

RESOLUTION NO. 2007-2

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH BLACK AND VEATCH CORPORATION, FOR HUMAN RESOURCES RELATED CONSULTING SERVICES, FOR PERSONNEL INFORMATION AND "HEADHUNTING" TYPES OF RELATED SERVICES, FOR IDENTIFICATION AND RECRUITMENT OF UTILITY PERSONNEL RESOURCES AND OTHER PERSONNEL SERVICES, AND PROVIDING FOR ADDITIONAL CONTRIBUTIONS TO THE AUTHORITY'S REVOLVING GENERAL FUND, AND TAKING RELATED ACTIONS (RESTRUCTURING)

WHEREAS, The Southern California Public Power Authority (also referred to herein as "SCPPA or the "Authority") 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 electrical energy, in the State of California, for the purpose of jointly and cooperatively undertaking the planning, financing, development, acquisition, construction, improvement, betterment, repair, maintenance and operation of projects for the generation or transmission of electric energy, including the development and implementation of cost effective systems for administration, management and operation of these energy resources; and

WHEREAS, pursuant to the terms of the Act, SCPPA has the power, for the purpose of building, contracting for, promoting, maintaining and operating electric generation and transmission, to plan, develop, finance, acquire, design, undertake, own, construct, operate and administer projects involving systems, methodologies and programs for the generation or transmission of electric energy and to cause such projects to be planned, developed, financed, acquired, designed, constructed, operated, maintained, and administered and to provide by agreement for the performance and carrying out of any such activities; and

WHEREAS, during the past decade the members of SCPPA have experienced new requirements associated with management and operation of their respective utilities which have created the need for maintaining information relating to the availability of human resources possessing substantial background and experience in electric utility related matters and skills; and

WHEREAS, certain of the Authority's Members have expressed an interest in retaining a consultant to provide human resources related information services including so called "talent search services" and "headhunter services" to their respective utilities and to provide a ready and comprehensive source of information concerning the potential availability of utility personnel resources; and

WHEREAS, certain of the Authority's members may also experience similar needs for personnel related human resources identification services and personnel recruitment services, especially services for identification and procurement of interim engineering talent and interim project management talent, in the future; and

WHEREAS, in order to assist members with services to address their respective utility specific requirements in the past the Authority has entered into consulting services agreements with consultants experienced in the unique needs and requirements of the publicly owned electric utility industry and the Authority has traditionally provided these services for members through consulting contracts by which the members can satisfy these common needs through joint action; and

WHEREAS, the Authority has billed all expenses and costs of retaining all such consultant services to the Members receiving these services; and

WHEREAS, the Authority is willing and able to retain Black & Veatch Corporation for the purpose of providing such services, and to bill all expenses and costs of retaining such consultant to the Members receiving such services; and

WHEREAS, the Board of Directors of Authority, in its Resolution No. 1990-15, established a revolving general fund (the General Fund) for the payment of costs and expenses incurred by the Authority from time to time in carrying out its purposes; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1992-1, provided for the continuation of the General Fund and established a procedure to be followed with respect to additional contributions to the General Fund; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-2, provided for a separate bank account (the Joint Planning Account) to hold and disburse the additional contributions to the General Fund with respect to joint planning matters; and

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-13, changed the name of the Joint Planning Account to the Restructuring Account; and

WHEREAS, the Board of Directors of the Authority wishes to provide for additional contributions to the General Fund, and the applicable Members of the Authority are willing to make such additional contributions.

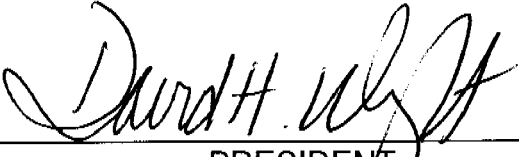
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority as follows:

1. The Executive Director is authorized and directed to retain Black & Veatch Corporation, at the request of a Member(s) of the Authority, provided that such Member(s) agrees, in writing, to bear all costs and expenses of such consultant.

2. The Board of Directors hereby provides for additional contributions to the General Fund. Notwithstanding anything to the contrary in Resolution No. 1992-1, such additional contributions,
 - a) shall be solely for the purpose of paying costs and expenses incurred by the Authority with respect to Black & Veatch Corporation, and pending application for such purpose the contributions shall not be expended to pay costs or expenses properly allocable to one or more projects as provided in Section 3 of Resolution No. 1992-1;
 - b) with respect to each bill SCPPA receives from Black & Veatch Corporation, the respective amount of each such bill shall be billed to the Members that have received services from Black & Veatch Corporation with respect to such bill, with the amount of each such Member's bill to be based upon the services performed by Black & Veatch for the benefit of such Member; and
 - c) shall be billed and collected by adding the amounts provided above to the Authority's Hoover Uprating Project billings to Anaheim (if applicable), and to the Authority's Magnolia Power Project billings if to Cerritos (if applicable), and to the Authority's Palo Verde Project billings to the other applicable Members, with such amounts designated as "Resolution No. 2007-2" Charge."
3. Although the amounts to be contributed under this Resolution and related income shall constitute part of the General Fund, they shall be held and accounted for in a separate subaccount within the existing Restructuring Account. The Executive Director of the Authority is hereby directed to establish a subaccount (the Black & Veatch Personnel Resource Subaccount) within the Restructuring Account for the purpose of holding contributions and related income, and making disbursements, under this Resolution. The President, Vice President, Secretary, any Assistant Secretary and the Executive Director of the Authority are each authorized to execute checks drawn on the Restructuring Account from time to time.
4. Amounts contributed to and held in the General Fund and the Black & Veatch Personnel Resource Subaccount pursuant to this Resolution will not be contributed or held for the purposes of any project for which the Authority has obtained any form of external financing. Such amounts shall not constitute (a) Revenues, or (b) revenues, income, rents or receipts derived by the Authority from or attributable to Authority Capacity (or to the payment of the costs thereof) or the ownership or operation of any Project. As used herein, "Revenues", "Authority Capacity" and "Project" shall have the respective meanings set forth in the indentures of trust and other instruments governing the external financing arrangements entered into from time to time by the Authority.
5. The President, Vice President, Secretary, any Assistant Secretary, Executive Director and any other officer of the Authority are each hereby authorized 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.

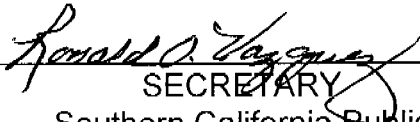
6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 15th day of February, 2007.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority