


RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY APPROVING NEW PALO VERDE PROJECT REVOLVING CREDIT AGREEMENT; APPROVING TERMINATION OF EXISTING PALO VERDE PROJECT REVOLVING CREDIT AGREEMENT; AND TAKING CERTAIN RELATED ACTION

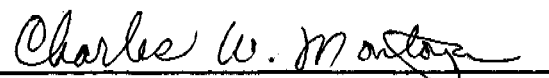
BE IT RESOLVED by the Board of Directors of Southern California Public Power Authority as follows:

1. The Revolving Credit Agreement, dated as of June 1, 1984, between Southern California Public Power Authority (the "Authority") and Bank of America National Trust and Savings Association ("Bank of America") and the other banks named therein, in the form provided to this meeting, be and the same hereby is approved. The President or the Vice President of the Authority are hereby authorized and directed to execute and deliver said Revolving Credit Agreement in substantially the form submitted to this meeting, with such changes, insertions and omissions as shall be approved by said President or Vice President, the execution of said Revolving Credit Agreement by said President or Vice President being conclusive evidence of such approval.
2. The President, Vice President and Executive Director are each hereby individually authorized and directed upon issuance and delivery of the Authority's Power Project Revenue Bonds, 1984 Series A, to terminate, pursuant to the provisions of the existing Revolving Credit Agreement, dated as of August 1, 1982, between the Authority and Bank of America and the other banks named therein, the Commitments (as defined in said Revolving Credit Agreement) under said Revolving Credit Agreement.
3. The President and Vice President, Secretary and 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.
4. This Resolution shall take effect immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 7th day of June, 1984.


 PRESIDENT
 Southern California Public
 Power Authority

ATTEST:


 ASSISTANT SECRETARY
 Southern California Public
 Power Authority