WHEREAS, the Los Angeles Department of Water and Power (LADWP), Arizona Public Service Company, El Paso Electric Company, Public Service Company of New Mexico, Salt River Project Agricultural Improvement and Power District (SRP), Southern California Edison Company and the Southern California Public Power Authority are co-owners in the Arizona Nuclear Power Project (ANPP) (collectively, ANPP Co-owners), which includes the Palo Verde Nuclear Generating Station, the ANPP High Voltage Switchyard and the adjoining ANPP Hassayampa Switchyard; and

WHEREAS, the LADWP, as an ANPP Co-owner, has 3.20 percent ownership share of the ANPP Hassayampa Switchyard; and

WHEREAS, effective November 1, 2001, the Mesquite Power, LLC, a Delaware limited liability company (Mesquite Power) executed an interconnection agreement with the ANPP Co-owners for the interconnection of its generating facility (Generating Facility) to the ANPP Hassayampa Swtichyard, DWP Agreement No. BP01-013 (Interconnection Agreement); and

WHEREAS, the Interconnection Agreement established the terms and conditions, including the costs for the construction, operation and maintenance of the interconnection facilities needed for Mesquite Power to physically interconnect its Generating Facility to the ANPP Hassayampa Switchyard; and

WHEREAS, in 2011, Mesquite Power proposed the first amendment to the Interconnection Agreement to allow for an increase of 700MW to its Generating Facility interconnected at the ANPP Hassayampa Switchyard, the installation of a second 500kV generation tie-line from its Generating Facility to a new connection at the ANPP Hassayampa Switchyard so that the increase of 700MW to its Generating Facility can be accommodated and for the transfer of a portion of its rights and interests under the Interconnection Agreement to Mesquite Solar 1, LLC, a Delaware limited liability company (Mesquite Solar) (Amendment No. 1); and

WHEREAS, in 2013, Mesquite Power proposed the second amendment to the Interconnection Agreement to allow for the transfer of a portion of its rights and interests under the Interconnection Agreement to SRP, equivalent to SRP's ownership share of the Generating Facility interconnected at the ANPP Hassayampa Switchyard pursuant to a separate agreement between Mesquite Power, Mesquite Solar and SRP (Amendment No. 2); and

WHEREAS, in 2014, Mesquite Power proposed the third amendment to the Interconnection Agreement to allow for the transfer of a portion of its rights and interests under the Interconnection Agreement to SEP II, LLC, a California limited liability company (SEP II), equivalent to SEP II's ownership share of the Generating Facility interconnected at ANPP Hassayampa Switchyard pursuant to a separate agreement between SEP II and Mesquite Power, Mesquite Solar and SRP (Amendment No. 3); and

WHEREAS, the Amendments Nos. 1, 2 and 3 (Amendments) to the Interconnection will not have a negative financial impact on the LADWP; and

WHEREAS, all the ANPP Co-owners are required to execute the Amendments to the Interconnection Agreement.

NOW, THEREFORE BE IT RESOLVED that the Amendments to the Interconnection Agreement, copies which are on file with the Secretary of the Board, approved as to form and legality by the City Attorney, be and the same are hereby approved.

BE IT FURTHER RESOLVED that the Board of Water and Power Commissioners request that the Los Angeles City Council (City Council) approve, by ordinance, these Amendments to the Interconnection Agreement, and delegate to the Board authority to act on and approve all future amendments to the Interconnection Agreement, without further approval by City Council, provided that such amendments are ministerial and administrative in nature and do not increase the cost or extend the term of the Interconnection Agreement.

BE IT FURTHER RESOLVED that the President or Vice President of the Board of Water and Power Commissioners, or the General Manager, or such person as the General Manager shall designate in writing, and the Secretary, Assistant Secretary, or the Acting Secretary of the Board be and they are hereby authorized and directed to execute said Amendments for and on behalf of the LADWP upon approval by the City Council by ordinance pursuant to Section 674 of the Charter of the City of Los Angeles.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of a resolution adopted by the Board of Water and Power Commissioners of the City of Los Angeles at its meeting held AUG 0 4 2015

Barbara E. Moseley
Secretary

APPROVED AS TO FORM AND LEGALITY
MICHAEL N. FEUER, CITY ATTORNEY

JAN 2 1 2015

BY S. Driscoll
SYNDI DRISCOLL
DEPUTY CITY ATTORNEY