



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	January 15, 2004
Time:	10:30 a.m.
Place:	Westin Hotel 191 N. Los Robles Avenue Fountain Room IV (2 nd Floor) Pasadena, California (626) 792-2727

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Re-Election/Re-Appointment of Officers

Pursuant to the by-laws of the Authority, the Board will re-elect the President and Vice President, and re-appoint a Secretary, Assistant Secretary and Treasurer/Auditor.

3. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held December 18, 2003.



4. **Executive Director's Report**

The Executive Director's Report will report on activities since the last Board meeting, including:

- The Board will be asked to endorse the nomination of David Wright, of Riverside Public Utilities, to serve on the Board of Directors of DEED (Association to Demonstrate Energy-Efficient Developments, a program of the American Public Power Association, the only research and development program funded by and for public power utilities).

5. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of January 5, 2004, and their recommendation to receive and file the SCPPA Investment Report for November 2003
- **Ad Hoc Customer Service Committee** meeting of January 8, 2004.

6. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Public Benefits Committee** meeting of January 7, 2004:
 - The Board will be asked to approve **Resolution 2004-1**, authorizing the collection of funds from member agencies, and the execution of a consulting services agreement for training provided by The Structure Group
 - The Board will discuss the proposed **Innovative Electric Technology Project (IETP)**, and consider taking action.

7. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, including:

- **State**
- **Federal:**
 - **Provisions of Comprehensive Energy Legislation (H.R. 6):** See Section III of the Morgan Meguire monthly report
- **American Public Power Association (APPA) Legislative Rally:**
 - Rally and Congressional visits to be held February 1-4, 2004, in Washington, D.C.
 - APPA Resolutions proposed by Los Angeles Dept. of Water and Power.



8. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects, including:

- **Hoover Upgrading Power Project:**
 - Annual Budget Comparison Report for the fiscal year ended September 30, 2003
 - Monthly Status Report
- **Magnolia Power Project** Monthly Status Report
- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.

THE BOARD WILL RECESS FOR LUNCH IN THE SAN RAFAEL ROOM.

Dated: January 7, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	February 19, 2004
Time:	10:30 a.m.
Place:	Westin Hotel 191 N. Los Robles Avenue, 2 nd Floor Fountain Room I Pasadena, California (626) 792-2727

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held January 15, 2004.

3. Executive Director's Report

The Executive Director's Report will report on activities since the last Board meeting.



4. Finance and Accounting Manager's Report

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of February 9, 2004, and their recommendation to receive and file:
 - SCPPA Financial Statements for the quarter ended December 31, 2003 (unaudited)
 - SCPPA Investment Report for the month of December 2003.

The Finance Committee is also recommending Board approval of:

- **Resolution 2004-2**, authorizing the execution and delivery of an Indenture of Trust, the issuance of Mead-Adelanto Project Revenue Bonds, 2004 Series A, an auction agency agreement, a purchase contract, an interest rate swap agreement, insurance agreements, an official statement, and the financial advisor's fee agreement
 - **Resolution 2004-3**, authorizing the continuing disclosure obligations for the Mead-Adelanto Project Revenue Bonds, 2004 Series A
 - **Resolution 2004-4**, authorizing the execution and delivery of an Indenture of Trust, the issuance of Mead-Phoenix Project Revenue Bonds, 2004 Series A, an auction agency agreement, a purchase contract, an interest rate swap agreement, insurance agreements, an official statement, and the financial advisor's fee agreement
 - **Resolution 2004-5**, authorizing the continuing disclosure obligations for the Mead-Phoenix Project Revenue Bonds, 2004 Series A.
- **Ad Hoc Customer Service Subcommittee** meeting of January 22, 2004.
 - **Consulting Agreement:** The Board will be asked to approve **Resolution 2004-6**, authorizing the execution of a consulting services agreement with Braun & Blasing to provide legal, regulatory, and legislative consulting services for the Colton Electric Utility.

5. Energy Systems Manager's Report

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Public Benefits Committee** meeting of February 4, 2004
- **Resource Planning Committee** meeting of January 29, 2004.



6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, including:

- **State**
- **Federal**
- **American Public Power Association (APPA) Legislative Rally:**
 - Report on Rally and Congressional visits held February 1-4, 2004, in Washington, D.C.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects, including:

- **Hoover Upgrading Power Project** Monthly Status Report
- **Magnolia Power Project:**
 - Monthly Status Report
 - The Board will be asked to approve **Resolution 2004-7**, authorizing execution of Amendment Number 1 to the Burbank Interconnection Agreement as approved by the Magnolia Power Project Coordinating Committee
- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.

8. **Honorary Resolution**

Board members will present an honorary resolution.

THE BOARD WILL RECESS FOR A LUNCH MEETING IN THE SAN MARINO ROOM WITH PARTICIPANTS IN AN APPA CONGRESSIONAL STAFF TOUR.

Dated: February 11, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	March 18, 2004
Time:	10:30 a.m.
Place:	Westin Hotel 191 N. Los Robles Avenue Plaza Room (outside on ground level) Pasadena, California (626) 792-2727

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held February 19, 2004.



3. **Executive Director's Report**

The Executive Director's Report will report on activities since the last Board meeting.

- **Consulting Agreement:** The Board will be asked to approve **Resolution 2004-8**, authorizing the execution of an agreement with Plan b for benchmarking consulting services related to the Ad Hoc Transmission and Distribution Engineering and Operating Committee.

4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of March 1, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of January 2004.

The Finance Committee is also recommending Board approval of:

- **SCPPA Underwriter Pool:** Approving the banking firms recommended selected as a result of the Request for Qualifications and Proposals for Underwriting Services
 - **Co-Bond Counsel Agreement:** Updating an existing agreement to reflect the new firm name of Curls Bartling LLP.
- **Ad Hoc Customer Service Subcommittee** meeting of March 11, 2004.

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Public Benefits Committee** meeting of March 3, 2004
- **Resource Planning Committee** meeting of February 26, 2004. The Committee is recommending Board approval of **Resolution 2004-9**, authorizing consulting services provided by Henwood Energy Services to members.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects, including:

- Annual Summary of Power System Data for SCPPA Member Utilities, covering the fiscal years ended June 30, 1999 through 2003

7. **Project Administrator's Report (continued)**

• **Hoover Upgrading Power Project**

- Monthly Status Report
- Budget Comparison Report for the quarter ended December 31, 2003

• **Magnolia Power Project**

- Monthly Status Report
- The Board will be asked to approve **Resolution 2004-10**, authorizing execution of Amendment No. 2 to the Magnolia Site Lease and Services Agreement between SCPPA and Burbank

• **Mead-Adelanto Transmission Project**

- Budget Comparison Report for the quarter ended December 31, 2003

• **Mead-Phoenix Transmission Project**

- Budget Comparison Report for the quarter ended December 31, 2003

• **Palo Verde Power Project**

- Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- Budget Comparison Report for the quarter ended December 31, 2003

• **San Juan Unit 3 Power Project**

- Monthly Status Report on operations of the San Juan Generating Station
- Budget Comparison Report for the quarter ended December 31, 2003

• **Southern Transmission System**

- Budget Comparison Report for the quarter ended December 31, 2003.

THE BOARD WILL RECESS FOR LUNCH IN THE LOS FELIZ ROOM (upstairs at north end of hotel).

Dated: March 10, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	April 15, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. **Notice/Agenda and Opportunity for the Public to Address the Board**

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. **Approval of Minutes**

The Board will be requested to approve the minutes of the regular meeting held March 18, 2004.

3. **Executive Director's Report**

The Executive Director's Report will report on activities since the last Board meeting.

4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of April 5, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of February 2004.

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Natural Gas Study Project:** The Board will be asked to approve **Resolution 2004-11**, declaring a new study project and authorizing the execution of a Natural Gas Project Development Agreement among the Authority, the cities of Anaheim, Burbank, Colton, Glendale, Los Angeles, Pasadena, Redding, Santa Clara, along with the Turlock Irrigation District and the Southern Nevada Water Authority.
- **Resource Planning Committee** meeting of March 25, 2004.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects, including:

- **Hoover Upgrading Power Project** Monthly Status Report
- **Magnolia Power Project** Monthly Status Report
- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.



8. **Honorary Resolution**

The Board will present an honorary resolution at this time.

9. **SCPPA Budget Review**

The Board will be asked to review the draft 2004/05 SCPPA Budget.

Dated: April 14, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carahan". The signature is written in a cursive style with a long horizontal flourish extending to the right.

BILL D. CARAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	May 20, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held April 15, 2004.

3. Executive Director's Report

The Executive Director's Report will report on activities since the last Board meeting.

- The Board will be asked to approve **Resolution 2004-12**, authorizing delegation of authority to select General Counsel for the Authority.

4. Finance and Accounting Manager's Report



The Finance and Accounting Manager will report on the May 3, 2004, meeting of the **Finance Committee**, and the status of current financing activities.

- The Finance Committee has recommended receipt and filing of **SCPPA's Financial Statements and Investment Reports** for the quarter ended March 31, 2004.

The Board will be asked to approve the following resolutions related to the 2004/2005 Administrative and General Expense Budget:

- **Resolution 2004-13:** Administrative and General Expense Budget
- **Resolution 2004-14:** Legislative Advocacy – General
- **Resolution 2004-15:** Legislative Advocacy – Government Affairs Budget (Sacramento)
- **Resolution 2004-16:** Restructuring Account.

Ad Hoc Customer Service Committee: The minutes of the meeting of May 13, 2004, will be presented and discussed.

Consulting Agreement: The Board will be asked to approve **Resolution 2004-17**, authorizing agreement with R.W. Beck for Southern California Edison retail rate forecast services for Anaheim Public Utilities Department.

5. Energy Systems Manager's Report

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Natural Gas Study Project:** The Board will be asked to approve:
 - **Resolution 2004-18**, declaring a new study project and authorizing the execution of a Natural Gas Project Development Agreement among the Authority, the cities of Anaheim, Burbank, Colton, Glendale, Los Angeles, Pasadena, Redding, Santa Clara, along with the Turlock Irrigation District and the Southern Nevada Water Authority.
 - **Resolution 2004-19**, authorizing the preparation of documents, and the selection of an underwriting firm and commercial paper dealer and/or lender for the financing of the acquisition of natural gas reserves in connection with, among other generating facilities, the Magnolia Power Project.
 - **Resolution 2004-20**, authorizing an agreement with Manatt Phelps & Phillips for legal services related to Natural Gas Reserves Study Project.
- **Public Benefits Committee** meeting of April 28, 2004. The Request for Proposals for an Innovated Electric Technology Program is included for review.
- **Resource Planning Committee** meeting of April 29, 2004.

6. Government Affairs Manager's Report

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, in Sacramento and Washington, D.C.:

- The written report from Morgan Meguire in Washington, D.C., will be highlighted.
- The Board will be updated on plans for the upcoming Congressional Staff Tour scheduled for May 27-30, 2004. The Board of Directors, their alternates and legislative staff are invited to the tour kick-off dinner to be held Thursday, May 27.

7. Project Administrator's Report

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

The Board will be asked to approve the following resolutions related to the 2004/2005 Project Budgets:

- **Resolution 2004-21:** Mead-Adelanto Transmission Project Budget
- **Resolution 2004-22:** Mead-Phoenix Transmission Project Budget
- **Resolution 2004-23:** Palo Verde Power Project Budget
- **Resolution 2004-24:** San Juan Unit 3 Power Project Budget
- **Resolution 2004-25:** Southern Transmission System (STS) Project Budget.

The following project status reports are submitted for information:

- **Hoover Upgrading Power Project:**
 - Monthly Status Report
 - Quarterly Budget Comparison Report for the period ended March 31, 2004
- **Magnolia Power Project**
 - Monthly Status Report
- **Mead-Adelanto Transmission Project:**
 - Quarterly Budget Comparison Report for the period ended March 31, 2004
- **Mead-Phoenix Transmission Project:**
 - Quarterly Budget Comparison Report for the period ended March 31, 2004
- **Palo Verde Power Project:**
 - Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
 - Quarterly Budget Comparison Report for the period ended March 31, 2004

7. **Project Administrator's Report (continued)**

• **San Juan Unit 3 Power Project**

- Monthly Status Report on operations of the San Juan Generating Station, including a news report from the Farmington Daily Times
- Quarterly Budget Comparison Report for the period ended March 31, 2004

• **Southern Transmission System Project:**

- Quarterly Budget Comparison Report for the period ended March 31, 2004.

8. **Closed Session**

Public Employment: The Board will discuss the terms of the employment agreement with the Executive Director.

Dated: May 12, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



Revised

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	July 15, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California 91101 (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held May 20, 2004.

3. Executive Director's Report

The Executive Director's Report will report on activities since the last Board meeting.

- **Save the Dates -- October 19-22, 2004:** SCPPA Annual Meeting, including a tour of Imperial Irrigation District facilities, Board of Directors Meeting, and Board Strategic Planning Session, Banquet, and Golf Tournament at La Quinta Resort & Club in La Quinta, California.



4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the June 7, 2004, meeting of the **Finance Committee**, and the status of current financing activities.

- The Finance Committee has recommended receipt and filing of **SCPPA's Investment Report** for the month ended April 30, 2004.

Ad Hoc Customer Service Committee: The Benchmarking Study on Best Practices for Customer Service is included for Board review.

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including:

- **Public Benefits Committee** meeting of June 2 and July 7, 2004. A press release on municipal utility programs is included for your information. The Public Benefits Committee is recommending approval of:
 - **Resolution 2004-26**, authorizing SCPPA to join the American Council on Renewable Energy (ACORE) for a one-year term.
- **Resource Planning Committee** meeting of May 27 and June 24, 2004. The Resource Planning Committee is recommending approval of:
 - **Resolution 2004-27**, authorizing dissolution of the Resource Planning Committee.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, in Sacramento and Washington, D.C.:

- The written reports for June and July from Morgan Meguire in Washington, D.C., will be highlighted. A House of Representatives letter regarding the Renewable Energy Production Incentive has been included.
- The Board will be updated on evaluations of the 2004 Congressional Staff Tour.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

The following project status reports are submitted for information:

- **Hoover Upgrading Power Project:**
 - Monthly Status Report
- **Magnolia Power Project:**
 - Monthly Status Report



- **Palo Verde Power Project:**
 - Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project:**
 - Monthly Status Report on operations of the San Juan Generating Station.

8. **Honorary Resolution**

The Board will present an honorary resolution.

9. **Election of Vice President**

Pursuant to the by-laws of the Authority, the Board will elect a Vice President to replace the outgoing Vice President.

Dated: July 7, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan". The signature is written in a cursive style with a long horizontal flourish extending to the right.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	August 19, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held July 15, 2004.

3. Executive Director's Report

The Executive Director's Report will report on activities since the last Board meeting, including approval of the following:

- **Resolution 2004-28:** Authorizing collection of funds in order to pay the annual dues to the American Public Power Association (APPA).

4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of August 2, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of May 2004 and the quarter ended June 30, 2004.

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including the Natural Gas Reserves Study Project, the Public Benefits Committee, and resource planning.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects, including:

- **Hoover Upgrading Power Project** Monthly Status Report
- **Magnolia Power Project** Monthly Status Report
- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.

Dated: August 11, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	September 16, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held August 19, 2004.

3. Executive Director's Report

The Executive Director's Report will report on activities since the last Board meeting.

4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Annual Report and Financial Statements:** The Board will receive and file the annual report and financial statements for the period from July 1, 2003, through June 30, 2004, from the independent auditors of the Authority, PriceWaterhouseCoopers.
- **Finance Committee** meeting of September 7, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of July 2004.

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including the Natural Gas Reserves Study Project and the potential inclusion of the City of Palo Alto as a participant, the Public Benefits Committee, and resource planning:

- **Public Benefits Meeting** of September 1, 2004
- **Ameresco Chiquita Canyon Landfill Gas Project Development Progress Summary**
- The Board will be asked to approve **Resolution 2004-29**, authorizing the execution of a consulting agreement with Phoenix Consulting to provide an educational workshop regarding the California Independent System Operator's Market Redesign and Technology Upgrade.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

- **Hoover Annual Budget:** The Board will be asked to approve **Resolution 2004-30**, authorizing the annual budget for the Hoover Upgrading Project for the period from October 1, 2004, through September 30, 2005.

The following project status reports and project resolutions are submitted for information purposes:

- **Hoover Upgrading Power Project** Monthly Status Report
- **Magnolia Power Project** Monthly Status Report
- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.



***AT THIS POINT IN THE AGENDA, THE BOARD WILL ADJOURN FOR LUNCH,
FOLLOWED BY AN LCR MSCP UPDATE***

8. Lower Colorado River Multi-Species Conservation Program Cost Sharing Agreement

The Board will be briefed on the Lower Colorado River Multi-Species Conservation Program and the **proposed Cost Sharing Agreement** by Jerry Zimmerman, Executive Director of the State of California Colorado River Board.

Dated: September 8, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan", is written over a horizontal line.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	October 21, 2004
Time:	8:30 a.m.
Place:	La Quinta Resort & Club Frank Capra Room 49-499 Eisenhower Drive La Quinta, California (800) 598-3828

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held September 16, 2004.

3. Executive Director's Report

The Executive Director will report on activities since the last Board meeting, including the scouting trips to Houston and Denver for the Natural Gas Reserves Acquisition Project.

4. Finance and Accounting Manager's Report

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of October 4, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of August 2004.

The Finance Committee is recommending Board approval of:

- **Resolution 2004-31**, authorizing the execution and delivery of an amendment to a Standby Bond Purchase Agreement with respect to the 2000A STS bonds
- **Resolution 2004-32**, authorizing the Working Group to prepare all documents necessary for an interest rate swap with JPMorgan Chase Bank related to the STS Project.
- **Customer Service Committee** meeting of September 8, 2004.

5. Energy Systems Manager's Report

The Energy Systems Manager will report on the status of current energy system activities, including the Natural Gas Reserves Study Project, the Public Benefits Committee, and resource planning:

- The Board will be asked to approve **Resolution 2004-33**, authorizing the execution and approval of the basic terms and provisions of the Gas Sales Agreements for the Natural Gas Project.

6. Government Affairs Manager's Report

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. Project Administrator's Report

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

- **Hoover Uprating Power Project**:
 - Monthly Status Report
 - Quarterly Budget Comparison for the period ended June 30, 2004
- **Mead-Adelanto Transmission Project** Annual Budget Comparison for the period ended June 30, 2004
- **Mead-Phoenix Transmission Project** Annual Budget Comparison for the period ended June 30, 2004
- **Magnolia Power Project** Monthly Status Report
- **Palo Verde Power Project**:
 - Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
 - Annual Budget Comparison for the period ended June 30, 2004



7. **Project Administrator's Report (continued)**

• **San Juan Unit 3 Power Project:**

- Monthly Status Report on operations of the San Juan Generating Station
- Annual Budget Comparison for the period ended June 30, 2004

- **Southern Transmission System Project** Annual Budget Comparison for the period ended June 30, 2004.

8. **Strategic Planning**

The Board will meet for strategic planning sessions where they will be briefed by several speakers, and will discuss policy issues.

Dated: October 13, 2004

A handwritten signature in black ink, appearing to read "Bill D. Carnahan". The signature is written in a cursive style with a long horizontal flourish extending to the right.

BILL D. CARNAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	November 18, 2004
Time:	10:30 a.m.
Place:	SCPPA Office 225 S. Lake Avenue, Suite 1250 Pasadena, California (626) 793-9364

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held October 21, 2004.

3. Executive Director's Report

The Executive Director will report on activities since the last Board meeting.

- The Board will be updated by the Chair of the Ad Hoc Transmission & Distribution Engineering & Operations Committee regarding the results of their benchmarking study.
- The Board will be asked to approve **Resolution 2004-34**, authorizing the Executive Director to execute a lease and subleases for office space in Sacramento for the Government Affairs Office.

4. **Finance and Accounting Manager's Report**

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of November 1, 2004, and their recommendation to receive and file SCPPA Investment Report for the month of September 2004.

The Finance Committee is recommending Board approval of:

- **Resolution 2004-35**, authorizing the execution and delivery of an Interest Rate Swap Agreement with JPMorgan Chase Bank and an associated fee agreement with Public Financial Management (Southern Transmission Project).

5. **Energy Systems Manager's Report**

The Energy Systems Manager will report on the status of current energy system activities, including the Public Benefits Committee, resource planning, and the Natural Gas Reserves Study Project. The Board will be asked to approve:

- **Resolution 2004-36**, authorizing a consulting agreement with Ryerson, Master and Associates for services related to independent verification of greenhouse gas emissions for the California Climate Registry program subscribed to the cities of Anaheim, Burbank, Glendale and Pasadena.
- **Resolution 2004-37**, authorizing SCPPA to assume control of programs coordinated by the Southern California Utility Power Pool (SCUPP), and to retain the firm of Hanna and Morton LLP to provide legal services related to governmental regulation associated with generation fuel supplies.
- **Resolution 2004-33**, authorizing the execution and approval of the basic terms and provisions of the Gas Sales Agreements for the Natural Gas Project.

6. **Government Affairs Manager's Report**

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. **Project Administrator's Report**

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

- **Hoover Upgrading Power Project**:
 - Monthly Status Report
 - Update on Western Area Power Administration legal proceedings impacting the Boulder Canyon Project
- **Magnolia Power Project** Monthly Status Report



7. **Project Administrator's Report (continued)**

- **Palo Verde Power Project** Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
- **San Juan Unit 3 Power Project** Monthly Status Report on operations of the San Juan Generating Station.

8. **Closed Session**

The Board will recess to closed session for a conference with legal counsel with respect to litigation in Grand Canyon Trust and Sierra Club v. Public Service Company of New Mexico, United States District Court New Mexico Case No. CIV 02-552 BB/ACT pursuant to Government Code section 54956.9(a).

AT THIS POINT ON THE AGENDA, THE BOARD WILL RECESS FOR LUNCH.

9. **Load Control Area Operators' Update**

LADWP and IID will be sharing with the group the topics related to Load Control Area Operators.

Dated: November 10, 2004



BILL D. CARAHAN
Executive Director
Southern California Public Power Authority



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTICE OF MEETING
Board of Directors

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Date:	December 16, 2004
Time:	10:30 a.m.
Place:	<u>Westin Hotel</u> 191 N. Los Robles Avenue Fountain Room IV Pasadena, California (626) 792-2727

The following matters are the business to be transacted and considered by the Board of Directors:

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code.

Any member of the public may address the Board on any item of interest to the public before or during the Board's consideration of the item, provided the item is within the subject matter jurisdiction of the Board.

2. Approval of Minutes

The Board will be requested to approve the minutes of the regular meeting held November 18, 2004.

3. Executive Director's Report

The Executive Director will report on activities since the last Board meeting.

- The Board will be updated by the Chair of the Ad Hoc Transmission & Distribution Engineering & Operations Committee regarding the results of their best practices and benchmarking study.



4. Finance and Accounting Manager's Report

The Finance and Accounting Manager will report on the status of current activities, including:

- **Finance Committee** meeting of December 6, 2004, and their recommendation to receive and file:
 - SCPPA Financial Statements for the quarter ended September 30, 2004
 - SCPPA Investment Report for quarter ended September 30, 2004, and for the month of October 2004.

5. Energy Systems Manager's Report

The Energy Systems Manager will report on the status of current energy system activities, including the Public Benefits Committee, resource planning, and the Natural Gas Reserves Study Project.

6. Government Affairs Manager's Report

The Government Affairs Manager will report on the status of bills, legislative and regulatory activities, at the State and Federal levels.

7. Project Administrator's Report

The Project Administrator will report on staff and agent activities related to generation and transmission projects.

- **Hoover Upgrading Power Project:**
 - Monthly Status Report
 - Annual Budget Comparison Report for the period ended September 30, 2004
- **Magnolia Power Project**
 - Monthly Status Report
 - **Resolution 2004-38**, authorizing the project budgets for the Magnolia Power Project (Combined, Project A, and Project B)
- **Mead-Adelanto Transmission Project** Quarterly Budget Comparison Report for the period ended September 30, 2004
- **Mead-Phoenix Transmission Project** Quarterly Budget Comparison Report for the period ended September 30, 2004
- **Palo Verde Power Project:**
 - Monthly Status Report on operations of the Palo Verde Nuclear Generating Station Units 1, 2, and 3
 - Quarterly Budget Comparison Report for the period ended September 30, 2004



7. **Project Administrator's Report (continued)**

• **San Juan Unit 3 Power Project**

- Monthly Status Report on operations of the San Juan Generating Station
- Quarterly Budget Comparison Report for the period ended September 30, 2004

- **Southern Transmission System** Quarterly Budget Comparison Report for the period ended September 30, 2004.

AT THIS POINT ON THE AGENDA, THE BOARD WILL RECESS FOR LUNCH.

8. **Legislative Briefing (PLAZA ROOM on ground floor)**

The Board will be updated on the recent elections, the impact on public power, and pending legislative and regulatory activities at both the State and Federal levels.

Dated: December 8, 2004



BILL D. CARAHAN
Executive Director
Southern California Public Power Authority