

RESOLUTION NO. 2013-008

RESOLUTION RELATING TO THE COPPER MOUNTAIN SOLAR 3 PROJECT: (I) ACKNOWLEDGING AND ACCEPTING GLENDALE'S WITHDRAWAL FROM THE COPPER MOUNTAIN SOLAR 3 PROJECT (II) AUTHORIZING THE REALLOCATION OF GLENDALE'S PROJECT PARTICIPANT SHARE AMONG THE REMAINING PROJECT PARTICIPANTS; AND (III) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, the Southern California Public Power Authority ("SCPPA" or "the Authority") and certain of its members have taken measures to facilitate the acquisition and development of certain renewable resources, including solar resource facilities, as part of the Renewable Electric Energy Resource Project created by the Board of Directors pursuant to Resolution No. 2006-13, to provide a long-term supply of renewable energy to the members for the purpose of satisfying the needs of the members and their governing bodies to meet desired specified renewable energy resource goals; and

WHEREAS, in pursuit of the goals of the Renewable Electric Energy Resource Project SCPPA has issued Requests for Proposals for potential renewable electric resources to address SCPPA member renewable energy needs, and the Project Participants in this project and the Renewable Electric Energy Resource Project have identified certain potential photovoltaic solar energy generation resources contemplated to be developed in Clark County, Nevada. This solar energy project has been denominated as the Copper Mountain Solar 3 Project. The Copper Mountain Solar 3 Project is being developed by Copper Mountain Solar 3, LLC, a Delaware limited liability company (the "Power Purchase Provider"). Copper Mountain Solar 3, LLC is an affiliate of Sempra U. S. Gas & Power, a Delaware Corporation which in turn is an affiliate of Sempra Energy, a California corporation. The Copper Mountain Solar 3 Project is planned to entail a renewable energy generating facility anticipated to be situated on a site leased from the City of Boulder City, Nevada and a right of way owned by the United States Department of Interior Bureau of Land Management; and

WHEREAS, previously the Authority, for the benefit of the City of Burbank, the City of Glendale, and the City of Los Angeles acting by and through the Department of Water and Power (the "LADWP"), engaged to negotiate and develop, and has since approved in substantial form, a power purchase agreement with Power Purchase Provider to facilitate the acquisition of solar energy output and other rights and resources associated with the photovoltaic solar energy facility contemplated to be developed on local and federally owned lands, as applicable, in Clark County, Nevada; and

WHEREAS, Glendale provided notice to SCPPA, Burbank and LADWP on September 17, 2012 indicating its withdrawal from the Project; and

WHEREAS, Burbank and LADWP (the "Project Participants") have mutually agreed to reallocate Glendale's project participant share among the Project Participants where LADWP has agreed to acquire all of Glendale's project participant share; and

WHEREAS, in addition to reallocation of Glendale's project participant share the Project Participants have agreed that LADWP will assume all of Glendale's share of future development costs incurred after September 17, 2012; and

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

1. The Board of Directors hereby acknowledges receipt and acceptance of Glendale's withdrawal from the Project.

2. The Board of Directors hereby approves the reallocation of Glendale's project participant share among the Project Participants where LADWP has agreed to acquire Glendale's entire project participant share.

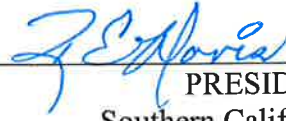
3. Each of the President, Vice President and Executive Director is hereby delegated all right power and authority to take any and all actions desired or necessary to effectuate the withdrawal of Glendale from the Project.

4. Each of the President, Vice President and the Executive Director is hereby delegated all right power and authority to take any and all actions desired or necessary to effectuate the reallocation of Glendale's project participant share among the Project Participants as described in paragraph 2 herein.

5. Each of the President, Vice President, Secretary, any Assistant Secretary, the Executive Director and any other officer of the Authority is hereby authorized to execute and deliver any and all agreements, documents and instruments and to do and cause to be done any and all acts and things deemed necessary or advisable for carrying out the transactions contemplated by this Resolution (including, but not limited to, making such changes to the agreements, documents and instruments referred to in this Resolution if such changes are determined by the President, Vice President or Executive Director to be necessary or advisable). Each reference in this Resolution to the President, Vice President, Secretary, Assistant Secretary or Executive Director shall refer to the person holding such office or position, as applicable, at the time a given action is taken and shall not be limited to the person holding such office or position at the time of the adoption of this Resolution. All actions heretofore taken by the officers, employees and agents of the Authority in furtherance of the transactions contemplated by this Resolution are hereby approved, ratified and confirmed.

6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 21st day of February, 2013.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority