

WHEREAS, the Eldorado System consists of: 1) the Mohave 500kV Switchyard; 2) the Eldorado-Mead 220 kV AC Transmission Lines 1 and 2; 3) the Eldorado-Mohave Line 500 kV AC Transmission Line; and 4) the Eldorado Substation;

WHEREAS, there are currently three main agreements that govern the Eldorado System: 1) the Eldorado System Conveyance and Co-Tenancy Agreement, as amended, which defines the ownership arrangement amongst the co-owners; 2) the Eldorado Operating Agreement which defines, among other things, the operation, control and cost allocation of the system; and 3) the Mohave-Eldorado Communications Facilities Agreement;

WHEREAS, pursuant to Resolution No. 021-114 adopted on December 6, 2011 and approved by Ordinance No. 182096, the term of the Eldorado Co-Tenancy Agreement, as amended, was extended to December 31, 2016; and the Communication Facilities Agreement and the Eldorado Operating Agreement are coterminous to said agreement and therefore will be terminated at the same time;

WHEREAS, prior to July 1, 2016, the co-owners of the Eldorado System consisted of the Los Angeles Department of Water and Power (LADWP); Nevada Power Company, a Nevada corporation (Nevada), Salt River Project Agricultural Improvement and Power District, an agricultural improvement district organized and existing under the laws of the State of Arizona (SRP) and Southern California Edison Company, a California corporation (Edison);

WHEREAS, on June 15, 2012, Edison filed with the Federal Energy Regulatory Commission (FERC) under Docket ER12-2053: 1) the Amended and Restated Agreement for Additional Nevada Power Company Connections to the Eldorado System (Nevada Connections Agreement), to reflect the additional connection of the Eldorado-Merchant Line 2 and the termination of the Eldorado-Merchant Line 2 at a new bay position within the Eldorado 220 kV Switchyard owned by Nevada, including the determination of cost responsibility rations for ongoing operation and maintenance; and 2) the Agreement for Additional Southern California Edison Company Connections to the Eldorado System (Edison Connections Agreement 1) to allow for the ownership, construction, maintenance, operation, use and cost responsibility of the required additional facilities at the Eldorado System's Eldorado 220kV Switchyard to effect the additional Edison connection relating the Edison Interconnection Agreement with Eldorado Energy, LLC for Merchant Line 1;

WHEREAS, on June 25, 2013, Edison filed with FERC under Docket ER13-1777, the Agreement for Limited Interconnection of Southern California Edison Company 220kV Switchyard to the Eldorado System for an Interim Period to allow Edison to interconnect the Edison-owned 220kV Switchyard to the Eldorado Substation so that generator testing can be performed (Interim Agreement); and on August 13, 2013, Edison filed with FERC under Docket ER13-2148, the Agreement for Additional Southern California Edison Company Connections to the Eldorado System (Edison Connections Agreement 2) which: 1) terminates the Interim Agreement in its entirety upon the approval of said agreement; 2) provides for Edison's ownership, operation, maintenance, use and cost responsibility of the Edison-owned 220kV Switchyard at the Eldorado Substation; and 3) specify Edison's obligations to the Eldorado Co-owners with respect to maintenance, operation, use, cost responsibility and liability associated with Edison interconnection of the Edison-owned 220kV Switchyard to the Eldorado 22kV Switchyard;

WHEREAS, on November 21, 2014, Edison filed with FERC under Docket ER15-462, the Agreement for the Interconnection of Nevada Power Company's Eldorado-Magnolia and Eldorado-NSO 230kV Lines to the Eldorado 220kV Switchyard (Nevada Magnolia Interconnection Agreement) to: 1) allow Nevada the right to install and connect the Eldorado-Magnolia 230kV Line and the Eldorado-NSO 230kV Line to the Eldorado 220kV Switchyard; and (2) provide for the ownership, operation, maintenance, use and cost responsibility of such connecting facilities;

WHEREAS, on August 6, 2015, Edison filed with FERC under Docket ER15-2393, the Agreement for Additional Southern California Edison Company Connection to the Eldorado 500kV Switchyard (Edison Connections Agreement 3) which authorized Edison to interconnect an Edison-owned 500/220 kV transformer to the Eldorado 500kV Switchyard and, at the appropriate time, to remove the temporary jumpers between the Edison-owned 220kV Switchyard and the Eldorado 220kV Switchyard, thus separating the Edison-owned 220kV Switchyard from the Eldorado 220kV Switchyard;

WHEREAS, all FERC filings by Edison under Docket Nos. ER12-2053, ER13-1777, ER13-2148, ER15-462 AND ER15-2393 were filed with the clarification that the Board of Water and Power Commissioners of the City of Los Angeles (Board) and the Los Angeles City Council (City Council) needed to approve all such agreements on behalf of LADWP;

WHEREAS, as of July 1, 2016, LADWP's overall ownership share of the Eldorado System increased to approximately 14 percent from 10 percent pursuant to Resolution No. 015-214 adopted on May 13, 2015, and approved by Ordinance No. 183629, where LADWP and SRP entered into the Navajo Generating Station Asset Purchase and Sale Agreement, whereas among other terms and conditions, SRP transferred all its interest in the Eldorado System to LADWP and is no longer an Eldorado Co-owner;

WHEREAS, the remaining Eldorado co-owners, LADWP, Edison and Nevada have developed an Amended and Restated Eldorado System Co-Tenancy and Operating Agreement, DWP No. BP 16-021 (Amended and Restated O&O Agreement) to recognize LADWP's increased ownership, to remove SRP as an Eldorado co-owner, and to replace and combine all the following agreements: 1) the Eldorado Co-Tenancy Agreement, as amended; 2) the Eldorado Operating Agreement; 3) Communications Facilities Agreement; 4) Nevada Connections Agreement; 5) Edison Connections Agreement 1; 6) the Edison Connections Agreement 2; 7) Nevada Magnolia Interconnection; 8) the Edison Connections Agreement 3;

WHEREAS, Edison requested to enter into the Agreement for Additional Southern California Edison Company Facilities in the Eldorado Substation, DWP No. BP 16-022 (Edison Additional Facilities Agreement) with LADWP and Nevada to provide for the operation, ownership and cost responsibility for the Edison-owned 220 kV Switchyard; and

WHEREAS, pursuant to the execution of the Amended and Restated O&O Agreement and the Edison Additional Facilities Agreement by the remaining Eldorado co-owners the following agreements: 1) the Eldorado Co-Tenancy Agreement, as amended; 2) the Eldorado Operating Agreement; 3) Communications Facilities Agreement; 4) Nevada Connections Agreement; 5) Edison Connections Agreement 1; 6) the Edison Connections Agreement 2; 7) Nevada Magnolia Interconnection; 8) the Edison Connections Agreement 3 (collectively referred to as Connecting Facilities Agreements) shall terminate in accordance with the terms and conditions of the Amended and Restated O&O Agreement and the Edison Additional Facilities Agreement.

NOW THEREFORE, BE IT RESOLVED that the Amended and Restated O&O Agreement, the Edison Additional Facilities Agreement, the Connecting Facilities Agreements and the Interim Agreement, copies of which are on file with the Secretary of the Board of Water and Power Commissioners (Board), approved as to form and legality by the City Attorney, be and the same are hereby approved.

BE IT FURTHER RESOLVED that in accordance to Sections 373 and 674 of the Charter of the City of Los Angeles, the Board requests that the City Council approve by ordinance, the Amended and Restated O&O Agreement, the Edison Additional Facilities Agreement, the Connecting Facilities Agreements and the Interim Agreement.

BE IT FURTHER RESOLVED that the Board requests that the City Council authorize the Board to act on and approve all future amendments to the Amended and Restated O&O Agreement and the Edison Additional Facilities Agreement without further approval by the City Council, provided that such amendments do not increase the costs or extend the duration of the respective agreements.

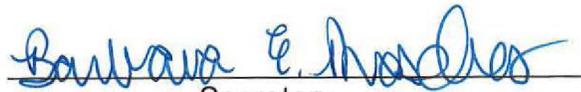
BE IT FURTHER RESOLVED that the President or Vice President of this Board, or the General Manager, or such person as the General Manager shall designate in writing, and the Secretary, Assistant Secretary, or the Acting Secretary of the Board are hereby authorized and directed to execute the Connecting Facilities Agreements, the Interim Agreement, the Amended and Restated O&O Agreement and the Edison Additional Facilities Agreement subject to approval by the City Council by ordinance pursuant to Section 674 of the Charter of the City Los Angeles.

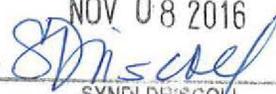
BE IT FURTHER RESOLVED that the Chief Accounting Employee, upon proper certification, is hereby authorized and directed to draw demands on the Power Revenue Fund in payment of the obligations arising from or related to the Amended and Restated Eldorado System Co-Tenancy and Operating Agreement, DWP No. BP 16-021 and the Agreement for Additional Southern California Edison Company Facilities in the Eldorado Substation, DWP No. BP 16-022.

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

NOV 15 2016

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


Secretary

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BY 
SYNDI DRISCOLL
DEPUTY CITY ATTORNEY