

RESOLUTION NO. 2009-16

**RESOLUTION RELATING TO THE PALO VERDE PROJECT:
(I) AUTHORIZING THE EXECUTION AND DELIVERY OF (A) A
DEALER MANAGER AGREEMENT IN CONNECTION WITH A
TENDER OFFER FOR THE AUTHORITY'S POWER PROJECT
REVENUE BONDS, 1997 SUBORDINATE REFUNDING SERIES B
(PALO VERDE PROJECT) (TAXABLE), (B) AN INVITATION TO
TENDER, (C) A LETTER TO BONDHOLDERS AND (D) A LETTER TO
BROKERS AND (II) AUTHORIZING THE OFFICERS OF THE
AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR
ADVISABLE**

WHEREAS, the Southern California Public Power Authority (the "Authority") has heretofore issued \$345,675,000 in aggregate principal amount of its Power Project Revenue Bonds, 1997 Subordinate Refunding Series B (Palo Verde Project) (Taxable) (the "Bonds");

WHEREAS, on July 1, 2004, the Authority defeased the Bonds by funding an escrow with certain federal securities (the "Defeasance Obligations");

WHEREAS, the Authority has determined that it would be in its best interest to make a tender offer (the "Tender Offer") for the Bonds, to purchase and cancel any Bonds so tendered, to sell a portion of the Defeasance Obligations corresponding to the Bonds tendered and purchased, and to retain the difference between the proceeds received from such sale of Defeasance Obligations and the cost of purchasing tendered Bonds and the related expenses of the Tender Offer;

WHEREAS, the Authority wishes to appoint Goldman, Sachs & Co. as the dealer-manager (the "Dealer Manager") for the Tender Offer, pursuant to a Dealer Manager Agreement between the Authority and the Dealer Manager; and

WHEREAS, in connection with the Tender Offer, there have been prepared forms of the following documents: (i) an Invitation to Tender Bonds (the "Invitation to Tender"); (ii) a letter from the Authority to the holders of the Bonds (the "Letter to Bondholders"); (iii) a letter from the Authority to brokers, dealers, commercial banks, trust companies and nominees (the "Letter to Brokers"); and (iv) a letter from such brokers, dealers, commercial banks, trust companies and nominees to their clients with the tendering instructions to holders of the Bonds (the "Instructions", and together with the Invitation to Tender, the Letter to Bondholders and the Letter to Brokers, the "Tender Documents").

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 Dealer Manager 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 Dealer Manager 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, Vice President and the Executive Director of the Authority is hereby authorized to execute and deliver the Tender Documents, in the form on file with the Authority, with such changes, insertions and omissions as shall be approved by such officer or Executive Director (such approval to be conclusively evidenced by the execution and delivery thereof). The Tender Offer Documents 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, Vice President and the Executive Director of the Authority is hereby authorized to determine, in connection with the Tender Offer and after consultation with the Authority's Financial Advisor, the following: (i) the aggregate principal amount of Bonds to be purchased; (ii) the purchase price or purchase prices thereof; (iii) the amount of Defeasance Obligations to be sold, which shall in all cases be in accordance with the provisions of the escrow relating to the Bonds; and (iv) the timing for the Tender Offer, including any extensions or modifications thereof.

4. 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.

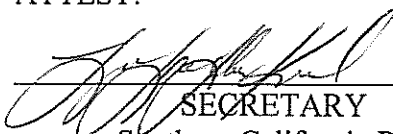
5. This Resolution shall become effective immediately.

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