

RESOLUTION NO. 1998-12

RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY PROVIDING FOR AN ADDITIONAL CONTRIBUTION TO THE AUTHORITY'S GENERAL FUND, AND TAKING CERTAIN RELATED ACTION (RESTRUCTURING)

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. 1992-2, provided for additional contributions to the General Fund for the purpose of paying costs and expenses incurred by the Authority from time to time with respect to advocacy matters and joint planning matters;

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";

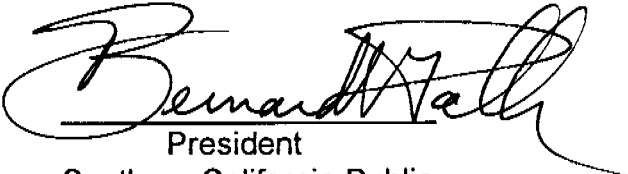
WHEREAS, the Board of Directors of the Authority wishes to provide for an additional contribution to the General Fund, and Members of the Authority are willing to make such additional contribution.

BE IT RESOLVED by the Board of Directors as follows:

1. 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 restructuring of the electric utility industry;
 - (b) shall be in the aggregate amount of \$100,000, with the portion thereof to be contributed by each Member to be the amount set forth with respect to it on Exhibit A to this Resolution;
 - (c) shall be billed and collected by adding to the Authority's July 1998 Hoover Upgrading Project billing to Anaheim and the Authority's July 1998 Palo Verde Project billing to each other Member, the amount set forth with respect to each of them in Exhibit A to this Resolution, with such amount designated as "Resolution No. 1998- 12 Charge."
2. 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 (the Restructuring Account). 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.
3. Amounts contributed to and held in the General Fund and the Restructuring Account 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.

4. 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.
5. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority, this 21st day of May, 1998.


President
Southern California Public
Power Authority

ATTEST:


Assistant Secretary
Southern California Public
Power Authority

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
 RESOLUTION NO. 1998-12
 ALLOCATION AMONG MEMBERS

RESTRUCTURING ACCOUNT

| | 50% BASED ON 1996-97 ENERGY | | | 50% BASED ON EQUAL SHARES (1/11) | |
|-------------|-----------------------------|-----------|-------------------|---|--------------|
| | <u>GWH</u> | <u>%</u> | <u>ALLOCATION</u> | <u>ALLOCATION</u> | <u>TOTAL</u> |
| ANAHEIM | 2,774.4 | 8.36% | \$4,180.90 | \$4,545.46 | \$8,726.36 |
| AZUSA | 210.7 | 0.64% | \$317.52 | \$4,545.46 | \$4,862.98 |
| BANNING | 110.6 | 0.33% | \$166.67 | \$4,545.45 | \$4,712.12 |
| BURBANK | 1,011.7 | 3.05% | \$1,524.59 | \$4,545.45 | \$6,070.04 |
| COLTON | 212.3 | 0.64% | \$319.93 | \$4,545.45 | \$4,865.38 |
| GLENDALE | 1,054.1 | 3.18% | \$1,588.49 | \$4,545.45 | \$6,133.94 |
| IMPERIAL | 2,432.7 | 7.33% | \$3,665.98 | \$4,545.45 | \$8,211.43 |
| LOS ANGELES | 21,398.8 | 64.49% | \$32,247.12 | \$4,545.45 | \$36,792.57 |
| PASADENA | 1,230.9 | 3.71% | \$1,854.92 | \$4,545.46 | \$6,400.38 |
| RIVERSIDE | 1,638.0 | 4.94% | \$2,468.40 | \$4,545.46 | \$7,013.86 |
| VERNON | 1,105.2 | 3.33% | \$1,665.48 | \$4,545.46 | \$6,210.94 |
| TOTALS | 33,179.4 | 100.0000% | \$50,000.00 | \$50,000.00 | \$100,000.00 |