

RESOLUTION NO. 2000-8

RESOLUTION REGARDING FINANCING FOR THE COST OF ACQUISITION OF CAPACITY RELATING TO THE SOUTHERN TRANSMISSION PROJECT: (I) AUTHORIZING THE REFUNDING OF CERTAIN OUTSTANDING BONDS; (II) AUTHORIZING THE EXECUTION AND DELIVERY OF (A) A SUBORDINATE INDENTURE OF TRUST AUTHORIZING THE ISSUANCE OF SOUTHERN TRANSMISSION PROJECT REVENUE BONDS, (B) A SUPPLEMENTAL INDENTURE OF TRUST WITH RESPECT TO THE SOUTHERN TRANSMISSION PROJECT, (C) A PURCHASE CONTRACT, (D) A STANDBY BOND PURCHASE AGREEMENT, (E) AN INVITATION TO TENDER BONDS, (F) OTHER DOCUMENTS RELATING TO THE INVITATION TO TENDER BONDS, (G) A DEALER MANAGER AGREEMENT RELATING TO THE TENDER OFFER PROGRAM, (H) SUPPLEMENTAL INDENTURES OF TRUST RELATING TO CERTAIN SUBORDINATE INDENTURES OF TRUST AND (I) A REMARKETING AGREEMENT; (III) AUTHORIZING THE DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; (IV) AUTHORIZING CERTAIN RELATED ACTIONS; AND (V) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE

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 and each of the Secretary and any Assistant Secretary of the Southern California Public Power Authority (the "Authority") are hereby authorized to execute and deliver a Fifteenth Supplemental Indenture of Trust, by and between the Authority and U.S. Bank Trust National Association, as trustee (the "Trustee"), in the form on file with the Assistant Secretary of the Authority, with such changes, insertions and omissions (subject to Paragraph 12 hereof) 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 affix the seal of the Authority thereto (said Supplemental Indenture, in the form in which executed and delivered, is hereinafter referred to as the "Supplemental Indenture"). The Supplemental Indenture 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 and Vice President and each of the Secretary and any Assistant Secretary of the Authority are hereby authorized to execute and deliver an Indenture of Trust relating to the Bonds (as defined below), from the Authority to the Trustee in the form on file with the Assistant Secretary of the Authority, with such changes, insertions and omissions (subject

to Paragraph 12 hereof) as shall be approved by said President or Vice President to provide for the terms of the Authority's Transmission Project Revenue Bonds, 2000 Subordinate Refunding Series A (the "Bonds") (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 affix the seal of the Authority thereto. The Indenture of Trust relating to the Bonds, as executed and delivered, is hereinafter referred to as the "Indenture." The Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

The issuance of the Bonds is hereby authorized, subject to the provisions of this Resolution, the Indenture and the Supplemental Indenture. The Bonds shall be dated, shall mature on the date and in the year or years and shall bear interest all as provided in the Indenture and the Supplemental Indenture.

The form of the Bonds and the provisions for signatures, authentication, payment, registration, redemption, denomination, number and other terms thereof shall be as set forth in the Indenture and the Supplemental Indenture.

The Bonds shall be secured by the pledge effected by the Indenture and shall be special, limited obligations of the Authority payable solely from the sources specified in the Indenture. Neither the State of California nor any public agency thereof (other than the Authority) nor any member of the Authority nor any Project Participant shall be obligated to pay the principal or Redemption Price (as defined in the Indenture) of, or interest on, the Bonds. Neither the faith and credit nor the taxing power of the State of California or any public agency thereof or any member of the Authority or any Project Participant is pledged to the payment of the principal or Redemption Price of, or interest on, the Bonds. The Bonds shall not constitute a debt or indebtedness of the Authority within the meaning of any provision or limitation of the constitution or statutes of the State of California, and they shall not constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit.

3. Pursuant to Section 6571 of the Government Code of the State of California it is hereby found and determined by the Board of Directors that (a) if the Bonds, or any thereof, are sold at less than the par amount thereof, such sale at less than the par amount thereof will result in more favorable terms for such Bonds and (b) the negotiated sale of the Bonds is necessary.

Each of the President and Vice President of the Authority is hereby authorized (i) to execute and deliver a purchase contract for the Bonds, between the Authority and PaineWebber Incorporated (the "Underwriter") and (ii) to negotiate the underwriter's discount relating to the Bonds. The purchase price at which the Bonds are to be sold to the Underwriter and the related underwriter's discount shall each be determined in accordance with this Resolution. Payment for the Bonds shall be pursuant to the terms and conditions set forth in the purchase contract executed pursuant to this Resolution.

4. Each of the President and Vice President is hereby authorized to approve a Preliminary Official Statement relating to the Bonds (such approval to be conclusively evidenced by the delivery thereof) (the "Preliminary Official Statement"), and the Board of Directors hereby

approves the use of the Preliminary Official Statement in connection with the offering and sale of the Bonds, with such additions thereto and changes therein as are determined necessary or appropriate by the President or Vice President of the Authority to make such Preliminary Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (except for the omission of those items permitted by said Rule). Each of the President, Vice President and Executive Director of the Authority is authorized to deem the Preliminary Official Statement to be final within the meaning of Securities and Exchange Commission Rule 15c2-12 subject to completion of those items permitted by said Rule.

5. Each of the President and Vice President of the Authority is hereby authorized to approve an Official Statement relating to the Bonds (such approval to be conclusively evidenced by his execution and delivery thereof) (the "Official Statement"). The Board of Directors hereby approves the use of such Official Statement in connection with the offering and sale of the Bonds, and the Board of Directors hereby further approves the use of any supplement or amendment to such Official Statement that is necessary or appropriate so that, in the opinion of the President or the Vice President of the Authority (after consultation with the Authority's Co-Bond Counsel), such Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which such statements were made, not misleading. Each of the President and Vice President of the Authority is hereby authorized to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the Authority, and thereupon to cause such Official Statement and any such amendment or supplement to be delivered to the Underwriter. The Underwriter is authorized to distribute the Official Statement to the purchasers of the Bonds.

6. The refunding of the Refunded Bonds (as defined in the Indenture) as provided for in the Supplemental Indenture and the Indenture is hereby authorized.

7. Each of the President and Vice President and any Assistant Secretary of the Authority is hereby authorized to execute and deliver a Standby Bond Purchase Agreement or other liquidity or credit agreement relating to the Bonds among the Authority, the Trustee and a bank or other entity acceptable to the President or Vice President (the "Standby Bank"), including, but not limited to, the Standby Bond Purchase Agreement in the form on file with the Assistant Secretary of 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 any Assistant Secretary is hereby authorized to affix the seal of the Authority thereto (said Standby Bond Purchase Agreement or other liquidity or credit agreement, in the form in which executed and delivered, is hereinafter referred to as the "Standby Bond Purchase Agreement"). The Standby Bond Purchase Agreement is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

8. Each of the President or Vice President of the Authority is hereby authorized and directed to execute and deliver a Remarketing Agreement relating to the Bonds between the Authority and PaineWebber Incorporated, as Remarketing Agent, in the form on file with the Assistant Secretary of 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 Remarketing Agreement, in the form in which executed and delivered, is hereinafter referred to as the "Remarketing Agreement." The Remarketing Agreement is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

9. Each of the President and Vice President of the Authority is hereby authorized to execute and deliver an Invitation to Tender Bonds (the "Invitation") and to approve, among others, the following documents relating to the Invitation: (i) a letter from the Authority to bondowners; (ii) a Request to Transmit to Your Clients and Their Brokers; (iii) a Notice to Our Clients; (iv) Bondowner's Instructions; (v) a Solicitation Fee Payment Request Form; and (vi) a Press Release (collectively, the "Invitation Materials"), in the form on file with the Assistant Secretary of the Authority, with such changes, insertions and omissions as shall be approved by said President or Vice President (with respect to those documents requiring execution, such approval to be conclusively evidenced by his execution and delivery thereof). The Invitation Materials are hereby made a part of this Resolution as though set forth in full herein and the same hereby are approved.

10. Each of the President or Vice President of the Authority is hereby authorized and directed to execute and deliver a Dealer Manager Agreement relating to the Invitation between the Authority and PaineWebber Incorporated, as Dealer Manager, in the form on file with the Assistant Secretary of 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 Dealer Manager Agreement, in the form in which executed and delivered, is hereinafter referred to as the "Dealer Manager Agreement." The Dealer Manager Agreement is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

11. Each of the President and Vice President of the Authority is hereby authorized to determine, in connection with the issuance and delivery of the Bonds, whether to obtain municipal bond insurance for all or any portion of the Bonds and, if it is determined that municipal bond insurance shall be obtained, the particular provider or providers of municipal bond insurance with whom the Authority shall contract for such municipal bond insurance.

12. (a) Each of the President and Vice President of the Authority is hereby authorized to determine, in connection with the execution and delivery of the Supplemental Indenture and the Indenture and the sale of the Bonds, and in consultation with and approval by the Finance Committee, the following:

- (i) the aggregate principal amount of the Bonds (not to be less than \$50,000,000 or more than \$125,000,000);
- (ii) the initial interest rate of the Bonds;
- (iii) the maximum interest rate under the Indenture;

(iv) the maturity date or dates for the Bonds, the latest of which shall be no later than July 1, 2023;

(v) the principal amount in each maturity and any sinking fund installments for any term Bonds;

(vi) the purchase price of the Bonds;

(vii) the first interest payment date for the Bonds;

(viii) the terms and conditions for delivery of the Bonds;

(ix) the bonds of the Authority to be refunded by the Bonds (which bonds shall constitute the Refunded Bonds under the Supplemental Indenture and the Indenture);

(x) the redemption terms and prices of the Bonds;

(xi) the application of the proceeds of the Bonds;

(xii) any transfers required or permitted from any funds or accounts created under the Indenture of Trust, by and between the Authority and the Trustee (as successor trustee), dated as of May 1, 1983 (the "Senior Indenture") or any subordinate Indenture of Trust of the Authority relating to the Southern Transmission Project in connection with the refunding of the Refunded Bonds;

(xiii) whether or not to acquire municipal bond insurance in connection with the issuance of the Bonds, such determination to be made in accordance with Paragraph 11 of this Resolution, provided the premium for such insurance shall not exceed 0.50% of the payments insured, calculated as provided in the bond insurance commitment agreement (or similar agreement) between the Authority and the provider of any such municipal bond insurance;

(xiv) any further changes, insertions or omissions to the form of the Supplemental Indenture or the form of the Indenture as shall be deemed necessary or appropriate; and

(xv) the members of the Finance Committee who will determine which Refunded Bonds will be purchased and the price or prices thereof.

(b) The terms approved pursuant to paragraph (a) of this Paragraph 12 are contemplated to produce for the Authority present value savings from the refunding of the Refunded Bonds.

(c) As used herein, the "Finance Committee" refers to that portion of the committee of the Authority designated to consider financial matters, comprised of representatives of the Cities of Anaheim, Burbank, Glendale, Los Angeles, Pasadena and Riverside.

13. Each of the President and Vice President and each of the Secretary and any Assistant Secretary of the Authority are hereby authorized to execute and deliver a Second Supplemental Indenture of Trust, by and between the Authority and U.S. Bank Trust National Association, as successor trustee (the "Subordinate Trustee"), in the form on file with the Assistant Secretary of 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 affix the seal of the Authority thereto (said Second Supplemental Indenture, in the form in which executed and delivered, is hereinafter referred to as the "Second Supplemental Indenture"). The Second Supplemental Indenture, as provided therein, shall amend Sections 607(2) and 608(3) of the Indenture of Trust, dated as of June 1, 1992, by and between the Authority and the Subordinate Trustee (the "1992 Subordinate Indenture"). The Second Supplemental Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

14. Each of the President and Vice President and each of the Secretary and any Assistant Secretary of the Authority are hereby authorized to execute and deliver a First Supplemental Indenture of Trust, by and between the Authority and the Subordinate Trustee, in the form on file with the Assistant Secretary of 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 affix the seal of the Authority thereto (said First Supplemental Indenture, in the form in which executed and delivered, is hereinafter referred to as the "First Supplemental Indenture"). The First Supplemental Indenture, as provided therein, shall amend Sections 505(2) and 506(3) of the Indenture of Trust, dated as of March 1, 1993, by and between the Authority and the Subordinate Trustee (the "1993 Subordinate Indenture"). The First Supplemental Indenture is hereby made a part of this Resolution as though set forth in full herein and the same hereby is approved.

15. Each of the President, Vice President, Secretary, Executive Director and any Assistant Secretary and any other officer of the Authority is hereby authorized to take any and all actions which such person deems necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of the Bonds or any portion thereof, for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, and to take any and all further actions which such person may deem necessary or advisable in order to maintain any such registration or qualification for as long as such person deems necessary or as required by law or by the Underwriter; and any such action previously taken is hereby ratified, confirmed and approved.

16. Each of the President and Vice President of the Authority is hereby authorized to appoint from time to time any additional fiduciaries, depositaries or agents (including paying agents) in connection with the Bonds or any portion thereof and to execute and deliver any and all documents and instruments necessary or proper in connection with each such appointment.

17. The following are hereby designated as Project Agreements under the Senior Indenture and the Transmission Service Contracts (as defined in the Senior Indenture): (a) the Indenture and (b) any municipal bond insurance policy obtained with respect to the Bonds or any portion thereof pursuant to Paragraph 12(a)(xiii) hereof.


18. The President, Vice President, Secretary, any Assistant Secretary and Executive Director of the Authority and representatives of the Department of Water and Power of The City of Los Angeles are hereby authorized to cause the Trustee to transfer moneys as contemplated by the Supplemental Indenture (including, but not limited to, the transfer of (i) freed up moneys in the 1992 Payment Account and the 1992 Reserve Account established by the 1992 Subordinate Indenture and in the 1993 Payment Account and the 1993 Reserve Account established by the 1993 Subordinate Indenture and (ii) moneys from the 1996 Series B Payment Account established by the Indenture of Trust, dated as of August 1, 1996, by and between the Authority and the Subordinate Trustee, as permitted by clause "(i)" of Section 604 of such Indenture of Trust).

19. The Executive Director of the Authority, in addition to the other offices or positions with the Authority he already holds, is hereby appointed an Assistant Secretary of the Authority and an Authorized Authority Representative under the Senior Indenture, the Indenture and each other subordinate Indenture of Trust of the Authority relating to the Southern Transmission Project for the purpose of taking any and all required or permitted action in connection with the issuance and delivery of the Bonds.

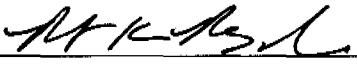
20. Each of the President, Vice President, Secretary, any Assistant Secretary, the Executive Director and any other officer of the Authority is hereby authorized to execute and deliver any and all agreements (including, but not limited to, (i) any letter agreement with the Standby Bank pursuant to which the Authority agrees to pay certain fees and expenses of counsel to the Standby Bank, (ii) any further letter agreement with Bondholder Communications Group with respect to services relating to the tender offer program, (iii) any bond insurance commitment agreement with any provider of municipal bond insurance selected in accordance with Paragraph 11 of this Resolution, and (iv) any letter agreement with the Dealer Manager regarding the purchase by the Authority of certain bonds, maturing on July 1, 2012, issued pursuant to the 1992 Subordinate Indenture) and to approve any and all documents and instruments (including, but not limited to, (i) amendments or supplements to any of the Invitation Materials, including the Invitation, (ii) notices of accepted offers and (iii) supplemental notices of accepted offers) 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.

21. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 16th day of March, 2000.

  
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PRESIDENT  
Southern California Public  
Power Authority

ATTEST:

  
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ASSISTANT SECRETARY  
Southern California Public  
Power Authority