

Resolution No. 1985- 3

A RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
APPROVING AMENDMENT NO. 1 TO LOAN AGREEMENT, APPROVING
THE EXCHANGE OF LOAN NOTES AS CONTEMPLATED BY SUCH AMENDMENT AND
DIRECTING THE GIVING OF NOTICE EXTENDING THE MATURITY DATE UNDER
SUCH AMENDMENT

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

1. The form, terms and provisions of Amendment No. 1 to Loan Agreement dated April __, 1985 ("Amendment No. 1"), between Southern California Public Power Authority (the "Authority") and Bank of America National Trust and Savings Association, as submitted to this meeting, are hereby approved and adopted as part of this Resolution. The President and the Secretary of the Authority are hereby authorized and directed to, respectively, execute and deliver and attest and seal Amendment No. 1 in the form submitted to this meeting with such changes, insertions and omissions as may be approved by said President, the execution of Amendment No. 1 by said President being conclusive evidence of such approval.

2. The exchange, issuance and delivery of Mead-Phoenix DC Intertie Project Development Loan Notes, as contemplated by Amendment No. 1, is hereby approved. The form, terms and provisions of Mead-Phoenix DC Intertie Project Development Loan Note Nos. N-3 to N-10, inclusive, shall be as provided by Amendment No. 1, and said Notes shall be manually executed and attested and sealed by, respectively, the President and the Secretary of the Authority.

3. Upon execution and delivery of Amendment No. 1 by the parties thereto, the President of the Authority is hereby authorized and directed to give notice of extension of the Maturity Date from June 1, 1985 to December 1, 1986, to Bank of America National Trust and Savings Association, as such notice is provided for by Amendment No. 1.

4. The President, 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.

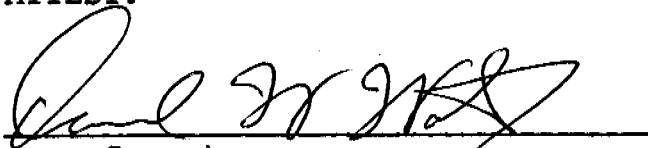
5. This Resolution shall take effect immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this third day of April, 1985.



President
Southern California Public
Power Authority

ATTEST:



Secretary
Southern California Public
Power Authority