

RESOLUTION NO. 2018-108

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE AGREEMENT WITH TRIMARK ASSOCIATES INC (TRIMARK), AND PROVIDING FOR ADDITIONAL CONTRIBUTIONS TO THE AUTHORITY'S REVOLVING GENERAL FUND, AND TAKING CERTAIN RELATED ACTION (RESTRUCTURING)

WHEREAS, the Southern California Public Power Authority ("SCPPA" or "the Authority") owns interests in various generation and transmission projects, the output or services of which has been sold to Members of the Authority ("Members"); and

WHEREAS, certain SCPPA Members are engaged in the generation, transmission, and distribution of electrical energy to retail customers, including assisting such customers with the efficient use of said energy; and

WHEREAS, certain Members have a need for qualified reporting entity services in the Western Renewable Energy Generation Information System (WREGIS) ("Services"); and

WHEREAS, Trimark is well qualified to provide such Services; and

WHEREAS, the Authority previously entered into a Master Professional Services Agreement with Trimark and now the Authority, based on request for continued Services by certain Members, desires to extend the term of the previously executed agreement through November 20, 2020; and

WHEREAS, the Authority is willing and able to (i) extend its agreement with Trimark to continue to make available the Services to the Members and (ii) bill all expenses and costs for the Services including costs for retaining Trimark to the Members receiving said Services; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1990-15, established a revolving general fund (the General Fund) for the payment of costs and expenses incurred by the Authority from time to time in carrying out its purposes; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1992-1, provided for the continuation of the General Fund and established a procedure to be followed with respect to additional contributions to the General Fund; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-2, provided for a separate bank account (the Joint Planning Account) to hold and disburse the additional contributions to the General Fund with respect to joint planning matters; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-13, changed the name of the Joint Planning Account to the Restructuring Account; and

WHEREAS, the Board of Directors of the Authority wishes to provide for additional contributions to the General Fund, and certain Members of the Authority are willing to make such additional contributions.

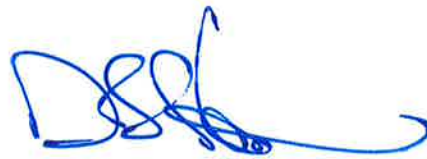
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority as follows:

1. The Executive Director is authorized and directed to retain Trimark at the request of Member(s) of the Authority, provided that such Member(s) agree, in writing, to bear all costs and expenses associated with Services provided to Member(s), respectively.
2. The Board of Directors hereby provides for additional contributions to the General Fund. Notwithstanding anything to the contrary in Resolution No. 1992-1, such additional contributions:
 - a) shall be solely for the purpose of paying costs and expenses incurred by the Authority with respect to Services provided by Trimark, and pending application for such purpose the contributions shall not be expended to pay costs or expenses properly allocable to one or more projects as provided in Section 3 of Resolution No. 1992-1;
 - b) with respect to each invoice SCPPA receives from Trimark, each such invoice shall be billed to the Members that have received services from Trimark with respect to such invoice, with the amount of each such Member's bill to be based upon the services performed by Trimark for the benefit of such Member; and
 - c) such invoice shall be billed and collected by adding the amounts provided above to the Authority's Palo Verde Project billings, with such amounts designated as "Resolution No. 2018-108 Charge." In the alternative, if a particular SCPPA member has elected to be billed under the Alternative Billing Method authorized by Resolution 2015-025, then such member shall be billed separately according to the method prescribed therein.
3. Although the amounts to be contributed under this Resolution and related income shall constitute part of the General Fund, they shall be held and accounted for in a separate subaccount within the existing Restructuring Account. The Executive Director of the Authority is hereby directed to establish a subaccount (the Trimark Subaccount) within the Restructuring Account for the purpose of holding contributions and related income, and making disbursements, under this Resolution. The President, Vice President, Secretary, any Assistant Secretary and the Executive Director of the Authority are each authorized to execute checks drawn on the Restructuring Account from time to time.
4. Amounts contributed to and held in the General Fund and the Trimark Subaccount pursuant to this Resolution will not be contributed or held for the purposes of any project for which the Authority has obtained any form of external financing. Such amounts shall not constitute (a) Revenues, or (b) revenues, income, rents or receipts derived by the

Authority from or attributable to Authority Capacity (or to the payment of the costs thereof) or the ownership or operation of any Project. As used herein, "Revenues", "Authority Capacity" and "Project" shall have the respective meanings set forth in the indentures of trust and other instruments governing the external financing arrangements entered into from time to time by the Authority.

5. The President, Vice President, Secretary, any Assistant Secretary, Executive Director and any other officer of the Authority are each hereby authorized to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.
6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 20th day of December 2018.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority