

**RESOLUTION NO. 2001-12**

**RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER  
AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN  
AGREEMENT FOR COMMUNICATIONS SERVICES WITH  
CMg DESIGN, INC.**

**AND PROVIDING FOR AN ADDITIONAL CONTRIBUTION TO THE  
AUTHORITY'S REVOLVING GENERAL FUND, AND TAKING CERTAIN  
RELATED ACTION  
(RESTRUCTURING)**

WHEREAS, the Southern California Public Power Authority (the Authority) owns interests in various generation and transmission projects, the output of which has been sold to members of the Authority; and

WHEREAS, the electric utility industry is being restructured so that the providers of electricity will be in competition with each other; and

WHEREAS, such restructuring has resulted in many changes in the electric utility industry which may affect the Authority generation and transmission projects, and which require Authority members to change the way they manage their resources; and

WHEREAS, certain of the Authority members have a need to retain consultants to develop and support communication program activities.

WHEREAS, the Authority is willing and able to retain CMg Design, Inc., and to bill all expenses and costs of retaining such consultant to the member receiving service (Burbank).

WHEREAS, the Board of Directors of the Southern California Public Power Authority (the "Authority"), in its Resolution No. 1990-15, established a revolving general fund (the "General Fund") for the payment of costs and expenses incurred by the Authority from time to time in carrying out its purposes;

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1992-1, provided for the continuation of the General Fund and established a procedure to be followed with respect to additional contributions to the General Fund;

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-2, provided for a separate bank account (the Joint Planning Account) to hold and disburse the additional contributions to the General Fund with respect to joint planning matters;

WHEREAS, the Board of Directors of the Authority, in its Resolution No. 1995-13, changed the name of the Joint Planning Account to the Restructuring Account;

WHEREAS, the Board of Directors of the Authority wishes to provide for an additional contribution to the General Fund, and Members of the Authority are willing to make such additional contributions.

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

1. The Executive Director is authorized and directed to retain CMg Design, Inc., (CMg) at the request of a member of the Authority, provided that such member agrees, in writing, to bear all costs and expenses of such consultant.
2. The Board of Directors hereby provides for an additional contribution to the General Fund. Such additional contribution,
  - a) shall be solely for the purpose of paying costs and expenses incurred by the Authority with respect to the Burbank CMg Project, and pending application for such purpose the contribution shall not be expended to pay costs or expenses properly allocable to one or more projects as provided in Section 3 of Resolution No. 1992-1;
  - b) shall be billed and collected by adding to the Authority's May 2001 Palo Verde Project billing to Burbank an initial amount of \$50,000, and subsequent amounts as requested in writing by Burbank, with such amounts designated as "Resolution No. 2001-12 Charge".

3. Although the amounts contributed under this Resolution and related income shall constitute part of the General Fund, they shall be held and accounted for in a separate subaccount within the existing Restructuring Account. The Executive Director of the Authority is hereby directed to establish a subaccount (the Burbank CMg Subaccount) within the Restructuring Account for the purpose of holding contributions and related income, and making disbursements, under this Resolution. The President, Vice President, Secretary, any Assistant Secretary and the Executive Director of the Authority are each authorized to execute checks drawn on the Restructuring Account from time to time.
4. Amounts contributed to and held in the General Fund and the Burbank CMg Subaccount pursuant to this Resolution will not be contributed or held for the purposes of any project for which the Authority has obtained any form of external financing. Such amounts shall not constitute (a) Revenues, or (b) revenues, income, rents or receipts derived by the Authority from or attributable to Authority Capacity (or to the payment of the costs thereof) or the ownership or operation of any Project. As used herein, "Revenues", "Authority Capacity" and "Project" shall have the respective meanings set forth in the indentures of trust and other instruments governing the external financing arrangements entered into from time to time by the Authority.
5. 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.
6. This Resolution shall become effective immediately.

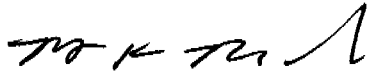
THE FOREGOING RESOLUTION is approved and adopted by the Authority this 19th day of April, 2001.



PRESIDENT

Southern California Public  
Power Authority

ATTEST:



ASSISTANT SECRETARY  
Southern California Public  
Power Authority