

RESOLUTION NO. 2004-12

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING THE SELECTION AND APPOINTMENT OF THE AUTHORITY'S GENERAL COUNSEL AND (II) AUTHORIZING OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR APPROPRIATE

WHEREAS, the Southern California Public Power Authority (the "Authority") currently has no General Counsel; and

WHEREAS, the Authority desires the prompt selection and appointment of an individual attorney or law firm to act as the Authority's General Counsel; and

WHEREAS, the next meeting of the Board of Directors of the Authority will not be held until July 15, 2004; and

WHEREAS, nine proposals (four from individual attorneys and five from law firms) to serve as General Counsel have been received by the Authority as a result of the Authority's request for proposals/request for qualifications.

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

1. The Executive Committee of the Authority (consisting of the President, Vice President and Secretary) is hereby authorized to select and appoint the Authority's General Counsel from among those individual attorneys and law firms that have provided proposals to the Authority.

2. The Executive Committee is hereby authorized to negotiate an agreement for legal services with the General Counsel that is selected.

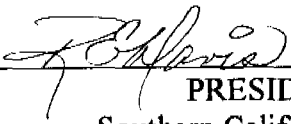
3. The President, Vice President and Executive Director of the Authority are each hereby authorized to execute and deliver an agreement for legal services with the General Counsel that is selected.

4. Following the selection of General Counsel, the Executive Director is directed to report to the Board the results of the selection and appointment process.

5. 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.


6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 20th day of May, 2004.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority