

## RESOLUTION NO. 2009-19

### RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY RELATING TO THE APPOINTMENT OF A LEAD UNDERWRITER FOR THE WINDY POINT PROJECT BONDS AND AUTHORIZING OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR APPROPRIATE

WHEREAS, the Finance Committee of the Southern California Public Power Authority (the "Authority") has determined that it is in the best interest of the Authority to proceed with preparing all documents necessary or appropriate to sell and issue bonds or other obligations (the "Bonds"), proceeds of which will be used to acquire the Windy Point Project (the "Project") located in Klickitat County in the State of Washington; and

WHEREAS, on February 9, 2009, the Finance Committee interviewed a number of experienced investment banking firms capable of financing projects such as the Windy Point Project.

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

1. 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 each participating member's project share pursuant to the voting methodology established through the Renewable Electric Energy Resource Project Development Agreement.

2. Each of the President, Vice President, Executive Director, Secretary and any Assistant Secretary of the Authority, and any other officer of the Authority, is hereby authorized and directed to do and cause to be done any and all acts and things necessary or appropriate for carrying out the transactions contemplated by this Resolution.

3. Section 2 of Board Resolution 2008-47, adopted August 21, 2008, is hereby rescinded.

4. This Resolution shall become effective immediately.

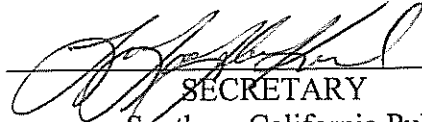
THE FOREGOING RESOLUTION is approved and adopted by the Authority this 19th day of February, 2009.



PRESIDENT

Southern California Public  
Power Authority

ATTEST:



SECRETARY

Southern California Public  
Power Authority