

RESOLUTION NO. 2017-007

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A MASTER SUBSCRIPTION AGREEMENT WITH SNL FINANCIAL LC, AND PROVIDING FOR ADDITIONAL CONTRIBUTIONS TO THE AUTHORITY'S REVOLVING GENERAL FUND, AND TAKING CERTAIN RELATED ACTION (RESTRUCTURING)

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

WHEREAS, certain SCPPA member utilities ("Members") are engaged in the generation, transmission, and distribution of electrical energy to retail customers, including assisting such customers with the efficient use of said energy; and

WHEREAS, certain Members have a need for subscription to certain technical, financial, energy and regulatory market information and data ("Services"); and

WHEREAS, previously the Authority received the Services from SNL Financial LC ("SNL") subject to a master subscription agreement with an initial term of one year and subsequent one year renewal terms pursuant to authorization granted by the Authority's resolution 2010-014; and

WHEREAS, the master subscription agreement has gone through a few iterations and has since been updated, under the new master subscription agreement SNL has presented the Authority with a new offer of subscription services for an initial term of two years with an option for future one year renewal terms; and

WHEREAS, certain Members have requested that SCPPA make available the Services to the Members, SCPPA for the benefit of the Members and to afford the Members with an opportunity to receive the Services from SNL and to continue to receive Services for itself, presents this resolution to the Board for authorization to enter into a new master subscription agreement with an initial term of two years and delegate to the Executive Director the authority to enter into and execute any renewal agreement; and

WHEREAS, SNL is well qualified to provide the Services and is prepared to continue to deliver the Services to SCPPA under the new master subscription agreement; and

WHEREAS, SCPPA intends on entering into the master subscription agreement with SNL upon approval and authorization by the Board of Directors, making Services available to the Members and invoicing the cost for Services to the Members receiving Services on an equal shares basis, where the total costs of the agreement will be divided equally by the number of Members receiving Services and each Member receiving Services shall pay one share of such costs; and

WHEREAS, the Board of Directors of the 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

WHEREAS, the Board of Directors of the Authority wishes to provide for additional contributions to the General Fund, and certain Members of the Authority are willing to make such additional contributions.

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

1. The Executive Director is authorized and directed to execute a master subscription agreement with SNL to deliver Services to SCPA and the SCPA Member(s) for an initial term of two years with an option to renew the agreement for an additional one year term for future years through separate quotation for services agreement, provided that such Member(s) agree, in writing, to bear all costs and expenses associated with Services provided to Member(s) on an equal shares basis, as described above in the recitals to this resolution.
2. The Executive Director is hereby delegated the authority to renew the master subscription agreement upon completion of the initial term and upon completion of each additional renewal term, provided that the Authority and the Member(s) continue to have a need for the Services and the Member(s) continue to request to receive the Services through the Authority, and the Member(s) agree to pay for all costs and expenses associated with the Services for the renewal period on an equal shares basis as discussed above.
3. 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 Services provided by SNL 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 invoice SCPPA receives from SNL each such invoice shall be billed to the Members that have received Services from SNL with respect to such invoice, on an equal shares basis as described above in the recitals to this resolution; and
 - c) such invoice shall be billed and collected by adding the amounts provided above to the Authority's Palo Verde Project billings, with such amounts designated as "Resolution No. 2017-007 Charge." In the alternative, Members that 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.
4. 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 a separate subaccount within the existing Restructuring Account. The Executive Director of the Authority is hereby directed to establish a subaccount (the SNL Subaccount) within 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 Executive Director of the Authority are each authorized to execute checks drawn on the Restructuring Account from time to time.
 5. Amounts contributed to and held in the General Fund and the SNL Subaccount 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.
 6. The President, Vice President, Secretary, any Assistant Secretary, 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.

7. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 16th day of March, 2017.



VICE PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority