

RESOLUTION NO. 2011-002

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING THE PREPARATION OF ALL DOCUMENTS NECESSARY OR APPROPRIATE TO SELL AND ISSUE PROJECT REVENUE BONDS, PROCEEDS OF WHICH WILL BE USED TO PREPAY FOR ENERGY PRODUCED BY THE MILFORD WIND CORRIDOR PHASE II PROJECT, (II) APPOINTING THE LEAD UNDERWRITER AND (III) AUTHORIZING OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR APPROPRIATE.

WHEREAS, the Finance Committee of the Southern California Public Power Authority (the "Authority") has determined that it is in the best interest of the Authority (i) to proceed with preparing all documents necessary or appropriate to sell and issue obligations (the "Bonds") the proceeds of which will be used to prepay for energy produced by the Milford Wind Corridor Phase II Project, which Project is located north of the town of Milford, Utah, and (ii) to appoint the lead underwriter for the Bonds; and

WHEREAS, once prepared, drafts of the contracts proposed to be entered into by the Authority in connection with the issuance of the Bonds will be presented for the Board's consideration.

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

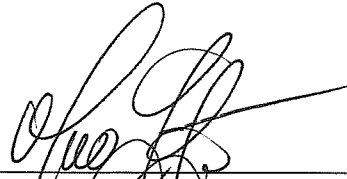
1. The Authority's staff and the Authority's team of financing professionals (including the personnel at the Los Angeles Department of Water and Power who work on Authority matters, the Authority's Co-Bond Counsel and the Authority's Financial Advisor) are hereby authorized to prepare all documents necessary or appropriate for the sale and issuance of the Bonds.

2. Barclays Capital Inc. is hereby appointed the lead underwriter of the Bonds, with such appointment being subject to the negotiation of fees or other compensation acceptable to the Finance Committee and such other conditions as determined by the Finance Committee.

3. Each of the President, Vice President, Executive Director, Secretary, any Assistant Secretary, any other officer of the Authority, and any designee of the President, Vice President or Executive Director, is hereby authorized and directed to do and cause to be done any and all acts and things deemed necessary or appropriate for carrying out the transactions contemplated by this Resolution.

4. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 17th day of February, 2011.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



ASSISTANT SECRETARY
Southern California Public
Power Authority