

RESOLUTION NO. 2007-5

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING PREPARATION OF ALL DOCUMENTS NECESSARY OR APPROPRIATE TO SELL AND ISSUE MAGNOLIA POWER PROJECT A, REFUNDING REVENUE BONDS, 2007-1, PROCEEDS OF WHICH WILL BE USED TO REFUND ALL OR A PORTION OF THE MAGNOLIA POWER PROJECT A, REVENUE BONDS, 2003-1, AND FOR SUCH OTHER PURPOSES AS THE FINANCE COMMITTEE SHALL DETERMINE; (II) APPOINTING THE UNDERWRITER AND THE COUNTERPARTIES UNDER THE INTEREST RATE SWAPS; AND (III) AUTHORIZING OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR APPROPRIATE.

WHEREAS, on April 2, 2003, the Southern California Public Power Authority (the "Authority") issued \$299,975,000 of Magnolia Power Project A, Revenue Bonds, 2003-1 in order to pay a portion of the costs relating to the construction of the Magnolia Power Project, which costs are payable by the Cities of Anaheim, Burbank, Colton, Glendale and Pasadena (the "Project A Participants"); and

WHEREAS, representatives of the Project A Participants have determined that it is in the best interest of the Authority (i) to proceed with preparing all documents necessary or appropriate to sell and issue variable rate Magnolia Power Project A, Refunding Revenue Bonds, 2007-1 (the "Bonds"), proceeds of which will be used to refund all or a portion of the Magnolia Power Project A, Revenue Bonds, 2003-1, and for such other purposes as the Finance Committee of the Authority shall determine, (ii) to appoint the underwriter for the Bonds, and (iii) to appoint the counterparties under the related interest rate swaps; and

WHEREAS, once prepared, drafts of the contracts proposed to be entered into by the Authority in connection with such transactions will be presented for the Board's consideration.

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

1. The Authority's staff and the Authority's team of financing professionals (including the personnel at the Los Angeles Department of Water and Power who work on Authority matters, the Authority's Co-Bond Counsel and the Authority's Financial Advisor) are hereby authorized to prepare all documents necessary or appropriate for the financing of the Bonds.


2. Citigroup Global Markets Inc. is hereby appointed the underwriter of the Bonds, with such appointment being subject to the negotiation of fees or other compensation acceptable to the Finance Committee of the Authority.

3. Citigroup Financial Products Inc. and Bear Stearns Financial Products, Inc. are hereby appointed as counterparties to the interest rate swaps to be executed and delivered in connection with the issuance of the Bonds, with such appointment being subject to the negotiation of fees or other compensation acceptable to the Finance Committee of the Authority.

4. 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.


5. 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