

RESOLUTION NO. 2004-35

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTEREST RATE SWAP AGREEMENT WITH JPMORGAN CHASE BANK RELATING TO THE SOUTHERN TRANSMISSION PROJECT AND (II) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE

WHEREAS, the Finance Committee of the Southern California Public Power Authority (the "Authority") at a meeting held on November 1, 2004, determined that it is in the best interest of the Authority to enter into a "fixed spread basis swap" with JPMorgan Chase Bank relating to the Southern Transmission Project; and

WHEREAS, the Authority desires to enter into such a fixed spread basis swap with JPMorgan Chase Bank.

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, in the notional amount of \$100,000,000, an International Swaps and Derivatives Association, Inc. Master Agreement and the related Schedule, Credit Support Annex and Confirmation, each between the Authority and JPMorgan Chase Bank or an affiliate thereof, 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). Said Master Agreement, Schedule, Credit Support Annex and Confirmation are hereinafter referred to collectively as the "Swap Agreement." The Swap Agreement is hereby made a part of this Resolution as though set forth in full herein and the same is hereby approved.


2. Pursuant to Section 5922(a) of the Government Code of the State of California, the Board of Directors hereby finds and determines that the Swap Agreement is designed to enhance the relationship between risk and return with respect to a program of investment in connection with the Swap Agreement. The Board of Directors also finds and determines that the Swap Agreement is being entered into in connection with the acquisition or carrying of a program of investment and that entering into the Swap Agreement is necessary or appropriate as provided in Section 5922(a) of the Government Code of the State of California.

3. Each of the President, Vice President and Executive Director of the Authority is hereby authorized to execute and deliver a financial advisory services agreement, between the Authority and Public Financial Management, Inc., relating to the Swap Agreement, in substantially the form attached hereto.

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. 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. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 18th day of November, 2004.



PRESIDENT
Southern California Public
Power Authority

ATTEST:



SECRETARY
Southern California Public
Power Authority