

RESOLUTION NO. 2009-1

RESOLUTION RELATING TO THE SOUTHERN TRANSMISSION PROJECT: (I) AUTHORIZING THE REFUNDING OF CERTAIN OUTSTANDING BONDS; (II) AUTHORIZING THE EXECUTION AND DELIVERY OF (A) A SUBORDINATE INDENTURE OF TRUST AUTHORIZING THE ISSUANCE OF TRANSMISSION PROJECT REVENUE BONDS, 2009 SUBORDINATE REFUNDING SERIES A, (B) A SUPPLEMENTAL INDENTURE OF TRUST RELATING TO THE TRANSMISSION PROJECT REVENUE BONDS, 2009 SUBORDINATE REFUNDING SERIES A, AND (C) A PURCHASE CONTRACT; (III) AUTHORIZING THE DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; (IV) AUTHORIZING CERTAIN RELATED ACTIONS; AND (V) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, there has been presented to this meeting proposed forms of certain financing documents relating to the Bonds (as hereinafter defined);

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

1. Each of the President and Vice President and each of the Secretary and any Assistant Secretary of the Authority are hereby authorized to execute and deliver a Twenty-Third Supplemental Indenture of Trust relating to the Bonds (as defined below), from the Authority to U.S. Bank National Association, as trustee (the "Trustee"), in the form on file with the Assistant Secretary of the Authority, with such changes, insertions and omissions (subject to Paragraph 8 hereof) as shall be approved by said President or Vice President (such approval to be conclusively evidenced by such officer's execution and delivery thereof); and each of the Secretary and any Assistant Secretary is hereby authorized to affix the seal of the Authority thereto (said Supplemental Indenture, in the form in which executed and delivered, is hereinafter referred to as the "Supplemental Indenture"). The Supplemental Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

2. Each of the President and Vice President and each of the Secretary and any Assistant Secretary of the Authority are hereby authorized to execute and deliver an Indenture of Trust relating to the Bonds, from the Authority to the Trustee in the form on file with the Assistant Secretary of the Authority, with such changes, insertions and omissions (subject to Paragraph 8 hereof) as shall be approved by said President or Vice President to provide for the terms of the Authority's Transmission Project Revenue Bonds, 2009 Subordinate Refunding Series A (the "Bonds") (such approval to be conclusively evidenced by such officer's execution and delivery thereof); and each of the Secretary and any Assistant Secretary is hereby authorized

to affix the seal of the Authority thereto. The Indenture of Trust relating to the Bonds, as executed and delivered, is hereinafter referred to as the "Indenture." The Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

The issuance of the Bonds is hereby authorized, subject to the provisions of this Resolution, the Indenture and the Supplemental Indenture. The Bonds may be issued in one or more series, and with the approval of the Authority's Finance Committee and the President or Vice President, one of the series of Bonds may be a taxable series. The Bonds shall be dated, shall mature on the date and in the years and shall bear interest all as provided in the Indenture and the Supplemental Indenture.

The form of the Bonds and the provisions for signatures, authentication, payment, registration, redemption (if any), denominations, sinking fund (if any), numbers and other terms thereof shall be as set forth in the Indenture and the Supplemental Indenture.

The Bonds shall be secured by the pledge effected by the Indenture and shall be special, limited obligations of the Authority payable solely from the sources specified in the Indenture. Neither the State of California nor any public agency thereof (other than the Authority) nor any member of the Authority nor any Project Participant shall be obligated to pay the principal or Redemption Price (as defined in the Indenture) of, or interest on, the Bonds. Neither the faith and credit nor the taxing power of the State of California or any public agency thereof or any member of the Authority or any Project Participant is pledged to the payment of the principal or Redemption Price of, or interest on, the Bonds. The Bonds shall not constitute a debt or indebtedness of the Authority within the meaning of any provision or limitation of the constitution or statutes of the State of California, and they shall not constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit.

3. Each of the President and Vice President of the Authority is hereby authorized (i) to execute and deliver a purchase contract for the Bonds, between the Authority and the senior manager (i.e., J.P. Morgan Securities Inc.), as representative of itself and the other underwriters named therein (the "Underwriters"), and (ii) to negotiate the underwriters' discount relating to the Bonds. The purchase price at which the Bonds are to be sold to the Underwriters and the related underwriters' discount shall each be determined in accordance with this Resolution. Payment for the Bonds shall be pursuant to the terms and conditions set forth in the purchase contract executed pursuant to this Resolution.

4. Each of the President and Vice President is hereby authorized to approve a Preliminary Official Statement relating to the Bonds in the form on file with the Assistant Secretary of the Authority (such approval to be conclusively evidenced by the delivery thereof) (the "Preliminary Official Statement"), and the Board of Directors hereby approves the use of the Preliminary Official Statement in connection with the offering and sale of the Bonds, with such additions thereto and changes therein as are determined necessary or appropriate by the President or Vice President of the Authority to make such Preliminary Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (except for the omission of those items permitted by said Rule). Each of the President, Vice President and Executive Director of the Authority is authorized to deem the Preliminary Official Statement to be final within the meaning of such Rule 15c2-12 subject to completion of those items permitted

by said Rule. The Underwriters are hereby authorized to distribute the Preliminary Official Statement to potential purchasers of the Bonds.

5. Each of the President and Vice President of the Authority is hereby authorized to approve an Official Statement relating to the Bonds (such approval to be conclusively evidenced by such officer's execution and delivery thereof) (the "Official Statement"), and the Board of Directors hereby approves the use of the Official Statement in connection with the offering and sale of the Bonds. The Board of Directors hereby further approves the use of any supplement or amendment to such Official Statement that is necessary or appropriate so that, in the opinion of the President or the Vice President of the Authority (after consultation with the Authority's Co-Bond Counsel), such Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which such statements were made, not misleading. Each of the President and Vice President of the Authority is hereby authorized to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the Authority, and thereupon to cause such Official Statement and any such amendment or supplement to be delivered to the Underwriters. The Underwriters are hereby authorized to distribute the Official Statement and any such amendment or supplement thereto to the purchasers of the Bonds.

6. The refunding of the Refunded Bonds (as defined in the Indenture) as provided for in the Supplemental Indenture and the Indenture is hereby authorized. Each of the President, Vice President, Executive Director, Secretary and any Assistant Secretary of the Authority is hereby authorized on behalf of the Authority to purchase (by contract or otherwise), if any of such obligations are to be purchased, U.S. Government obligations (including non-callable State and Local Government Series direct obligations of the United States of America issued by the Bureau of Public Debt and direct obligations of the United States of America purchased on the open market) in such amounts, maturing at such time(s) and bearing such rate(s) of interest as shall be necessary to pay when due the redemption price(s) of and interest on the Refunded Bonds, and to take such other action as any of them may deem necessary or appropriate to effectuate the purchase of said obligations, if any of said obligations are to be so purchased.

7. Each of the President and Vice President of the Authority is hereby authorized to determine, in connection with the issuance and delivery of the Bonds, whether to obtain municipal bond insurance for all or any portion of the Bonds and, if it is determined that municipal bond insurance shall be obtained, the particular provider or providers of municipal bond insurance with whom the Authority shall contract for such municipal bond insurance.

8. (a) Each of the President and Vice President of the Authority is hereby authorized to determine, in connection with the sale of the Bonds and the execution and delivery of the Supplemental Indenture and the Indenture, and in consultation with the Finance Committee, the following:

(i) the aggregate principal amount of Bonds, which shall not exceed \$125,000,000;

(ii) the interest rates of the Bonds, the true interest cost of which shall not in the aggregate exceed 7.0% per annum;

(iii) the maturity dates for the Bonds, the latest of which shall be no later than July 1, 2027;

(iv) the principal amount in each maturity and sinking fund installments (if any) for any term Bonds;

(v) the purchase price of the Bonds;

(vi) the first interest payment date for the Bonds;

(vii) the terms and conditions for delivery of the Bonds;

(viii) the Transmission Project Revenue Bonds, 1996 Subordinate Refunding Series B to be refunded (or, if applicable, paid at maturity) by the Bonds (which bonds shall constitute the Refunded Bonds under the Supplemental Indenture and the Indenture);

(ix) the initial escrow securities, if any, to be purchased for the Escrow Fund under the Supplemental Indenture;

(x) the redemption terms (if any) and prices of the Bonds;

(xi) the application of the proceeds of the Bonds and any other available moneys;

(xii) in connection with the refunding of the Refunded Bonds, any transfers required or desired from any funds or accounts created under (a) the Indenture of Trust, by and between the Authority and the Trustee (as successor trustee), dated as of May 1, 1983, relating to the Southern Transmission Project (as supplemented and amended, the "Senior Indenture"), (b) the Indenture of Trust, by and between the Authority and the Trustee, dated as of August 1, 1996, relating to the Southern Transmission Project (including, but not limited to, the transfer of any surplus moneys in the 1996 Series B Payment Account established thereunder) or (c) any other Indenture of Trust relating to the Southern Transmission Project;

(xiii) whether or not to acquire municipal bond insurance in connection with the issuance of the Bonds, such determination to be made in accordance with Paragraph 7 of this Resolution, provided the premium for such insurance shall not exceed 2.25% of the payments insured, calculated as provided in the bond insurance commitment agreement (or similar agreement) between the Authority and the provider of any such municipal bond insurance; and

(xiv) the date or dates the Refunded Bonds shall be redeemed (or, if applicable, paid at maturity).

(b) As used herein, the "Finance Committee" refers to that portion of the committee of the Authority designated to consider financial matters, comprised of at least three representatives of the Cities of Anaheim, Burbank, Glendale, Los Angeles, Pasadena and Riverside.

9. The Board hereby determines pursuant to Section 511.2 of the Senior Indenture that moneys on deposit in the General Reserve Fund may be applied to or set aside for any of the purposes specified in Section 511.2 of the Senior Indenture (including any lawful purpose of the Authority related to the Southern Transmission Project), which purpose or purposes shall be evidenced by a certificate of the President or Vice President of the Authority. In connection with the application or setting aside of any such moneys, each of the President, Vice President, Executive Director, Secretary and any Assistant Secretary of the Authority is hereby authorized on behalf of the Authority to take such other actions as any of them may deem necessary or appropriate.

10. Each of the President, Vice President, Secretary, Executive Director and any Assistant Secretary and any other officer of the Authority is hereby authorized to take any and all actions which such person deems necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of the Bonds or any portion thereof, for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, and to take any and all further actions which such person may deem necessary or advisable in order to maintain any such registration or qualification for as long as such person deems necessary or as required by law or by the Underwriters; and any such action previously taken is hereby ratified, confirmed and approved.

11. Each of the President, Vice President and Executive Director of the Authority is hereby authorized to execute and deliver a financial advisory services agreement relating to the sale and issuance of the Bonds between the Authority and Public Financial Management, Inc., in substantially the form presented to this meeting.

12. U.S. Bank National Association is hereby appointed as the Trustee and Paying Agent under the Indenture. Each of the President, Vice President and Executive Director of the Authority is hereby authorized to appoint from time to time any additional fiduciaries, depositaries or agents in connection with the Bonds or any portion thereof and to execute and deliver any and all agreements, documents and instruments necessary or advisable in connection with such appointment of U.S. Bank National Association and with any other such appointment.

13. The following are hereby designated as Project Agreements under the Senior Indenture and the Transmission Service Contracts (as defined in the Senior Indenture): (a) the Indenture; (b) the Supplemental Indenture; and (c) any municipal bond insurance policy relating to the Bonds obtained in accordance with Paragraph 7 of this Resolution.

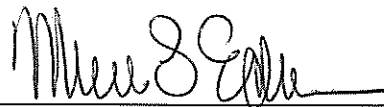
14. Each of the President, Vice President, Secretary, any Assistant Secretary and Executive Director of the Authority and representatives of the Department of Water and Power of The City of Los Angeles is hereby authorized to cause the Trustee to transfer moneys as contemplated by the Supplemental Indenture (including, but not limited to, the transfer of released moneys in the debt service account and, if applicable, the debt service reserve account relating to the Refunded Bonds).

15. The Executive Director of the Authority, in addition to the other offices or positions with the Authority he already holds, is hereby appointed an Assistant Secretary of the Authority and an Authorized Authority Representative under the Senior Indenture, the Indenture and every other subordinate Indenture of Trust of the Authority relating to the Southern Transmission Project for the purpose of taking any and all required or permitted actions in connection with the issuance and delivery of the Bonds.

16. 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. 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.

17. This Resolution shall become effective immediately.

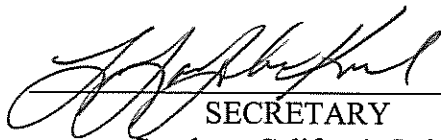
THE FOREGOING RESOLUTION is approved and adopted by the Authority this 15th day of January, 2009.



PRESIDENT

Southern California Public
Power Authority

ATTEST:



SECRETARY

Southern California Public
Power Authority