

RESOLUTION NO. 2013-017

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO PROVIDE FOR THE SERVICES OF WILLIS GROUP CONSULTING AT THE REQUEST OF SPECIFIC MEMBERS RELATED TO COMPLIANCE WITH THE DODD-FRANK ACT, AND PROVIDING FOR ADDITIONAL CONTRIBUTIONS TO THE AUTHORITY'S REVOLVING GENERAL FUND, AND TAKING RELATED ACTIONS (RESTRUCTURING)

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, certain Members engage transactions typical of publicly-owned electric utilities and have need for expert advice with regard to compliance with laws and regulations associated with their financial transactions, and in particular the Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in 2010, and regulations promulgated thereunder ("the Dodd-Frank Act"); and

WHEREAS, at the request of certain Members, SCPPA issued a Request for Proposals ("RFP") in October 2012 seeking consultants skilled in advising publicly-owned utilities in such compliance matters; and

WHEREAS, Willis Group Consulting ("Willis Group") was among several firms that responded to the RFP and, after interviews conducted by staff and Member representatives, has been selected as their first choice to provide such services; and

WHEREAS, the Authority is willing and able to make these services available to SCPPA members requesting such services and bill all expenses and costs of providing such services to the Members receiving said Services; 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

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 provide the services of Willis Group Consulting at the request of Member(s) of the Authority, provided that such Member(s) agree to bear all costs and expenses associated with Services provided to Member(s), respectively.
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 the above referenced services of Willis Group, 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 SCPA receives from Willis Group in connection with the services specified herein, each such billing shall be billed to the Members that have received these services from Willis Group with the amount of each such Member's bill to be based upon the services performed by Willis Group for the benefit of such Members in equal shares unless otherwise directed by the Members receiving the services; except that where such services are provided at the request of SCPA with respect to a Project, the cost of those services shall be charged to the Project and billed to the Members according to their Project participation shares; and
 - c) shall be billed and collected by adding the amounts provided above to the Authority's Hoover Uprating 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 No. 2013-017 Charge."
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 a separate subaccount within the existing Restructuring Account. The Executive Director of the Authority is hereby directed to establish a subaccount (the Willis Group 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.

4. Amounts contributed to and held in the General Fund and the Willis Group 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.
5. 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.
6. This Resolution shall become effective immediately.

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



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority