

RESOLUTION NO. 2007-16

**RESOLUTION RELATING TO THE MAGNOLIA POWER PROJECT:
(I) AUTHORIZING THE EXECUTION AND DELIVERY OF (A) A
THIRD SUPPLEMENTAL INDENTURE OF TRUST AUTHORIZING
THE ISSUANCE OF THE MAGNOLIA POWER PROJECT A,
REFUNDING REVENUE BONDS, 2007-1, (B) A STANDBY BOND
PURCHASE AGREEMENT, AND (C) AN OFFICIAL STATEMENT;
(II) AUTHORIZING CERTAIN RELATED ACTIONS; AND
(III) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO
ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE.**

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 and each of the Secretary and any Assistant Secretary of the Southern California Public Power Authority (the "Authority") are hereby authorized to execute and deliver a Third Supplemental Indenture of Trust relating to the Magnolia Power Project A, Refunding Revenue Bonds, 2007-1 (the "Bonds"), from the Authority to U.S. Bank National Association, as Trustee (the "Trustee"), in substantially the form on file with the Authority as of the date hereof, with such changes, insertions and omissions (subject to Paragraph 9 of the Authority's Resolution No. 2007-10 adopted on April 19, 2007) 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 affix the seal of the Authority thereto. The Third Supplemental Indenture of Trust, as executed and delivered, is hereinafter referred to as the "Supplemental Indenture." The form of such Supplemental Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

The issuance of the Bonds is hereby authorized, subject to the provisions of this Resolution, the Indenture of Trust, dated as of March 1, 2003, from the Authority to U.S. Bank National Association, as Trustee (as heretofore supplemented and amended, the "Indenture of Trust") and the Supplemental Indenture. The Bonds shall be dated, shall mature on the date or dates and in the year or years and shall bear interest all as provided in the Indenture of Trust and the Supplemental Indenture.

The form of the Bonds and the provisions for signatures, authentication, payment, registration, redemption, tender for purchase, denominations, sinking fund, numbers and other terms thereof shall be as set forth in the Indenture of Trust and the Supplemental Indenture, as applicable.

The Bonds shall be secured by the pledge effected by the Indenture of Trust and shall be special, limited obligations of the Authority payable solely from the sources specified in the Indenture of Trust. Neither the State of California nor any public agency thereof (other than the Authority) nor any member of the Authority nor any Project A Participant (namely the Cities of

Anaheim, Burbank, Colton, Glendale and Pasadena) shall be obligated to pay the principal or Redemption Price (as defined in the Indenture of Trust) of, or interest on, the Bonds. Neither the faith and credit nor the taxing power of the State of California or any public agency thereof or any member of the Authority or any Project A Participant is pledged to the payment of the principal or Redemption Price of, or interest on, the Bonds. The Bonds shall not constitute a debt or indebtedness of the Authority within the meaning of any provision or limitation of the constitution or statutes of the State of California, and they shall not constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit.

2. Each of the President and Vice President of the Authority is hereby authorized to approve an Official Statement relating to the Bonds (such approval to be conclusively evidenced by such officer's execution and delivery thereof) (the "Official Statement"). The Board of Directors hereby approves the use of such Official Statement in connection with the offering and sale of the Bonds, and the Board of Directors hereby further approves the use of any supplement or amendment to such Official Statement that is necessary or appropriate so that, in the opinion of the President or the Vice President of the Authority (after consultation with the Authority's Co-Bond Counsel), such Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in light of the circumstances under which such statements were made, not misleading. Each of the President and Vice President of the Authority is hereby authorized to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the Authority, and thereupon to cause such Official Statement and any such amendment or supplement to be delivered to Citigroup Global Markets Inc. (the "Underwriter"). The Underwriter is authorized to distribute the Official Statement to the purchasers of the Bonds.

3. Each of the President and Vice President and the Secretary of the Authority is hereby authorized to execute and deliver a Standby Bond Purchase Agreement relating to the Bonds among the Authority, the Trustee and KBC Bank N.V., acting through its New York Branch, in substantially 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). Said Standby Bond Purchase Agreement, in the form in which executed and delivered, is hereinafter referred to as the "Standby Bond Purchase Agreement." The Standby Bond Purchase Agreement is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved. The Standby Bond Purchase Agreement is hereby designated as a Project Agreement under the Indenture of Trust and the Project A Power Sales Agreements (as defined in the Indenture of Trust).


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 and to approve any and all 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 (including, but not limited to, executing and delivering, or approving, as applicable, any investment agreements relating to the investment of Bond proceeds). 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. To the extent of any conflict between any of the provisions of this Resolution and the Authority's Resolution No. 2007-10, this Resolution shall control.

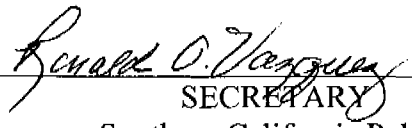
6. This Resolution shall become effective immediately.

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