

## RESOLUTION NO. 2011-023

### RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXTEND THE AGREEMENTS FOR PROFESSIONAL LEGAL SERVICES WITH HOLLAND & HART LLP FOR LEGAL SERVICES RELATED TO SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY RENEWABLE ENERGY PROJECTS AND OTHER LEGAL MATTERS

WHEREAS, The Southern California Public Power Authority (SCPPA) was created pursuant to provisions contained in the Joint Exercise of Powers Act found in Chapter 5 of Division 7 of Title 1 of the Government Code of California, as amended from time to time (the "Act"), by its members, which are municipalities and an irrigation district that supply, among other things, electrical energy, in the State of California, for the purpose of jointly and cooperatively undertaking the planning, financing, development, acquisition, construction, improvement, betterment, operation, and maintenance, of projects for the generation or transmission of electric energy, including the development and implementation of systems and frameworks for the acquisition and delivery of secure, long-term reliable supplies of renewable electric energy.

WHEREAS, pursuant to the terms of the Act, SCPPA has the power, for the purpose of promoting, maintaining and operating electric generation and transmission, to plan, develop, contract for, finance, acquire, design, undertake, own, construct, manage, operate, maintain and administer projects involving systems, methodologies and programs for the acquisition, supply procurement and delivery of secure, long-term reliable supplies of renewable electric energy and to cause such projects to be planned, developed, contracted for, financed, acquired, designed, undertaken, constructed, managed, operated, maintained and administered and to provide by agreement for the performance and carrying out of any such activities, including the development and administration of renewable energy resources.

WHEREAS, SCPPA has need from time to time for renewable energy and power contract legal services in connection with pending legal matters involving both developing and ongoing SCPPA renewable electric energy projects and SCPPA has the need from time to time for the services of power contract specialists to assist SCPPA with its renewable energy projects; and

WHEREAS, Holland & Hart LLP is a firm which has previously carried forth renewable energy project development and other power contract related legal services for SCPPA in connection with a number of SCPPA projects and project finance activities; and

WHEREAS, Holland & Hart LLP has also previously carried forth certain other legal and transactional work associated SCPPA's gas reserve project; and

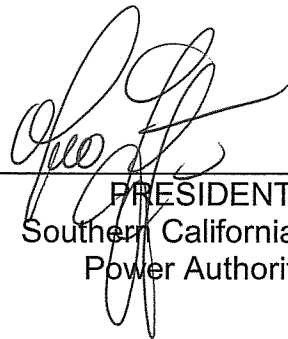
WHEREAS, Holland & Hart LLP has recently assisted SCPPA in a number of newly developed renewable projects and has been instrumental in carrying out significant transactional work which has been necessary to the successful completion and eventual financing of several recent SCPPA renewable projects; and

WHEREAS, the existing Holland & Hart legal services contract will be expiring shortly, and in order to retain the necessary continuity with respect to Holland & Harts services concerning certain ongoing SCPPA projects the contract should be extended for one year;

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

1. The Executive Director of the Southern California Public Power Authority is authorized and delegated the authority to extend the legal services arrangement between Holland & Hart LLP and the Southern California Public Power Authority for renewable energy and other power contract related legal services which shall carry forth the best interests of SCPPA in connection with those legal and transactional services which may be needed by SCPPA during the next year
2. The Executive Director of the Southern California Public Power Authority is hereby authorized to execute and deliver the legal services agreements or amendments contemplated herein and 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.
3. This Resolution shall become effective immediately.

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



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PRESIDENT  
Southern California Public  
Power Authority

ATTEST:



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ASSISTANT SECRETARY  
Southern California Public  
Power Authority