

RESOLUTION NO. 2004-31

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY RELATING TO THE SOUTHERN TRANSMISSION PROJECT AUTHORIZING: (I) THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO STANDBY BOND PURCHASE AGREEMENT WITH WESTLB AG; (II) CERTAIN RELATED ACTIONS; AND (III) THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, in connection with the issuance by the Southern California Public Power Authority (the "Authority") of its variable rate Southern Transmission Project Revenue Bonds, 2000 Subordinate Refunding Series A, the Authority entered into a Standby Bond Purchase Agreement, dated as of April 1, 2000, among the Authority, WestLB AG (formerly Westdeutsche Landesbank Girozentrale) (the "Bank") and U.S. Bank National Association (the "Tender Agent") (the "Standby Agreement");

WHEREAS, the Standby Agreement will expire in 2005 unless extended;

WHEREAS, the Bank has offered favorable terms upon which the Standby Agreement may be extended;

WHEREAS, the extension of the Standby Agreement would be effected by the execution and delivery of a First Amendment to Standby Bond Purchase Agreement among the Authority, the Bank and the Tender Agent (the "First Amendment"); and

WHEREAS, on October 4, 2004, the Finance Committee of the Authority recommended that the Board of Directors of the Authority authorize the execution and delivery of the First Amendment.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southern California Public Power Authority as follows:

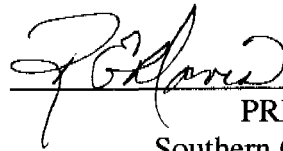
1. Each of the President and Vice President of the Authority is hereby authorized and directed to execute and deliver the First Amendment, in substantially the form on file with the Authority, with such changes, insertions and omissions as shall be approved by said President or Vice President (such approval to be conclusively evidenced by his execution and delivery thereof), and each of the Secretary and any Assistant Secretary is hereby authorized to attest to such signature. The form of such First Amendment is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

2. 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 to execute and deliver any and all agreements, documents and instruments and to do and cause to

be done any and all acts and things necessary or advisable for carrying out the transactions contemplated by this Resolution. Each reference in this Resolution to the President, Vice President, Executive Director, Secretary or Assistant Secretary 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.

3. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 21st day of October, 2004.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority