

RESOLUTION NO. 2011-022

TABLED

RESOLUTION RELATING TO THE PURCHASE, INSTALLATION AND COMMISSIONING OF "ICE BEAR" UNITS, UPDATING THE ICE BEAR UNIT PURCHASE AND SALE AGREEMENT AND AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, the Southern California Public Power Authority (the "Authority") and certain of its members have taken measures and created programs to facilitate the acquisition and development of various renewable resources and, among other things, to shift energy consumption from peak periods to off peak periods; and

WHEREAS, one of the actions taken in furtherance of shifting energy consumption to off peak periods has been to negotiate with Ice Energy California (Installation), LLC (the "Seller") the purchase, installation and commissioning of Ice Bear Units, which are units generally comprised of an ice make condensing unit, an ice storage tank, an ice cooling circuit, associated controls and sensors, and related installation equipment; and

WHEREAS, such purchase, installation and commissioning of the Ice Bear Units is pursuant to the Ice Bear Unit Purchase and Sale Agreement between the Seller and the Authority (the "Purchase and Sale Agreement"), the form of which is on file with the Authority; and

WHEREAS, the Purchase and Sale Agreement provides that, with the approval of the Authority and the Seller, the Agreement may be amended, supplemented or modified only by a written instrument duly executed by each Party; and

WHEREAS, the Parties wish to amend, supplement and modify the Agreement and Appendices to reflect activity since the inception of the Agreement.

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

1. Each of the President, Vice President and Executive Director is hereby authorized to execute and deliver the Purchase and Sale Agreement, in substantially the form on file with the Authority, with such changes, insertions and omissions as shall be approved by said President, Vice President or Executive Director (such approval to be conclusively evidenced by such execution and delivery thereof); and each of the Secretary and any Assistant Secretary is hereby authorized to attest and affix the seal of the Authority thereto.

2. Each of the President, Vice President, Secretary, any Assistant Secretary, the Executive Director and any other officer of the Authority is hereby authorized 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. 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.

3. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 21st day of April, 2011.

PRESIDENT
Southern California Public
Power Authority

ATTEST:

ASSISTANT SECRETARY
Southern California Public
Power Authority