyousow.org>; Adams, Trina <TAdams1@Sempra.com>; Gail Follansbee <gail@asyousow.org>
Subject: [EXTERNAL] RE: Update on Shareholder Engagement

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Jenn,

Thank you for responding and confirming receipt of our proposal and letter. I am happy to clarify and answer your questions.

1. The letter was sent by [ICCR \[iccr.org\]](http://iccr.org), a coalition of investors working to reduce risk and increase company value by promoting interested in the promotion of corporate social responsibility. *As You Sow* is a member of ICCR and signed the letter as a representative of a number of Sempra shareholders.
2. With regard to the shareholder proposal, *As You Sow* (representing Jubitz Investment LP) and Calvert are co-lead filers, meaning that we make joint decisions concerning the proposal.

As You Sow also represents John B Mason & Linda C Mason Comm Prop and Putney School Inc Endowment Inv Mgr as co-filers of the proposal. The Illinois State Treasurer/Bright Start College Savings Trust is a co-filer on the proposal. As indicated by the co-filing letters, co-filers have given full decision-making authority to the designated co-lead filers.

If you have further questions, please let me know. Moving forward, we would be glad to schedule a dialogue to also include Calvert and Illinois State Treasurer.

Best,
Lila

Lila Holzman
Energy Program Manager

As You Sow

2150 Kittredge St., Suite 450 | Berkeley, CA 94704
(510) 735-8153 (direct line) | (415) 483-9533 (cell)

lholzman@asyousow.org | www.asyousow.org [asyousow.org]

From: Abbot, Lisa H <LAbbot@sempra.com>

Sent: Wednesday, November 25, 2020 1:46 PM

To: lholzman@asyousow.org

Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>

Subject: Letter from Sempra Energy to As You Sow

[External Email]

Ms. Holzman,

On behalf of Sempra Energy, attached please find a letter to you in connection with your letter received by Sempra Energy on November 18, 2020 submitting a shareholder proposal for Sempra Energy's 2021 Annual Shareholders Meeting.

Best regards,

Lisa

Lisa H. Abbot

Sr. Counsel – Corporate and Securities

Sempra Energy

488 8th Avenue

San Diego, CA 92101-3017

Tel: (619) 696-8523



Lisa H. Abbot
Sr. Counsel
488 8th Avenue
San Diego, CA 92101

Tel: 619-696-8523
LAbbot@sempra.com

November 25, 2020

VIA OVERNIGHT MAIL AND EMAIL

Lila Holzman, Energy Program Manager
As You Sow
2150 Kittredge St. Suite 450
Berkeley, CA 94704
lholtzman@asyousow.org
(510) 753-8153

Dear Ms. Holzman:

I am writing on behalf of Sempra Energy (the “Company”), which received on November 18, 2020, the shareholder proposal you submitted on behalf of Jubitz Investment LP (S), John B & Linda C Mason Comm Prop (S), and Putney School Inc Endowment Inv Mgr (S) (each, a “Proponent” and collectively, the “Proponents”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2021 Annual Shareholders Meeting (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Your correspondence did not include sufficient documentation demonstrating that you had the legal authority to submit the Proposal on behalf of the Proponents as of the date the Proposal was submitted (November 18, 2020). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) (“SLB 14I”), the SEC’s Division of Corporation Finance (“Division”) noted that proposals submitted by proxy, such as the Proposal, may present challenges and concerns, including “concerns raised that shareholders may not know that proposals are being submitted on their behalf.” Accordingly, in evaluating whether there is a basis to exclude a proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that in general the Division would expect any shareholder who submits a proposal by proxy to provide documentation to:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The documentation that you provided with the Proposal raises the concerns referred to in SLB 14I. Specifically, the Proposal raises the concerns referred to in SLB 14I because the documentation from the Proponents purporting to authorize you to act on the Proponents’ behalf does not identify the specific proposal to be submitted. To remedy these defects, each Proponent should provide documentation that confirms that as of the date you submitted the Proposal, the

Proponent had instructed or authorized you to submit the specific proposal to the Company on the Proponent's behalf. The documentation should identify the specific proposal to be submitted.

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company's stock records do not indicate that the Proponents are the record owners of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that the Proponents have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, each Proponent must submit sufficient proof of the Proponent's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including November 18, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020; or
- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

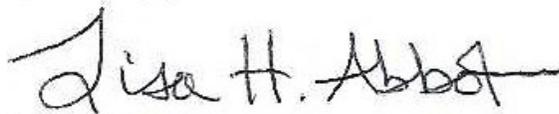
If any Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the Proponent's broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020.
- (2) If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 18, 2020, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 488 8th Avenue, San Diego, CA 92101-3071. Alternatively, you may transmit any response by email to me at LAbbot@sempra.com.

If you have any questions with respect to the foregoing, please contact me at (619) 696-8523. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Lisa H. Abbot
Senior Counsel – Corporate and Securities

Enclosures

cc: Jennifer F. Jett, Vice President – Governance and Corporate Secretary, Sempra Energy (w/encl. via email)
James M. Spira, Associate General Counsel, Sempra Energy (w/encl. via email)

From: Abbot, Lisa H <LAbbot@sempra.com>
Sent: Wednesday, November 25, 2020 1:47 PM
To: Kimberly Stokes <KStokes@Calvert.Com>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>
Subject: Letter from Sempra Energy to Calvert

[External Email]

Dear Ms. Stokes,

On behalf of Sempra Energy, attached please find a letter to you in connection with your letter received by Sempra Energy on November 18, 2020 submitting a shareholder proposal for Sempra Energy's 2021 Annual Shareholders Meeting.

Best regards,
Lisa

Lisa H. Abbot
Sr. Counsel – Corporate and Securities
Sempra Energy
488 8th Avenue
San Diego, CA 92101-3017
Tel: (619) 696-8523



Lisa H. Abbot
Sr. Counsel
488 8th Avenue
San Diego, CA 92101

Tel: 619-696-8523
LAbbot@sempra.com

November 25, 2020

VIA OVERNIGHT MAIL AND EMAIL

Kimberly Stokes
Calvert Research and Management
1825 Connecticut Avenue NW, Suite 400
Washington, DC 20009-5727
KStokes@Calvert.com
(202) 238-2239

Dear Ms. Stokes:

I am writing on behalf of Sempra Energy (the “Company”), which received on November 18, 2020, the shareholder proposal you submitted on behalf of Calvert Research and Management (the “Proponent”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2021 Annual Shareholders Meeting (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Proponent has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. The November 18, 2020 letter from State Street that you provided is insufficient because it states the number of shares the Proponent held as of November 18, 2019 and the number of shares the Proponent held as of November 18, 2020, but then says that “[s]hares of this company were held continuously for one year” without specifying the *number* or *amount* of shares that were held continuously during such period.

To remedy this defect, the Proponent must obtain a new proof of ownership letter verifying the Proponent’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including November 18, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of the Proponent’s shares (usually a broker or a bank) verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020; or
- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent’s ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the “record” holder of the Proponent’s shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent’s broker or bank is a DTC participant by asking the Proponent’s broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Proponent’s broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent’s broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020.
- (2) If the Proponent’s broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent’s broker or bank. If the Proponent’s broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent’s account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent’s shares is not able to confirm the Proponent’s individual holdings but is able to confirm the holdings of the Proponent’s broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period

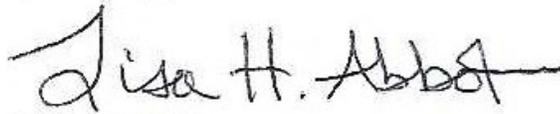
Kimberly Stokes
November 25, 2020
Page 3

preceding and including November 18, 2020, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 488 8th Avenue, San Diego, CA 92101-3071. Alternatively, you may transmit any response by email to me at LAbbot@sempra.com.

If you have any questions with respect to the foregoing, please contact me at (619) 696-8523. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in black ink that reads "Lisa H. Abbot". The signature is written in a cursive, flowing style.

Lisa H. Abbot
Senior Counsel – Corporate and Securities

Enclosures

cc: Jennifer F. Jett, Vice President – Governance and Corporate Secretary, Sempra Energy (w/encl. via email)
James M. Spira, Associate General Counsel, Sempra Energy (w/encl. via email)

From: Abbot, Lisa H <LAbbot@sempra.com>

Sent: Wednesday, November 25, 2020 1:48 PM

To: MDulberger@illinoistreasurer.gov

Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>

Subject: Letter from Sempra Energy to Illinois State Treasurer

[External Email]

Dear Mr. Dulberger,

On behalf of Sempra Energy, attached please find a letter to you in connection with your letter received by Sempra Energy on November 18, 2020 submitting a shareholder proposal for Sempra Energy's 2021 Annual Shareholders Meeting.

Best regards,

Lisa

Lisa H. Abbot

Sr. Counsel – Corporate and Securities

Sempra Energy

488 8th Avenue

San Diego, CA 92101-3017

Tel: (619) 696-8523



Lisa H. Abbot
Sr. Counsel
488 8th Avenue
San Diego, CA 92101

Tel: 619-696-8523
LAbbot@sempra.com

November 25, 2020

VIA OVERNIGHT MAIL AND EMAIL

Max Dulberger, Director of Corporate Governance & Sustainable Investment
Illinois State Treasurer's Office
100 W. Randolph St., Suite 15-600
Chicago, IL 60601
MDulberger@illinoistreasurer.gov
(217) 843-0132

Dear Mr. Dulberger:

I am writing on behalf of Sempra Energy (the "Company"), which received on November 18, 2020, the shareholder proposal you submitted in your capacity as Treasurer for the State of Illinois and Trustee of the Bright Start College Savings Trust, on behalf of the Bright Start College Savings Trust (the "Proponent") pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2021 Annual Shareholders Meeting (the "Proposal").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company's stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company. In this regard, the November 18, 2020 letter from The Northern Trust Company that you provided is insufficient because it refers to beneficial ownership of Company shares by the State of Illinois, rather than by the Proponent.

To remedy this defect, the Proponent must obtain a new proof of ownership letter verifying the Proponent's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including November 18, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the required number

or amount of Company shares for the one-year period preceding and including November 18, 2020; or

- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the Proponent's broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020.
- (2) If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 18, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 18, 2020, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or

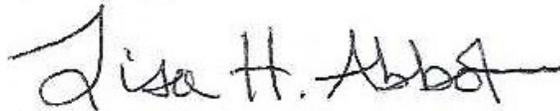
Max Dulberger
November 25, 2020
Page 3

bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 488 8th Avenue, San Diego, CA 92101-3071. Alternatively, you may transmit any response by email to me at LAbbot@sempra.com.

If you have any questions with respect to the foregoing, please contact me at (619) 696-8523. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in black ink that reads "Lisa H. Abbot". The signature is written in a cursive style with a horizontal line extending to the right.

Lisa H. Abbot
Senior Counsel – Corporate and Securities

Enclosures

cc: Jennifer F. Jett, Vice President – Governance and Corporate Secretary, Sempra Energy (w/encl. via email)
James M. Spira, Associate General Counsel, Sempra Energy (w/encl. via email)

From: Dulberger, Max <MDulberger@illinoistreasurer.gov>
Sent: Thursday, December 3, 2020 3:21 PM
To: Abbot, Lisa H <LAbbot@sempra.com>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>; Vaitla, Rekha <RVaitla@illinoistreasurer.gov>; Maureen O'Brien - Marco Consulting (mobrien@segalmarco.com) <mobrien@segalmarco.com>; Kimberly Duncan <kl13@ntrs.com>
Subject: RE: Letter from Sempra Energy to Illinois State Treasurer

[External Email]

Hi Lisa,

Many thanks for the email and for requesting clarification.

Please see the attachment in response to the company's request.

I have copied Kimberly Duncan to assist further as needed.

If you can please confirm receipt and whether this satisfies the request, that would be greatly appreciated.

Thanks again,
Max



MAX DULBERGER | DIRECTOR – CORPORATE GOVERNANCE & SUSTAINABLE INVESTMENT

Illinois State Treasurer Michael W. Frerichs

James R. Thompson Center – 100 W. Randolph (15-600), Chicago IL 60601
217.843.0132 (c)



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From: Abbot, Lisa H <LAbbot@sempra.com>
Sent: Wednesday, November 25, 2020 12:48 PM
To: Dulberger, Max <MDulberger@illinoistreasurer.gov>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C

The Northern Trust Company
50 South LaSalle Street, M-28
Chicago, Illinois 60603
312-444-5193



Northern Trust

12/3/2020

Via regular mail

Jennifer F. Jett
Vice President, Governance and Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101

RE: Office of the Treasurer for the Bright Start College Savings Trust

Dear Jennifer:

Northern Trust is the record owner of common stock ("shares") of Sempra Energy Inc beneficially owned by Treasurer for the State of Illinois and Trustee of the Bright Start College Savings Trust, on behalf of the Bright Start College Savings Trust (the "Proponent"). The shares are held by Northern Trust, a DTC participant. Per Northern Trust's records, as of the close of business on November 18, 2020, the Fund held at least \$2,000 worth of shares in Sempra Energy Inc. stock. The Fund has held in excess of \$2,000 worth of shares in Sempra Energy, Inc. continuously since November 18, 2019.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 312-444-5209 or KL13@ntrs.com.

Sincerely,

A handwritten signature in dark ink, appearing to read "Kimberly Duncan". The signature is written in a cursive, flowing style.

Kimberly Duncan
Vice President – Relationship Manager

From: Abbot, Lisa H <LAbbot@sempra.com>
Sent: Friday, December 4, 2020 4:18 PM
To: Dulberger, Max <MDulberger@illinoistreasurer.gov>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>; Vaitla, Rekha <RVaitla@illinoistreasurer.gov>; Maureen O'Brien - Marco Consulting (mobrien@segalmarco.com) <mobrien@segalmarco.com>; Kimberly Duncan <kl13@ntrs.com>
Subject: RE: Letter from Sempra Energy to Illinois State Treasurer

[External Email]

Mr. Dulberger,

We confirm receipt of your email. We are reviewing the materials you provided and will correspond further if we have additional questions.

Thank you,
Lisa

Lisa H. Abbot
Sr. Counsel – Corporate and Securities
Sempra Energy
488 8th Avenue
San Diego, CA 92101-3017
Tel: (619) 696-8523

From: Dulberger, Max <MDulberger@illinoistreasurer.gov>
Sent: Thursday, December 3, 2020 12:21 PM
To: Abbot, Lisa H <LAbbot@sempra.com>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>; Vaitla, Rekha <RVaitla@illinoistreasurer.gov>; Maureen O'Brien - Marco Consulting (mobrien@segalmarco.com) <mobrien@segalmarco.com>; Kimberly Duncan <kl13@ntrs.com>
Subject: [EXTERNAL] RE: Letter from Sempra Energy to Illinois State Treasurer

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Hi Lisa,

Many thanks for the email and for requesting clarification.

Please see the attachment in response to the company's request.

I have copied Kimberly Duncan to assist further as needed.

If you can please confirm receipt and whether this satisfies the request, that would be greatly appreciated.

Thanks again,
Max



MAX DULBERGER | DIRECTOR – CORPORATE GOVERNANCE & SUSTAINABLE INVESTMENT

Illinois State Treasurer Michael W. Frerichs

James R. Thompson Center – 100 W. Randolph (15-600), Chicago IL 60601
217.843.0132 (c)

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From: Abbot, Lisa H <LAbbot@sempra.com>

Sent: Wednesday, November 25, 2020 12:48 PM

To: Dulberger, Max <MDulberger@illinoistreasurer.gov>

Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>

Subject: Letter from Sempra Energy to Illinois State Treasurer

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Mr. Dulberger,

On behalf of Sempra Energy, attached please find a letter to you in connection with your letter received by Sempra Energy on November 18, 2020 submitting a shareholder proposal for Sempra Energy's 2021 Annual Shareholders Meeting.

Best regards,
Lisa

Lisa H. Abbot
Sr. Counsel – Corporate and Securities
Sempra Energy

From: Lila Holzman <lholzman@asyousow.org>

Sent: Wednesday, December 9, 2020 7:24 PM

To: Abbot, Lisa H <LAbbot@sempra.com>; Gail Follansbee <gail@asyousow.org>; Shareholder Engagement <shareholderengagement@asyousow.org>

Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>

Subject: RE: Letter from Sempra Energy to As You Sow

[External Email]

Dear Ms. Abbot,

Attached, please find documentation regarding Proof of Ownership as well as authorization confirmation for shareholders: Putney School Inc Endowment Inv Mgr (S); John B Mason & Linda C Mason Comm Prop. We note that Putney School Inc Endowment Inv Mrg (S) is now designated as lead-filer for this resolution (which is being co-led with Calvert), and that Jubitz Investment LP (S) will no longer be participating in this proposal.

Please confirm receipt and let us know if any deficiencies remain.

Best Regards,

Lila

Lila Holzman

Energy Program Manager

As You Sow

2150 Kittredge St., Suite 450 | Berkeley, CA 94704

(510) 735-8153 (direct line) | (415) 483-9533 (cell)

lholzman@asyousow.org | www.asyousow.org

From: Abbot, Lisa H <LAbbot@sempra.com>

Sent: Wednesday, November 25, 2020 10:46 AM

To: Lila Holzman <lholzman@asyousow.org>

Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>

Subject: Letter from Sempra Energy to As You Sow

12/2/2020 | 11:59:51 AM PST

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Addendum to Authorization to File Shareholder Resolution

Dear Andrew Behar,

As an addendum to the previously provided shareholder authorization letter, this letter serves to confirm that as of 10/14/2020, the undersigned had authorized As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: John B & Linda C Mason Comm Prop (S)

Company: Sempra Energy

Annual Meeting/Proxy Statement Year: 2021

Resolution Subject: Climate disclosures or other measures to reduce GHG emissions, specifically, describing if and how the company's lobbying activities align with Paris goals to reduce GHG emissions and limit global temperature rise to 1.5 degrees.

Sincerely,

DocuSigned by:
John Mason

Name: John Mason

Title:

DocuSigned by:
Linda Mason

Linda Mason

Advisor Services



Advisor Family Office
P.O. Box 628290
Orlando FL 62829

December 9, 2020
John B. and Linda C. Mason Revocable Trust
PO Box 2400
Park City UT 84060

Verification of Account Position

Charles Schwab & Co., a DTC participant, acts as the custodian for John B. and Linda C. Mason Revocable Trust. As of the date of this letter, John B. and Linda C. Mason Revocable Trust held, and has held continuously for at least 13 months the following:

[REDACTED]

145 shares of Sempra Energy, cusip 816851109

[REDACTED]

Thank you for investing with Schwab. We appreciate your business and look forward to serving the needs of you and your investment advisor.

Best Regards,

James Aboltin

James Aboltin
Service Relationship Manager

12/9/2020 | 6:33:48 AM PST

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Addendum to Authorization to File Shareholder Resolution

Dear Andrew Behar,

As an addendum to the previously provided shareholder authorization letter, this letter serves to confirm that as of 11/6/2020, the undersigned had authorized As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Putney School Inc Endowment Inv Mgr (S)

Company: Sempra Energy

Annual Meeting/Proxy Statement Year: 2021

Resolution Subject: Climate disclosures or other measures to reduce GHG emissions, specifically, describing if and how the company's lobbying activities align with Paris goals to reduce GHG emissions and limit global temperature rise to 1.5 degrees.

Sincerely,

DocuSigned by:

Emily Jones

5F134C2599D04CA...

Name: Emily Jones

Title: Head of School

GLENMEDE

December 2, 2020

Dear The Putney School Inc Endowment Inv Mgr.

Glenmede Trust Company NA, a DTC participant, acts as the custodian for The Putney School Inc Endowment Inv Mgr. As of and including November 19th, 2020, The Putney School Inc Endowment Inv Mgr held, and has continuously held 62 shares of Sempra Energy (CUSIP: 816851109) common stock for at least a year.

Best Regards,



Phyllis Simirglia
Securities Operations
Managing Director

From: Abbot, Lisa H <LAbbot@sempra.com>
Sent: Monday, December 14, 2020 9:16 PM
To: Lila Holzman <lholzman@asyousow.org>; Gail Follansbee <gail@asyousow.org>; Shareholder Engagement <shareholderengagement@asyousow.org>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>
Subject: RE: Letter from Sempra Energy to As You Sow

[External Email]

Thank you Lila, we confirm receipt of this email.

Regards,
Lisa

Lisa H. Abbot
Sr. Counsel – Corporate and Securities
Sempra Energy
488 8th Avenue
San Diego, CA 92101-3017
Tel: (619) 696-8523

From: Lila Holzman <lholzman@asyousow.org>
Sent: Wednesday, December 9, 2020 4:24 PM
To: Abbot, Lisa H <LAbbot@sempra.com>; Gail Follansbee <gail@asyousow.org>; Shareholder Engagement <shareholderengagement@asyousow.org>
Cc: Jett, Jennifer <jjett@sempra.com>; Spira, James M <JSpira@sempra.com>; Adams, Trina <TAdams1@Sempra.com>; Ising, Elizabeth A. <Eising@gibsondunn.com>; Haseley, Courtney C <CHaseley@gibsondunn.com>
Subject: [EXTERNAL] RE: Letter from Sempra Energy to As You Sow

*** EXTERNAL EMAIL - Be cautious of attachments, web links, and requests for information ***

Dear Ms. Abbot,

Attached, please find documentation regarding Proof of Ownership as well as authorization confirmation for shareholders: Putney School Inc Endowment Inv Mgr (S); John B Mason & Linda C Mason Comm Prop. We note that Putney School Inc Endowment Inv Mrg (S) is now designated as lead-filer for this resolution (which is being co-led with Calvert), and that Jubitz Investment LP (S) will no longer be participating in this proposal.

EXHIBIT B

Political Engagement and Contributions

Sempra Energy and its business units consider engaging with policymakers to be an important and necessary part of doing business. We monitor hundreds of proposed laws, rules, regulations and policies, and engage at the federal, state, and local levels of government to ensure that the perspectives of our company, our shareholders, our customers, and our employees are represented before lawmakers and regulators. When warranted, we also take positions for or against proposals and sometimes suggest amendments as part of the public policy process. When operating outside the U.S., our company complies with all applicable laws and is committed to acting in an ethical manner when conducting business.

Sempra Energy believes that our business - which includes natural gas infrastructure as well as various renewable resources and emerging technologies - will play a critical role with the transition to a lower carbon energy system. Sempra Energy and our operating companies engage in direct and indirect lobbying activities at the federal, state, and local levels of government consistent with our commitment to creating long-term, sustainable value, including the important role our infrastructure plays in lowering greenhouse gas emissions. We believe that our direct lobbying activities align with the relevant policies of the legislative and regulatory jurisdictions in which we operate (such as California's goal to achieve economy-wide carbon neutrality by 2045 and the U.S. EPA's methane rules) and important global multi-lateral collaborations, including the Paris Agreement's goals of limiting average global warming to well below 2°C above preindustrial levels and pursuing efforts to limit the temperature increase to 1.5°C.¹ For example, we believe that our direct engagement regarding California legislation promoting the in-state production and distribution of biomethane as a practical step toward furthering the state's greenhouse gas and short-lived climate pollutant reduction goals aligns with the Paris Agreement because it could enable emissions reductions in transportation and agriculture, which are sources of nitrogen oxides and methane emissions, respectively. See our response (https://www.sempra.com/sites/default/files/content/files/node-media-document/2020/Sempra_Energy_CDP_Climate_Change_Questionnaire_2020.pdf) to the CDP-Climate questionnaire (pages 135-144) for more detail on how our direct and indirect lobbying on topics related to the energy transition demonstrate the foregoing.

Sempra Energy and our operating companies are members of several trade associations focused on the important business and technical issues of our industry and the interests of our stakeholders. As a general matter, these associations enable us to learn the views of others, obtain feedback and, ultimately, voice our perspectives on proposed legislation and regulations in an educated and thoughtful manner. Some of these associations engage in lobbying activities. We believe that our indirect lobbying activities through these associations are also consistent with a transition to a lower carbon energy system and generally align with

the Paris Agreement's goal to limit global temperature rise. For example, one of the trade associations we are a member of advances improved natural gas production practices by working to develop a metric for methane intensity so that such emissions can be measured, compared, and reduced, which we believe aligns with the Paris Agreement's goal to limit global temperature rise.

Trade association policies generally reflect a compromise of the membership so at times the policy positions and lobbying activities of these associations may not fully align with Sempra's positions on a particular issue, including the Paris Agreement's goal to limit global temperature rise, in which case we work to mitigate any risks associated with such misalignment.

Specifically, we seek to do this in three primary ways: 1) education of the association staff and key members; 2) ongoing engagement with the association to try to move consensus positions; and 3) if needed, dissenting from association positions, including not providing formal company participation or endorsement.

We believe that public policy engagement is an important and appropriate role for companies, as long as it is conducted in a legal and transparent manner. In the U.S., there are federal, state and local lobbying registration and disclosure laws with which Sempra Energy and its business units comply, and the company has a robust training and reporting program in place to ensure compliance.

ⁱ The Paris Agreement, adopted in 2015, is an agreement under which 196 countries agreed to collaborate on long-term strategies focused on financial, technical and capacity-building programs with a stated goal to hold the increase in the global average temperature to well below 2°C, with a stretch target of 1.5°C, above pre-industrial levels.

Governance and Decision-Making

—

Sempra Energy's Board of Directors, specifically the Board's Safety, Sustainability and Technology Committee, consistent with the Board's risk management and oversight role and responsibilities, reviews and makes recommendations to management regarding policies, practices and strategies with respect to environmental, climate change, sustainability and other related ESG matters. Additionally, the Board's Corporate Governance Committee reviews Sempra Energy's public policy priorities on an annual basis, including charitable giving, political contributions and lobbying activity, which covers a broad array of efforts in support of the company's overall strategic objectives, climate-related and otherwise.

Response to 2020 CDP Climate Survey – Climate Engagement Section

C12.3

(C12.3) Do you engage in activities that could either directly or indirectly influence public policy on climate-related issues through any of the following?

- Direct engagement with policy makers
- Trade associations

C12.3a

(C12.3a) On what issues have you been engaging directly with policy makers?

Focus of legislation	Corporate position	Details of engagement	Proposed legislative solution
Other, please specify GHG emissions reduction mandates	Support with minor exceptions	We engaged with policymakers concerning California legislation promoting the in-state production and distribution of biomethane as a practical step toward furthering the state’s GHG and short-lived climate pollutant reduction goals.	We advocate for greenhouse gas emission reduction policies that help California meet its climate change goals while also protecting the livelihood of Californians, businesses, and the economy. We encourage emissions reductions from all sectors of the economy to meet emissions goals. Given that the largest source of GHG emissions is transportation, we are working to implement solutions promoting electrification of the passenger vehicle fleet and development of renewable gas alternatives for larger vehicles.
Energy efficiency	Support with minor exceptions	SDG&E and SoCalGas monitored several energy efficiency bills and engaged with policymakers when called upon to share their expertise in this area.	Sempra Energy supports an all-of-the-above energy policy to reduce carbon emissions: a combination of energy efficiency, renewable energy and natural gas, which over time, will increase the diversity of the country’s energy mix and shrink the country’s carbon footprint. We have

			strongly supported energy efficiency programs over the years and continue to do so. Over time, energy efficiency programs have averted the need to build dozens of power plants and has helped per capita energy usage in California to remain close to flat over time.
Clean energy generation	Support with minor exceptions	SDG&E and SoCalGas engaged with policymakers to assess the potential for the state to reduce GHG emissions from residential and commercial building stock by at least 40 percent below 1990 levels by 2030. They also worked to support expansion of renewable portfolio generation standards. At the federal level, Sempra Energy supported legislative efforts to maintain tax credits for wind energy production, solar energy investment, and development and deployment of electric vehicles, fuel cells and fuel cell vehicles, hydrogen fuel infrastructure, natural gas vehicle fuel and fuelling infrastructure, and renewable natural gas capture, processing and integration. Sempra Energy has also worked in support of legislation boosting federal funding for research and technology development for innovation in wind and solar energies at Advanced Research Projects Agency - Energy, as well as federal storage capacity research efforts.	Consistent with our focus on low-carbon energy, Sempra Energy supports the development of reasonable federal and state energy policies to regulate and reduce greenhouse gas emissions. We believe that when states adopt clean energy standards and programs, the standards and programs should be transparent and allocate costs fairly across customer classes without opportunity for bypass. We propose clean energy tax policies that level the playing field for tax incentives across clean energy technologies and that encourage further development of a variety of low-carbon technologies.
Other, please specify Alternative fuel transportation	Support with minor exceptions	At the state level, we supported legislative efforts to encourage the growth of alternative fuel transportation to meet the state goal to put at least 5 million ZEVs on California roads by 2030. For example we supported legislation allowing electric utilities to install EV charging stations and we supported legislation providing for	We support alternative-fuel transportation programs that provide financial and nonfinancial incentives to help offset the cost of vehicle purchases. In legislative efforts, we propose parity between the costs and incentives applicable to natural

		<p>financial incentives for clean vehicles. At the federal level, we supported tax credits for development and deployment of electric vehicles, fuel cells and fuel cell vehicles, hydrogen fuel infrastructure, natural gas vehicle fueling infrastructure, and natural gas and hydrogen as a vehicle fuel.</p>	<p>gas and other alternative fuels. We believe legislation should also support the deployment of alternative fuel filling stations. We support expansion of the Department of Energy's Advanced Vehicle Manufacturing loan program to include medium and heavy-duty trucks, buses and rail transit vehicles. We also support an extension of the AFV Infrastructure refueling credit, AFV fuel and refuelling infrastructure credits, excise tax credit, tax credits for renewable natural gas, and ensuring parity between taxation of CNG versus diesel as a transportation fuel.</p>
<p>Other, please specify Natural gas policy</p>	<p>Support</p>	<p>In California, we supported legislation that would allow natural gas distributors to rate-base the interconnection between biogas facilities and transmission/distribution pipelines. We also supported using greenhouse gas reduction funds to capture biogenetic sources of methane with the intent of injecting conditioned biogas into our pipelines. Additionally, we supported power-to-gas technologies and increasing the amount of synthetic gas that is created and used by our customers. SB44 and SB457 dealt with the issue of biogas and both were signed into law by California's Governor. Sempra Energy supported federal research efforts into advanced uses natural gas infrastructure, including integration of power-to-gas, renewable natural gas, and hydrogen energy as an energy source.</p>	<p>We support policies that expand the use of natural gas and renewable natural gas in the electric power and transportation sectors, provide exports to other countries to improve air quality globally and grow the U.S. economy. Sempra Energy advocates for an approach that includes natural gas as a fuel pathway to achieve near-zero emissions.</p>

<p>Other, please specify</p> <p>Wildfire-related matters</p>	<p>Support with major exceptions</p>	<p>Our businesses engaged with policymakers concerning legislation aimed at enhanced wildfire prevention and mitigation, cost recovery, and deenergization of power lines. We advocated the development of policies that foster enhanced wildfire mitigation efforts in California, as well as economic stability of utilities in the face of increasing risks of catastrophic wildfires. The legislation, AB 1054, was signed by the Governor.</p>	<p>Sempra Energy is dedicated to partnering with the state on enhancing climate resiliency and disaster planning. We supported legislative efforts designed to address California's wildfire mitigation and liability crisis jeopardizing the state and its electric utilities.</p>
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C12.3b

(C12.3b) Are you on the board of any trade associations or do you provide funding beyond membership?

Yes

C12.3c

(C12.3c) Enter the details of those trade associations that are likely to take a position on climate change legislation.

Trade association

The Business Council for Sustainable Energy

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

A national policy on climate change should consider the full impact of climate change and address greenhouse gas (GHG) emissions reductions and incorporate adaptation and resilience measures. Policies should also incentivize and leverage actions by state, local and tribal governments, as well as the private sector. The Business Counsel for Sustainable Energy's policy can be found at [https://www.bcse.org/images/2019%20Clean%20Air/BCSE%20Climate%20Change%20Policy%20Principles%20\(2019\).pdf](https://www.bcse.org/images/2019%20Clean%20Air/BCSE%20Climate%20Change%20Policy%20Principles%20(2019).pdf)

How have you influenced, or are you attempting to influence their position?

Sempra Energy participated in the development of the Business Council for Sustainable Energy's climate change principles.

Trade association

American Gas Association

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

The American Gas Association is committed to reducing greenhouse gas emissions through smart innovation, new and modernized infrastructure, and advanced technologies that maintain reliable, resilient, and affordable energy service choices for consumers. The AGA's climate change position can be found at https://www.aga.org/globalassets/aga_climate-change-document_final.pdf.

How have you influenced, or are you attempting to influence their position?

Sempra Energy participated in the development of the American Gas Association's climate change position statement.

Trade association

California Chamber of Commerce

Is your position on climate change consistent with theirs?

Mixed

Please explain the trade association's position

The California Chamber of Commerce supports climate change laws and regulations that are cost-effective, technology-neutral, and promote the use of market-based strategies to reduce GHGs. The Legislature should help ensure that any changes to California law safeguard the economy while having a demonstrable impact on GHG reduction and attract private capital to the state. The California Chamber of Commerce's position can be found at <https://advocacy.calchamber.com/policy/issues/greenhouse-gas-regulation>.

How have you influenced, or are you attempting to influence their position?

One of Sempra Energy's operating company executives serves on the board of the California Chamber of Commerce. As such, the company provides input on a variety of topics, including climate change. We generally agree with the Chamber's focus on achieving cost-effective GHG reductions while being sensitive to higher energy costs for businesses in California.

Trade association

California Council for Environmental and Economic Balance

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

CCEEB seeks to advance policies that improve the environment and protect the public health, while maintaining a strong economy and competitive businesses. Foster collaboration among business, labor, and public leaders to develop innovative policy solutions. The California Council for Environmental and Economic Balance's mission and vision statement is located at <https://cceeb.org/about-us/mission-and-vision/>.

How have you influenced, or are you attempting to influence their position?

Sempra Energy supports the California Council for Environmental and Economic Balance's efforts to create clear and consistent reporting protocols to reduce greenhouse gas emissions.

Trade association

California Electric Transportation Coalition

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

The California Electric Transportation Coalition supports a growing market for electric transportation, including cars, trucks, buses and equipment, to reach California's clean-air, public health, climate change, equity and economic goals. California Electric Transportation Coalition's charter is located at <https://caletc.com/about-us//>

How have you influenced, or are you attempting to influence their position?

Sempra Energy supports electric vehicle proliferation as part of a larger effort to reduce greenhouse gas emissions and is therefore supportive of and participates in the California Electric Transportation Coalition's efforts.

Trade association

California Natural Gas Vehicle Coalition

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

The California Natural Gas Vehicle Coalition supports new initiatives, provides up-to-date information on NGV technology and market developments, and works with legislators and regulators to develop policies that will increase alternative fuel and vehicle use. The California Natural Gas Vehicle Coalition advises stakeholders on testing and demonstration programs and help NGV-related businesses break into the California market. See: <https://cngvc.org/about-us/>.

How have you influenced, or are you attempting to influence their position?

Sempra Energy supports natural gas vehicle use as a means to help reduce greenhouse gas emissions and is therefore supportive of and participates in the California NGV Coalition's efforts.

Trade association

Center for LNG

Is your position on climate change consistent with theirs?

Mixed

Please explain the trade association's position

Sempra Energy supports responsible efforts to reduce carbon emissions while promoting economic growth and development and is therefore supportive of the Center for LNG's efforts to include natural gas in the nation's efforts to reduce greenhouse gas emissions.

How have you influenced, or are you attempting to influence their position?

Sempra supports responsible efforts to reduce carbon emissions while promoting economic growth and development and is therefore supportive of the Center for LNG's efforts to include natural gas in the nation's efforts to reduce greenhouse gas emissions.

Trade association

Interstate Natural Gas Association of America

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

INGAA supports a mandatory federal climate change program that would avoid redundant and potentially conflicting state or regional initiatives.

How have you influenced, or are you attempting to influence their position?

Sempra Energy supports requirements that avoid conflicting initiatives and clarify requirements in a responsible manner and is therefore supportive of INGAA's efforts.

Trade association

California Hydrogen Business Council

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

CHBC advocates for public policies that recognize hydrogen and fuel cell technologies as a clean, zero emission energy source that can be utilized across sectors for a wide range of applications including transportation, goods movement, storage, and stationary power.

How have you influenced, or are you attempting to influence their position?

Sempra Energy supports the development and utilization of hydrogen energy and fuel cells to achieve significant reductions in carbon emissions from the heavy-duty transportation and goods movement sectors and beyond.

Trade association

The Edison Electric Institute

Is your position on climate change consistent with theirs?

Consistent

Please explain the trade association's position

EEl and its member companies—America's investor-owned electric companies—are united in our commitment to get the energy we provide as clean as we can, as fast as we can, while keeping reliability and affordability front and center as always for the customers and communities we serve. EEl's member companies are leading the clean energy transformation by continuing to reduce carbon emissions in our sector and by helping other sectors, particularly the transportation and industrial sectors, transition to clean, efficient electric energy. See:

<https://www.eei.org/issuesandpolicy/environment/climate/Pages/default.aspx>

How have you influenced, or are you attempting to influence their position?

Sempra Energy is a very active participant at EEl, including the Board of Directors, and various EEl committees in which we voice our views on these and other matters, including promoting clean energy, electric vehicles, and energy efficiency with an eye toward reliability and affordability.

C12.3f

(C12.3f) What processes do you have in place to ensure that all of your direct and indirect activities that influence policy are consistent with your overall climate change strategy?

Sempra Energy has a centralized external affairs department that works closely with external affairs groups across the Company's operating companies to develop policy positions on climate change issues and help ensure consistency of direct and indirect activities. This function plays an essential role in coordinating and making consistent the Company's approach across operating companies and geographies. In addition, the external affairs team engages with our operating companies on issues related to climate change, regularly attending meetings with operating company external affairs groups and other relevant departments. This engagement allows Sempra

Energy to monitor activities related to climate change so that they are consistent with the Company's overall strategy.

In addition, Sempra Energy's sustainability steering committee, comprised of executives of all of our operating companies, builds off of the efforts of the external affairs groups and also helps to ensure that policy-related activities are consistent with our climate strategy.