

RESOLUTION NO. 2007-14

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO INDIVIDUAL UTILITY ARRANGEMENTS FOR THE UTILIZATION OF THE SERVICES OF ROBERT FERDON THROUGH THE FULBRIGHT & JAWORSKI LEGAL SERVICES AGREEMENT FOR SEPARATE MEMBER INDIVIDUAL UTILITY PROFESSIONAL LEGAL SERVICES, AND PROVIDING FOR ADDITIONAL CONTRIBUTIONS TO THE AUTHORITY'S REVOLVING GENERAL FUND, AND PROVIDING FOR THE TAKING OF CERTAIN RELATED ACTIONS (RESTRUCTURING)

WHEREAS, the Southern California Public Power Authority (referred to herein as "SCPPA" or "the Authority") owns interests in various generation and transmission projects, the output of which has been sold to Members of the Authority; and

WHEREAS, certain of the Authority Members have expressed a need to retain professional resources through SCPPA for the purpose of providing expert professional assistance in the legal affairs necessary to carry forth projects for the generation and transmission of electric energy to carry out their electric service responsibilities to their citizens; and

WHEREAS, For five decades Robert Ferdon has been engaged as a resource by the electric utility industry and has provided the principal legal services eventuating in the completion of several of the most significant publicly owned power projects in the Western United States; and

WHEREAS, Robert Ferdon's legal accomplishments have been sufficiently significant in facilitating the formation, development and completion of publicly owned electric energy generation projects that a SCPPA member City Council had previously denominated Robert Ferdon as a "sole source" legal services provider; and

WHEREAS, Robert Ferdon is a member of the firm of Fulbright & Jaworski which firm is currently engaged by SCPPA through a formal legal services contract between Fulbright & Jaworksi and SCPPA; and

WHEREAS, certain Members of the Authority anticipate a need to employ the services of Robert Ferdon in the future to provide for the implementation and support of legal service requirements associated with the planning, design, development and management of systems for the generation and delivery of electric energy to these SCPPA Members, and for expert legal assistance to address the future generation needs of these Members; and

WHEREAS, in order to assist Members with services to address the need for expert professional or technical resources and to assist SCPPA Members in carrying forth these responsibilities, the Authority has in the past provided for cooperative programs through which Authority Members may share in the employment of expert professional and technical resources where such resources may be utilized for their specific Member electric utility requirements, and the Authority has provided these services in the past to the Authority Members through a number of experienced personnel possessing substantial background and expertise in the development of electric generation and transmission projects; and

WHEREAS, certain of the Members of the Authority anticipate the need from time to time, in the planning, design and development of Member generation and transmission projects, to employ the services of Robert Ferdon to provide the legal resources to carry forth the planning, development and completion of the legal frameworks necessary for existing and anticipated future generation and transmission needs; and

WHEREAS, certain of the Authority Members currently have need to retain such expert technical professional legal resources for the ongoing support of projects which are either being planned or are currently in operation; and

WHEREAS, in the past the Authority has billed all expenses and costs of retaining all such consultant services to the Members receiving these 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. At the request of any Member(s) requiring the services of such a consultant, the Executive Director is authorized and directed to arrange for the services of Robert Ferdon to be provided to such Member(s) through the existing legal services agreement between the Southern California Public Power Authority and Fulbright & Jaworski LLP., 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 the consultant identified in this Resolution acting pursuant to a specific Member request as set forth in this Resolution, 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 such a consultant retained at the request of a Member or Members, the respective amount of each such bill shall be billed to the Member(s) that have received services from such consultant with respect to such bill, with the amount of each such Member's bill to be based upon the services performed by the consultant for the benefit of such Member; and
 - c) shall be billed and collected by adding the amounts provided above to the Authority's Hoover Upgrading Project billings to Anaheim (if applicable), to the Authority's Magnolia Power Project billings 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. 2007-14 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 Fulbright & Jaworski Robert Ferdon 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 Fulbright & Jaworski Robert Ferdon 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 17th day of May, 2007.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority