

RESOLUTION NO. 2004-20

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT FOR THE NATURAL GAS PROJECT WITH THE MANATT, PHELPS, AND PHILLIPS LLP; AND AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR PROPER.

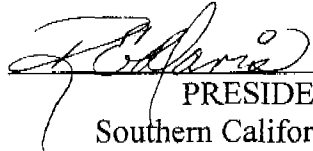
WHEREAS, the Natural Gas Project ("Project") was established pursuant to Resolution 2004-18 for the purpose of acquiring natural gas rights and related facilities to be used as fuel for power generation and as a means of stabilizing power generation fuel costs; and

WHEREAS, the Project Coordinating Committee has recommended that Manatt, Phelps, and Phillips LLP be retained as outside counsel to assist SCPPA on an as-needed basis in matters relating to the procurement of natural gas rights and related facilities.

NOW, THEREFORE, the Board of Directors of the Southern California Public Power Authority does hereby resolve, determine and order:


1. The Executive Director is authorized and directed to enter into a professional services agreement with Manatt, Phelps, and Phillips LLC, the form of which is on file with the Authority.
2. 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.
3. 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