

RESOLUTION NO. 2017-002

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE SOUTHERN CALIFORNIA PUBLIC POWER
AUTHORITY (SCPPA) AUTHORIZING THE INTERIM
EXECUTIVE DIRECTOR TO EXECUTE A GOODS
AND SERVICES AGREEMENT WITH ICE ENERGY
HOLDINGS, INC., AND TAKING CERTAIN
RELATED ACTIONS**

WHEREAS, the Southern California Public Power Authority ("SCPPA" or "the Authority") owns interests in various generation and transmission projects, the output of which has been sold to Members of the Authority (Members); and

WHEREAS, SCPPA Members are engaged in the generation, transmission, and distribution of electrical energy to retail customers, including assisting customers with the efficient use energy; and

WHEREAS, certain Members desire to provide specific customers with a cost-effective energy efficiency improvement and load shifting programs for their commercial grocery facilities ("Program") in their respective service territories; and

WHEREAS, Ice Energy Holdings, Inc. (Ice Energy) is a sole provider of thermal energy storage units that work in concert with refrigerant-based air conditioning systems and is able to develop a pilot program for installation of said units in residences of customers specifically within SCPPA Member territories; and

WHEREAS, the Authority is willing and able to (i) retain Ice Energy to provide load shifting Programs for any and all Members who chose to engage in a Program or receive goods and services (together, "Services") from Ice Energy and; (ii) bill all proportionate expenses and costs for Services, including expenses and costs of retaining Ice Energy to the Participants receiving said Programs or Services; and

WHEREAS, Ice Energy proposes to provide the Services to Members pursuant to a Goods and Services Agreement, which has been presented to the Board in substantial final form; and

WHEREAS, the Board of Directors of Authority, in its Resolution No. 1990-15, established a revolving general fund (the General Fund) for the payment of costs and expenses incurred by the Authority from time to time in carrying out its purposes; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1992-1, provided for the continuation of the General Fund

and established a procedure to be followed with respect to additional contributions to the General Fund; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-2, provided for a separate bank account (the Joint Planning Account) to hold and disburse the additional contributions to the General Fund with respect to joint planning matters; and


WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-13, changed the name of the Joint Planning Account to the Restructuring Account; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority as follows:

1. The Goods and Services Agreement between the Authority and Ice Energy is hereby approved, and the Interim Executive Director is authorized and directed to execute and deliver said Agreement at the request of Member(s) of the Authority that desire to participate in the Program, provided that such Member(s) agree, in writing, to bear all costs and expenses associated with Services provided to Member(s), respectively. The Interim Executive Director is further authorized to add such terms or approve changes to the Goods and Services Agreement that he, in his discretion, determines will be beneficial to the Member(s).
2. The Board of Directors hereby provides for additional contributions to the General Fund. Notwithstanding anything to the contrary in Resolution No. 1992-1, such additional contributions,
 - a) shall be solely for the purpose of paying costs and expenses incurred by the Authority with respect to Ice Energy, and pending application for such purpose the contributions shall not be expended to pay costs or expenses properly allocable to one or more projects as provided in Section 3 of Resolution No. 1992-1;
 - b) with respect to each bill SCPPA receives from Ice Energy, shall be billed to the Members that have received Services from Ice Energy with respect to such bill, with the amount of each such Member's bill to be based upon the Services performed by Ice Energy for the benefit of such Member; and
 - c) shall be billed and collected by adding the amounts provided above to the Authority's Hoover Upgrading Project billings to Anaheim (if applicable), and to the Authority's Palo Verde Project billings to the other applicable Members, with such amounts designated as "Resolution 2017-002 Charge." In the alternative, Members who have elected to be billed under the Alternative Billing Method authorized by Resolution 2015-025 shall be billed separately according to the method prescribed therein.

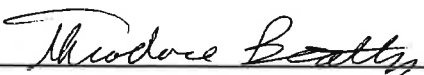
3. Although the amounts to be contributed under this Resolution and related income shall constitute part of the General Fund, they shall be held and accounted for in the Restructuring Account. The Interim Executive Director of the Authority is hereby directed to utilize the Restructuring Account for the purpose of holding contributions and related income, and making disbursements, under this Resolution. The President, Vice President, Secretary, any Assistant Secretary and the Interim Executive Director of the Authority are each authorized to execute checks drawn on the Restructuring Account from time to time.
4. Amounts contributed to and held in the General Fund and the Restructuring Account pursuant to this Resolution will not be contributed or held for the purposes of any project for which the Authority has obtained any form of external financing. Such amounts shall not constitute (a) Revenues, or (b) revenues, income, rents or receipts derived by the Authority from or attributable to Authority Capacity (or to the payment of the costs thereof) or the ownership or operation of any Project. As used herein, "Revenues," "Authority Capacity," and "Project" shall have the respective meanings set forth in the indentures of trust and other instruments governing the external financing arrangements entered into from time to time by the Authority.
5. The President, Vice President, Secretary, any Assistant Secretary, Interim Executive Director and any other officer of the Authority are each hereby authorized 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.
6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 19th day of January 2017.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority

