

*Revised by
Rev. 1988-09*

[Roll Call Vote]

RESOLUTION NO. 1984-7

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY APPROVING THE TERMS AND CONDITIONS AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE INDENTURE OF TRUST BY THE AUTHORITY TO SECURITY PACIFIC NATIONAL BANK, AS TRUSTEE

WHEREAS, Southern California Public Power Authority (hereinafter the "Authority") is a public entity duly organized and existing pursuant to a Joint Powers Agreement (hereinafter the "Agreement") and the provisions of Chapter 5, Division 7, Title 1 of the Government Code of the State of California, as amended (hereinafter the "Joint Powers Act"); and

WHEREAS, in accordance with the Agreement and the Joint Powers Act, the Authority has entered or will enter into agreements (a) to finance payments-in-aid of construction to be made to the Intermountain Power Agency, for application to costs of acquisition and construction of that portion of the Intermountain Power Project constituting the Southern Transmission System (the "Southern Transmission Project") and (b) to acquire the entitlements to the capability of the Southern Transmission Project ("Authority Capacity") from the Department of Water and Power of The City of Los Angeles and the cities of Anaheim, Riverside, Pasadena, Burbank and Glendale (the "Project Participants"); and

WHEREAS, the Authority proposes to issue, in accordance with the Agreement and the Joint Powers Act, from time to time, in one or more installments, its Transmission Project Bond Anticipation Notes (the "Notes") for the purpose of financing costs related to Authority Capacity and the Southern Transmission Project; and

WHEREAS, the Authority proposes to issue, in accordance with the Agreement and the Joint Powers Act, from time to time, in one or more installments, its Transmission Project Revenue Bonds (the "Bonds") for the purpose of financing costs related to Authority Capacity and the Southern Transmission Project; and

WHEREAS, the Authority has entered or will enter into agreements (the "Transmission Service Contracts") with each of the Project Participants pursuant to which each is entitled to transmission service utilizing Authority Capacity, which entitlements will, in the aggregate, total 100%.

WHEREAS, the Notes are to be payable from proceeds of the Bonds and, to the extent not so paid, may be payable from revenues of the Authority from Authority Capacity, including payments to be made by the Project Participants under the Transmission Service Contracts; and

WHEREAS, the Bonds are to be payable from funds held in trust for the benefit of the holders of the Bonds and from revenues of the Authority from Authority Capacity, including payments to be made by the Project Participants under the Transmission Service Contracts; and

WHEREAS, the Authority desires to provide for the securing of such Notes and Bonds as provided in the Indenture of Trust dated as of May 1, 1983 in the form submitted to this meeting.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AS FOLLOWS:

1. The forms, terms and provisions of the Indenture of Trust dated as of May 1, 1983, submitted to this meeting, including the establishment of the Funds and Accounts provided for therein, are hereby approved and adopted as part of this Resolution. The President or Vice President and the Secretary or Assistant Secretary of the Authority are hereby authorized and directed to, respectively, execute and deliver and attest and seal said Indenture of Trust in substantially the form submitted to this meeting with such changes, insertions and omissions as may be approved by said President or Vice President, the execution of the Indenture of Trust by said President or Vice President being conclusive evidence of such approval.

2. Security Pacific National Bank, a national banking corporation organized under the laws of the United States of America and authorized to accept and execute trusts of the character set out in the Indenture of Trust, is hereby approved and designated as Trustee under said Indenture of Trust.

3. The following are hereby designated as Authorized Authority Representatives under said Indenture of Trust to perform the acts and duties described or referred to herein:

- (a) Each of the following employees of the Department of Water and Power of The City of Los Angeles (the "Department"), acting individually, shall be an Authorized Authority Representative for the purpose of providing investment

instructions to the Trustee under said Indenture of Trust:

Chief Financial Officer
Chief Accountant
Supervisor of Bonds and Investments
Assistant Supervisor of Bonds and Investments

- (b) Each of the following officers of the Authority or employees of the Department shall be an Authorized Authority Representative for the purpose of filing requisitions under said Indenture of Trust, provided that each such requisition shall be executed by one such officer from Column I and one such employee from Column II:

Column I
(Authority Officers)

President
Vice President
Executive Director
Secretary
Assistant Secretary

Column II
(Department Employees)


Chief Financial Officer
Chief Accountant
Assistant Chief Accountant
Manager-Major Projects Accounting
Assistant Manager-Major Projects Accounting

- (c) Each of the officers of the Authority listed in Column I of clause (b), acting individually, shall be an Authorized Authority Representative for all other purposes of said Indenture of Trust.

4. The President or Vice President, Secretary or Assistant Secretary and other officers of the Authority are hereby authorized and directed to execute and deliver any and all papers 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.

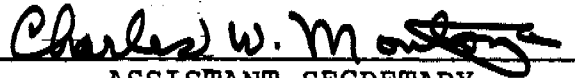
5. This Resolution shall take effect immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 20th day of January 1984.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority