

Resolution No. 1987-10

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
APPROVING AMENDMENT NO. 3 to LOAN AGREEMENT AND APPROVING
THE EXCHANGE OF LOAN NOTES AS CONTEMPLATED BY SUCH AMENDMENT

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

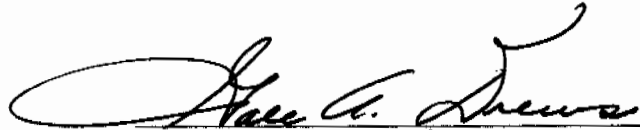
1. The form, terms and provisions of Amendment No. 3 to Loan Agreement dated November 4, 1987, between Southern California Public Power Authority (the "Authority"), Bank of America National Trust and Savings Association and such other parties as may be approved by the President, as submitted to this 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. 3 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. 3 by said President being conclusive evidence of such approval; provided, however, that Amendment No. 3 shall not be executed and delivered unless the Mead-Phoenix DC Intertie Project Management Committee, and/or its Chairman pursuant to delegated authority, shall have approved the form, terms and provisions of Amendment No. 3.

2. The exchange, issuance and delivery of Mead-Phoenix DC Intertie Project Development Loan Notes, as provided for in Amendment No. 3 (as executed and delivered), is hereby approved. The form, terms and provisions of Mead-Phoenix DC Intertie Project Development Loan Note Nos. N-15 to N-18, inclusive, shall be as provided by Amendment No. 3 (as executed and delivered), and said Notes shall be manually executed and attested and sealed by, respectively, the President and the Secretary of the Authority.

3. 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.


4. This Resolution shall take effect immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 4th day of November, 1987.



President
Southern California Public
Power Authority

ATTEST:



Assistant Secretary
Southern California Public
Power Authority

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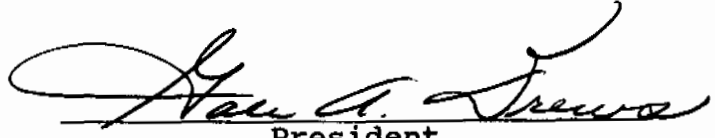
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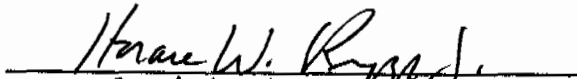
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1. The form, terms and provisions of Amendment No. 3 to Loan Agreement dated November ____, 1987, between Southern California Public Power Authority (the "Authority"), Bank of America National Trust and Savings Association and [New Bank], as submitted 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. 3 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. 3 by said President being conclusive evidence of such approval; provided, however, that Amendment No. 3 shall not be executed and delivered unless the Mead-Phoenix DC Intertie Project Management Committee, and/or its Chairman pursuant to delegated authority, shall have approved the form, terms and provisions of Amendment No. 3.

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