

RESOLUTION NO. 1999-5

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (I) AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT PROVIDING FOR THE REDEMPTION OF CERTAIN BONDS; (II) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT WITH THE AUTHORITY'S FINANCIAL ADVISOR FOR PROVIDING SERVICES RELATING TO THE ABOVE; AND (III) AUTHORIZING THE OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR PROPER

WHEREAS, the Southern California Public Power Authority (the "Authority") has heretofore issued its Multiple Project Revenue Bonds, 1989 Series (the "Bonds"); and

WHEREAS, construction of the Mead-Adelanto Transmission Project (the "Mead-Adelanto Project") has been completed, and the cost of such construction is less than originally estimated; and

WHEREAS, the moneys in the Project Acquisition Account relating to the Mead-Adelanto Project in excess of the amount to be retained therein to pay remaining construction costs (the "Surplus Moneys") are to be transferred to the Project Surplus Account relating to the Mead-Adelanto Project and applied by the Authority in accordance with the Indenture of Trust, dated as of August 1, 1989 (as supplemented and amended, the "Indenture"), from the Authority to U.S. Bank Trust National Association, as successor trustee (the "Trustee"), including Section 612 of the Indenture; and

WHEREAS, on February 18, 1999, the Board of Directors of the Authority authorized, among other things, the crediting of a portion of the Surplus Moneys to the Project Renewal and Replacement Reserve Account relating to the Mead-Adelanto Project; and

WHEREAS, the Authority desires to apply the balance of the Surplus Moneys to redeem certain Bonds, which redemption is expected to reduce the amount to be collected from the participants in the Mead-Adelanto Project by more than \$43 million in aggregate during the next five years; and

WHEREAS, the Authority desires to enter into an escrow agreement, dated as of May 1, 1999 (the "Escrow Agreement"), with the Trustee, acting in its capacity as escrow agent, to effect the redemption of such Bonds; and

WHEREAS, the Board of Directors of the Authority believes that the securities to be purchased to fund the Escrow Agreement (together with any Float Forward Agreement or similar agreement entered into in connection with the execution and delivery of the Escrow Agreement) should be awarded on a competitive bid basis and that the Authority's financial advisor, Public Financial Management, Inc. ("PFM"), working with the Authority's staff (including the Authority's Consulting Financial Manager) and co-bond counsel, should oversee the bidding of such securities and any such agreement.

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

1. Each of the President, Vice President and Executive Director of the Authority is hereby authorized and directed to execute and deliver the Escrow Agreement, in the form on file with the Authority, and each of the Secretary and any Assistant Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority thereto, with such changes, insertions and omissions as shall be approved by the person executing and delivering the Escrow Agreement (such approval to be conclusively evidenced by such person's execution and delivery thereof).

2. The redemption of Bonds as provided in the Escrow Agreement is hereby authorized and directed. Each of the President, Vice President, Executive Director, Secretary and any Assistant Secretary of the Authority is hereby authorized on behalf of the Authority to purchase (a) United States Government obligations (including non-callable State and Local Government Series direct obligations of the United States issued by the Bureau of Public Debt and direct obligations of the United States purchased on the open market) and/or (b) such other investment securities as shall be approved by any of them in consultation with the Authority's co-bond counsel and financial advisor, in such amounts, maturing at such times and bearing such rates of interest (if any) as shall be necessary (taking into account any moneys or other securities deposited in the Escrow Fund established by the Escrow Agreement at the same time for such purpose) to pay when due the redemption price of and interest on such Bonds as provided in the Escrow Agreement.


3. PFM is hereby authorized to oversee the bidding of the securities to be purchased to fund the Escrow Agreement (and the bidding of any Float Forward Agreement or similar agreement entered into in connection with the execution and delivery of the Escrow Agreement) and to perform such other services as described in the letter agreement between the Authority and PFM attached hereto as Exhibit A (the "PFM Agreement").

4. Each of the President, the Vice President and the Executive Director of the Authority is hereby authorized to execute and deliver the PFM Agreement.


5. Each of the President, Vice President, Executive Director, Secretary and any Assistant Secretary of the Authority is hereby authorized and directed 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 and the Escrow Agreement (including, but not limited to, approving the execution and delivery of any Float Forward Agreement or similar agreement and the execution and delivery of any related Issuer's Acknowledgment Agreement or similar agreement).

6. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 15th day of April, 1999.



PRESIDENT
Southern California Public Power Authority

ATTEST:


SECRETARY
Southern California Public Power Authority