

RESOLUTION NO. 2009-14

RESOLUTION RELATING TO THE MILFORD WIND CORRIDOR PHASE I PROJECT: (I) AUTHORIZING THE EXECUTION AND DELIVERY OF (A) A FIRST AMENDMENT TO POWER PURCHASE AGREEMENT, (B) THE FIRST AMENDED AND RESTATED POWER SALES AGREEMENTS AND (C) A CONSENT AND AGREEMENT; (II) RELATING TO THE APPOINTMENT OF THE LEAD UNDERWRITER; AND (III) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, the Southern California Public Power Authority (the "Authority" or "SCPPA") and certain of its members have taken certain measures to facilitate the acquisition and development of certain renewable resources, including wind resource facilities as part of the SCPPA Renewable Electric Energy Resource Project created by the Board of Directors pursuant to SCPPA Resolution Number 2006-13, to provide a long-term supply of renewable energy to such members for the purpose of satisfying the needs of such members and their governing bodies to meet desired specified renewable energy resource goals;

WHEREAS, pursuant to these goals the City of Los Angeles acting by and through the Department of Water and Power and the Cities of Burbank and Pasadena (the "Project Participants") have previously negotiated and entered into a wind energy power purchase arrangement with Milford Wind Corridor Phase I, LLC to facilitate the acquisition of wind energy facility output and other rights and resources associated with a wind energy facility currently being developed in the Milford Wind Corridor situated north of the town of Milford, Utah in Millard and Beaver Counties (the "Milford Wind Corridor Phase I Project" or the "Project");

WHEREAS, the Milford Wind Corridor Phase I Project currently is anticipated to entail a 200 MW wind project with energy to be delivered to SCPPA at the Intermountain Power Project switching station located in Delta, Utah which is anticipated to begin in 2009;

WHEREAS, after completing the original negotiations for a power purchase agreement SCPPA, the Project Participants and Milford Wind Corridor Phase I, LLC have for the past several months been in renegotiations for the purpose of amending the original power purchase agreement and developing a potential contingent facility acquisition structure through the negotiation of the First Amendment to Power Purchase Agreement as well as to negotiate a Consent and Agreement between SCPPA and certain parties to facilitate the financing of the Project by Milford Wind Corridor Phase, LLC;

WHEREAS, the newly renegotiated rights and obligations under these agreements will be passed through to the Project Participants by way of corresponding amendments to the original power purchase agreements entered into between SCPPA and the Project Participants (collectively, the "First Amended and Restated Power Sales Agreements);

WHEREAS the First Amended and Restated Power Sales Agreements are designed to pass the project rights and benefits and the project liabilities and costs to the Project Participants with respect to the Milford Wind Corridor Phase I Project in accordance with the respective interests of each Project Participant in the Project;

WHEREAS, under the project structure SCPA will issue bonds for the purpose of either prepaying for certain of the energy anticipated to be produced by the Milford Wind Corridor Phase I Project generation facility or for the acquisition of the facility and that each of the respective Project Participants will assume the obligation for a share of the debt service associated with the Bonds under the terms and conditions of the First Amended and Restated Power Sales Agreements;

WHEREAS, under certain circumstances under the Power Purchase Agreement as amended and the First Amended and Restated Power Sales Agreements energy may be produced by the facility as an alternative to or in excess of the prepaid energy which is anticipated to be purchased by SCPA on behalf of and for the Project Participants on a monthly basis;

WHEREAS, the First Amended and Restated Power Sales Agreements will pass all rights, benefits, obligations and liabilities of SCPA under the Project, including the debt service on the Bonds and all administrative costs of the Project to the Project Participants on a pro-rata basis;

WHEREAS, the Project exists entirely in the State of Utah and is statutorily exempt under the California Environmental Quality Act inasmuch as the Project is subject to review pursuant to the National Environmental Policy Act as well as further environmental review pursuant to certain Utah laws;

WHEREAS, SCPA has previously entered into an Agency Agreement with the Department of Water and Power of the City of Los Angeles for the purpose of management and administration of the Project and to carry forth such future transactions as are appropriate to the further conduct of the Project;

WHEREAS, the Project Participants have expressed the desire to enter into final definitive First Amended and Restated Power Sales Agreements to carry forth the transactions associated with the Milford Wind Corridor Phase I Project as now revised; and

WHEREAS, the Authority desires to carry forth those measures necessary to proceed with the implementation of the renewable resource transactions contemplated by the various revised agreements which have now become part of the Milford Wind Corridor Phase I Project which have been consummated over the past several months.

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

1. Each of the President and Vice President is hereby authorized to execute and deliver the First Amendment to Power Purchase Agreement, in the form on file with the Authority, with such changes, insertions and omissions 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

attest and affix the seal of the Authority thereto. The First Amendment to Power Purchase Agreement 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 is hereby authorized to execute and deliver the First Amended and Restated Power Sales Agreements, in the forms on file with the Authority, with such changes, insertions and omissions 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 attest and affix the seal of the Authority thereto. The First Amended and Restated Power Sales Agreements are hereby made a part of this Resolution as though set forth in full herein and the same hereby are approved.

3. Each of the President and Vice President is hereby authorized to execute and deliver the Consent and Agreement, in the form on file with the Authority, with such changes, insertions and omissions 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 attest and affix the seal of the Authority thereto. The Consent and Agreement is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

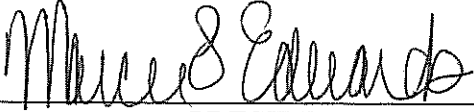
4. The Board of Directors hereby delegates to the Finance Committee the authority to select, with the concurrence of the Executive Director, the lead underwriter of the Bonds, with such appointment being subject to the negotiation of fees or other compensation acceptable to the Finance Committee and subject, in addition, to the resolution to the satisfaction of the Finance Committee of any conflicts which such an underwriter may have as a result of previous relationships with the Project, and further subject to such other conditions as determined by the Finance Committee. The selection of the lead underwriter and such additional managers of the Bonds as the Finance Committee may deem appropriate shall be carried out by those Authority members participating in the Project by a vote of each such member's representative on the Finance Committee voting in accordance with Section 6 of its First Amended and Restated Power Sales Agreement.

5. Section 4 of Board Resolution 2007-42, adopted August 16, 2007, is hereby rescinded.

6. 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.

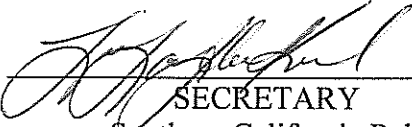
7. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 19th day of February, 2009.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority