

RESOLUTION NO. 1987-1

RESOLUTION APPROVING A NINTH SUPPLEMENTAL INDENTURE OF TRUST AND AUTHORIZING THE ISSUANCE OF \$352,645,000 AGGREGATE PRINCIPAL AMOUNT OF POWER PROJECT REVENUE BONDS, 1987 REFUNDING SERIES A; AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE CONTRACT AND OFFICIAL STATEMENT IN CONNECTION THEREWITH; APPOINTING A PAYING AGENT; AUTHORIZING CERTAIN RELATED ACTIONS; DIRECTING THE REQUISITION OF CERTAIN MONEYS FROM THE CONSTRUCTION FUND AND THE TRANSFER OF CERTAIN MONEYS FROM THE NOTE FUND; 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 Ninth Supplemental Indenture of Trust, dated as of January 1, 1987, by and between Southern California Public Power Authority (the "Authority") and First Interstate Bank of California, as trustee (the "Trustee"), in the form presented to this meeting and hereby made a part of this resolution as though set forth in full herein, be and the same hereby is approved. The President or Vice President and the Secretary or Assistant Secretary of the Authority are hereby authorized and directed to execute and deliver said Supplemental Indenture with such changes, insertions and omissions as shall be approved by said President or Vice President (such approval to be conclusively evidenced by his execution and delivery thereof); and said Secretary or Assistant Secretary is hereby authorized and directed to affix the seal of the Authority thereto. The issuance of Three Hundred Fifty-Two Million Six Hundred Forty-Five Thousand Dollars (\$352,645,000) aggregate principal amount of Power Project Revenue Bonds, 1987 Refunding Series A (the "Bonds"), of the Authority is hereby authorized, subject to the provisions of this resolution and the Indenture of Trust, dated as of July 1, 1981, between the Authority and the Trustee, as heretofore supplemented and amended and as supplemented by said Ninth Supplemental Indenture of Trust (collectively, the "Indenture"). The Bonds shall mature on July 1 in the years and bear interest from January 1, 1987 (payable semiannually on January 1 and July 1, commencing July 1, 1987) at the rates per annum as follows:

<u>Due July 1</u>	<u>Amount Maturing</u>	<u>Interest Rate</u>	<u>Due July 1</u>	<u>Amount Maturing</u>	<u>Interest Rate</u>
1988	\$3,690,000	3.900%	1998	\$ 4,030,000	6.250%
1989	3,830,000	4.400	1999	4,280,000	6.375
1990	2,655,000	4.800	2000	4,545,000	6.500
1991	2,775,000	5.125	2001	6,505,000	6.600
1992	2,910,000	5.375	2002	6,930,000	6.700
1993	3,055,000	5.500	2003	10,235,000	6.750
1994	3,210,000	5.750	2006	60,000,000	6.875
1995	3,385,000	5.900	2008	50,000,000	6.600
1996	3,580,000	6.000	2015	133,100,000	6.875
1997	3,790,000	6.125	2017	40,140,000	5.000

The form of the Bonds and the provisions for signatures, authentication, payment, registration, redemption, denomination, sinking fund, number and other terms thereof shall be as set forth in the Indenture, including the Ninth Supplemental Indenture of Trust (as executed and delivered).

2. The Bonds shall be secured by the pledge effected by the Indenture and shall be special, limited obligations of the Authority payable solely from the sources specified in the Indenture. Neither the State of California nor any public agency thereof (other than the Authority) nor any member of the Authority nor any Project Participant shall be obligated to pay the principal or Redemption Price of, or interest on, the Bonds. Neither the faith and credit nor the taxing power of the State of California or any public agency thereof or any member of the Authority or any Project Participant is pledged to the payment of the principal or Redemption Price of, or interest on, the Bonds. The Bonds and interest coupons appurtenant thereto, if any, shall never constitute the debt or indebtedness of the Authority within the meaning of any provision or limitation of the constitution or statutes of the State of California, nor shall they constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit.

3. The Purchase Contract dated January 16, 1987 for the Bonds between the Authority and Salomon Brothers Inc, Bear, Stearns & Co. Inc., The First Boston Corporation, E. F. Hutton & Company Inc., Merrill Lynch Capital Markets, Smith Barney, Harris Upham & Co. Incorporated and Daniels & Bell, Inc. (the "Underwriters"), as submitted to this meeting and hereby made a part of this resolution as though

set forth in full herein, be and the same hereby is approved.

The Bonds are hereby sold to the Underwriters at a purchase price of \$336,875,036.90, plus accrued interest on the Bonds from January 1, 1987 to the date of delivery and payment therefor, on the terms and conditions set forth in the 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 Bonds at less than the par amount thereof will result in more favorable terms for the Bonds and that a negotiated sale of the Bonds is necessary.

The President or Vice President of the Authority is hereby authorized and directed to execute the Purchase Contract and to deliver the same to the Underwriters.

4. The President or Vice President of the Authority is hereby authorized to approve an Official Statement relating to the Bonds (such approval to be conclusively evidenced by his execution and delivery thereof) (the "Official Statement"), and the Board hereby approves the use of the Official Statement by the Underwriters in connection with the offering and sale of the Bonds, and the Board hereby further approves the use by the Underwriters of any supplement or amendment to the Official Statement which is necessary so that the Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein not misleading. The President or Vice President of the Authority is hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the Authority, and thereupon to cause the Official Statement and any such amendment or supplement to be delivered to the Underwriters.

5. First Interstate Bank of California, Los Angeles, California, is hereby designated as Paying Agent for the Bonds under the terms and conditions of the Indenture.

6. The advance refunding of the Refunded Bonds (as defined in the Ninth Supplemental Indenture) as provided for in the Ninth Supplemental Indenture is hereby authorized and directed. The President, Vice President, Secretary or any Assistant Secretary are authorized on behalf of the Authority to purchase SLGS (as defined in the

Ninth Supplemental Indenture) and U.S. Government obligations in such amounts, maturing at such times and bearing such rates of interest as shall be necessary (taking into account any moneys or other securities deposited in the Escrow Fund at the same time for such purpose) to pay when due the redemption price of and interest on the Refunded Bonds; and to take such other action as he may deem necessary or appropriate to effectuate the purchase of said securities.

7. The President and Vice President be and each of them is hereby authorized to appoint from time to time any additional fiduciaries, depositaries or agents (including paying agents) in connection with the Bonds and to execute and deliver any and all documents and instruments necessary or proper in connection with each such appointment.

8. The appropriate Authority officers and representatives of the Department of Water and Power of The City of Los Angeles are hereby authorized and directed to cause the Trustee to transfer moneys from the Debt Service Account and Debt Service Reserve Account in the Debt Service Fund and from the Construction Fund as contemplated by the Ninth Supplemental Indenture.

9. The Authority hereby covenants and the appropriate Authority officers and representatives of the Department of Water and Power of The City of Los Angeles are hereby authorized and directed to submit a requisition to the Trustee, to transfer moneys deposited in the Initial Facilities Account in the Construction Fund from the proceeds of the Bonds to the Note Escrow Fund established by the Authority's Power Project Bond Anticipation Note Resolution No. 1984-16 adopted June 7, 1984 (the "Note Escrow Fund"), in an amount sufficient, when taken in conjunction with amounts transferred to the Note Escrow Fund pursuant to Paragraph 10 of this Resolution, and such amounts are invested, to pay when due, the principal and interest of the Authority's Power Project Bond Anticipation Notes, 1984 Series A, maturing on June 1, 1987.

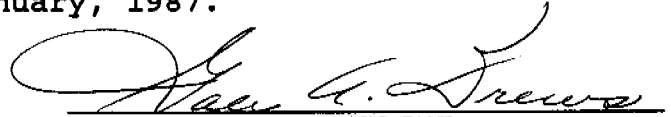
10. The Authority hereby covenants and the appropriate Authority officers and representatives of the Department of Water and Power of The City of Los Angeles are hereby authorized and directed to order and cause the transfer of moneys on deposit in the Interest Account in the Note Fund under the Authority's Power Project Bond Anticipation Note Resolution adopted June 7, 1984 to the Note Escrow Fund thereunder, in an amount specified in writing by the President or Executive Director of the Authority.

11. Arthur T. Devine, in addition to such other offices or positions with the Authority he may already hold, is 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 Bonds, including the manual or facsimile execution thereof.

12. The President, Vice President, Secretary and any Assistant Secretary, and any other 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.

13. This resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 16th day of January, 1987.



PRESIDENT

Southern California Public  
Power Authority

ATTEST:



SECRETARY  
Southern California Public  
Power Authority