

RESOLUTION NO. 1983-26

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE CONTRACT IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S \$112,875,000 AGGREGATE PRINCIPAL AMOUNT OF POWER PROJECT BOND ANTICIPATION NOTES, 1983 SERIES A; AND APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; APPOINTING ASSISTANT SECRETARIES FOR THE PURPOSE OF TAKING ANY REQUIRED ACTION IN CONNECTION WITH THE ISSUANCE AND DELIVERY OF THE NOTES; AUTHORIZING APPOINTMENTS OF FIDUCIARIES; AND AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE.

BE IT RESOLVED by the Board of Directors of the Southern California Public Power Authority as follows:

1. The Purchase Contract dated July 27, 1983 for \$112,875,000 aggregate principal amount of Power Project Bond Anticipation Notes, 1983 Series A, dated July 15, 1983 (the "Notes") of the Southern California Public Power Authority (the "Authority") between the Authority and Dean Witter Reynolds Inc., Blyth Eastman Paine Webber Incorporated, The First Boston Corporation, E.F. Hutton & Company Inc., Salomon Brothers Inc and Sutro & Co. Incorporated (the "Underwriters"), as submitted to this meeting and made a part of this resolution as though set forth in full herein, be and the same hereby is approved.

The Notes are hereby sold to the Underwriters at the purchase price of \$111,548,718.75 plus accrued interest on the Notes from July 15, 1983 to the date of delivery and payment therefor, on the terms and conditions set forth in said Purchase Contract. Pursuant to Section 6571 of the Government Code of the State of California, it is hereby found and determined that the sale of the Notes at less than the par amount thereof will result in more favorable terms for the Notes and that a negotiated sale of the Notes is necessary. The President or Vice President of the Authority is hereby authorized and directed to execute said Purchase Contract and to deliver the same to the Underwriters.

2. The Preliminary Official Statement dated July 22, 1983 (the "Preliminary Official Statement") in the form presented to this meeting, be and the same hereby is approved, and this Board hereby ratifies, confirms and approves the use of such Preliminary Official Statement by the Underwriters in connection with the offering and sale of the Notes.

3. The final Official Statement dated July 27, 1983 (the "final Official Statement") in substantially the form of the Preliminary Official Statement with such changes thereto as are necessary to reflect the actual terms of the Notes and such other changes as the President or Vice President of the Authority shall approve (such approval to be conclusively evidenced by his execution thereof), be and the same is hereby approved, and this Board hereby approves the use of the final Official Statement by the Underwriters in connection with the offering and sale of the Notes. This Board hereby further approves the use by the Underwriters of any supplement or amendment to the final Official Statement hereafter approved by the President or Vice President of the Authority. The President or Vice President of the Authority is hereby authorized and directed to execute the final Official Statement and any amendment or supplement thereto, in the name and on behalf of the Authority, and thereupon to cause the final Official Statement and any such amendment or supplement to be delivered to the Underwriters for distribution to the purchasers of the Notes.

4. Arthur T. Devine, Edward F. Solorzano and Penelope Starros, in addition to such other offices or positions with the Authority they may already hold, are each hereby appointed an Assistant Secretary of the Authority solely for the purpose of taking any and all required action in connection with the issuance and delivery of the Notes.

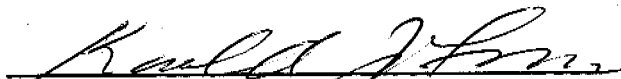
5. The President and Vice President be and each of them is hereby authorized to appoint from time to time any fiduciaries, depositaries or agents in connection with the Notes and to execute and deliver any and all documents and instruments necessary or proper in connection with each such appointment.

6. The President, Vice President, Secretary and any Assistant Secretary, and any other proper officer of the Authority, be and each of them is hereby authorized and directed 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.

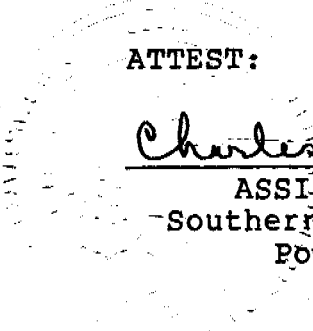
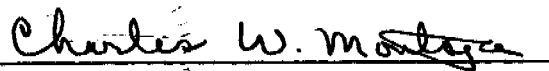
7. All resolutions or orders, or parts thereof, in conflict with the provisions of this resolution are to the extent of such conflict hereby repealed.

8. This resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 27th day of July, 1983.


PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority