

[Roll Call Vote]

**RESOLUTION NO. 2000-24**

RESOLUTION OF THE BOARD OF DIRECTORS OF SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING THE PERFORMANCE OF WORK WITH RESPECT TO THE SUBSTITUTION OF A DEBT SERVICE RESERVE ACCOUNT POLICY FOR MONEYS ON DEPOSIT IN THE DEBT SERVICE RESERVE ACCOUNT OF THE SENIOR LIEN SOUTHERN TRANSMISSION SYSTEM INDENTURE OF TRUST, (II) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AUTHORITY AND THE PROVIDER OF THE DEBT SERVICE RESERVE ACCOUNT POLICY, THE AUTHORITY AND THE AUTHORITY'S FINANCIAL ADVISOR AND THE AUTHORITY AND BONDHOLDER COMMUNICATIONS GROUP AND (III) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL THINGS DEEMED NECESSARY OR DESIRABLE

WHEREAS, the Southern California Public Power Authority (the "Authority") has heretofore entered into an Indenture of Trust, dated as of May 1, 1983, relating to the Southern Transmission System Project (as amended and supplemented, the "Senior STS Indenture");

WHEREAS, with the consent of a portion of the applicable bondowners, the Senior STS Indenture may be amended to provide for the substitution of a debt service reserve account policy, surety bond or similar instrument for moneys in the Debt Service Reserve Account of the Senior STS Indenture (the "Debt Service Reserve Account Policy");

WHEREAS, such substitution would free up a significant amount of moneys to pay certain costs relating to the Southern Transmission System Project; and

WHEREAS, the participants in the Southern Transmission System Project desire to proceed with such a substitution as one of the methods by which the participants in the Southern Transmission System Project will continue to remain competitive during the ongoing deregulation of the electric utility business.

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

1. The Authority's staff (including the Authority's Consulting Financial Manager), financial advisor and co-bond counsel are hereby authorized to perform all work necessary to (i) prepare the necessary amendments to the Senior STS Indenture, (ii) obtain the consent of the applicable portion of bondowners whose bonds are secured by the Senior STS

Indenture and (iii) effect the substitution of a Debt Service Reserve Account Policy for moneys in the Debt Service Reserve Account of the Senior STS Indenture.

2. Each of the President, the Vice President, the Secretary, any Assistant Secretary, the Executive Director and any other officer of the Authority is hereby authorized and directed to execute and deliver any and all instruments and documents (including but not limited to (i) the agreement or agreements between the Authority and the provider of the Debt Service Reserve Account Policy, (ii) an agreement with Public Financial Management, Inc., the Authority's financial advisor, to provide services relating to the matters and transactions contemplated by this Resolution and (iii) an agreement with Bondholder Communications Group to assist in identifying and obtaining the consent of the applicable bondowners) and to do and cause to be done any and all acts and things necessary or desirable for carrying out the matters and transactions contemplated by this Resolution.

3. Immediately following the completion of the substitution described in Section 1 above, all moneys on deposit in the Debt Service Reserve Account of the Senior STS Indenture shall be transferred to the Revenue Fund of the Senior STS Indenture and then to the General Reserve Fund of the Senior STS Indenture and applied in accordance with the Senior STS Indenture, as directed by the President or Executive Director of the Authority after consultation with the Authority's Finance Committee.

4. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 20<sup>th</sup> day of July, 2000.



PRESIDENT

Southern California Public Power Authority

ATTEST:



ASSISTANT SECRETARY

Southern California Public Power Authority