

RESOLUTION NO. 1985-16

RESOLUTION APPROVING THE FORM OF ASSIGNMENT AGREEMENTS AND POWER SALES CONTRACTS IN CONNECTION WITH THE ISSUANCE, SECURING AND SALE OF POWER PROJECT REVENUE BONDS RELATING TO THE HOOVER UPRATING PROJECT; EXPRESSING INTENTION TO UNDERTAKE FINANCING FOR SUCH PROJECT; AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

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

1. The form, terms and provisions of the Assignment Agreements, dated as of November 1, 1985 (the "Assignment Agreements"), in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. The President or Vice President of the Authority, acting singly, is hereby authorized and directed to execute and deliver the Assignment Agreements with such further changes, insertions and omissions as are approved by the officer executing said Assignment Agreements, said execution being conclusive evidence of such approval; and the Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to affix and attest the seal of the Authority thereto.

2. The form, terms and provisions of the Power Sales Contracts, dated as of November 1, 1985 (the "Power Sales Contracts"), in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. The President or Vice President of the Authority, acting singly, is hereby authorized and directed to execute and deliver the Power Sales Contracts, with such further changes, insertions and omissions as are approved by the officer executing said Power Sales Contracts, said execution being conclusive evidence of such approval; and the Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to affix and attest the seal of the Authority thereto.

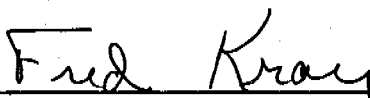
3. The Authority hereby expresses its intention, subject to the direction of its members wishing to participate through the Authority in the Uprating Project (as defined in the Power Sales Contracts) and to the extent permitted by law, to undertake, make, do, execute, adopt, acknowledge, deliver, and take all and every such further acts, deeds, conveyances, assignments, resolutions, transfers and assurances as may be necessary or desirable to complete a financing as soon as practicable as contemplated by the Power Sales Contracts and the Assignment Agreements, such financing to involve the issuance by the Authority of bonds, notes or other evidences of indebtedness to provide funds to make advance payments for capacity to the United States with respect to the Uprating Project on behalf of the Project Participants (as defined in the Power Sales Contracts)

pursuant to the terms of the Hoover Participant Agreements (as defined in the Power Sales Contracts).

4. The President, Vice President, Secretary, Assistant Secretary and any other proper officer of the Authority, acting singly, be and each of them hereby is 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.

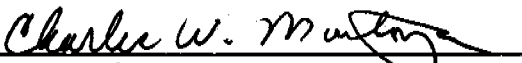
5. This Resolution shall become effective immediately.

The FOREGOING RESOLUTION IS APPROVED AND ADOPTED by the Authority, this 6th day of November, 1985.



President
Southern California Public
Power Authority

ATTEST:



Assistant Secretary
Southern California Public
Power Authority