Los Angeles, California, August 4, 2015

MINUTES OF REGULAR MEETING OF THE BOARD OF
WATER AND POWER COMMISSIONERS OF THE CITY OF LOS ANGELES
HELD IN ROOM 1555-H
AUGUST 4, 2015
11:11 A.M.

Meeting called to order by President Mel Levine and roll called:

Present – Commissioners: President Levine
Jill Banks Barad
Michael F. Fleming
Bill W. Funderburk, Jr.
Christina E. Noonan – arrived at 11:20 a.m.

A quorum present.

IN ATTENDANCE were the following:

Marcie L. Edwards, General Manager
Martin L. Adams, Senior Assistant General Manager – Water System
Richard M. Brown, General Counsel, Water and Power, City Attorney’s Office
Thomas G. Patzlaff, Fleet Services Manager – Operations Support Services
Lou Feldmeier, Supply Services Manager – Supply Chain Services
Patrick K. Findley, Director of Security
Matthew Gil, Utility Services Manager – Customer Service
Andrew C. Kendall, Director Power System – Construction, Maintenance, and Operations
Matthew M. Lampe, Chief Information Officer, Office of the Chief Administrative Officer
Andy Niknafs, Waterworks Engineer – Water System
David R. Pettijohn, Director of Water Resources, Water System
Ann M. Santilli, Assistant Chief Financial Officer and Controller Accounting and Financial Reporting, Financial Services Organization
Nancy H. Sutley, Chief Sustainability and Economic Development Officer, Office of Sustainability and Economic Development
Richard Torn, Assistant General Counsel, Water and Power, City Attorney’s Office
Michael S. Webster, Director Power System – Engineering and Technical Services
David H. Wright, Chief Administrative Officer
Simon Zewdu, Electrical Engineer – Supply Chain Services

Also, in attendance:

Theodore Bardacke, Mayor’s Office
Camden Collins, Ratepayer Advocate, Office of Public Accountability
Dr. Frederick Pickel, Executive Director/Ratepayer Advocate, Office of Public Accountability

ITEM NO. 1 – Opening remarks by the Commission President on agenda and other items relating to Department operations, and Channel 35 broadcast announcement.

Commissioner Levine moved the following agenda item to be deferred.
ITEM NO. 19 – Authorizes execution of Agreement No. 47329-5 for Owner’s Agent for the San Fernando Basin Groundwater Remediation Facilities. Award to Hazen and Sawyer for a term of ten years and an amount not to exceed $30,000,000. Submitted by Senior Assistant General Manager – Water System.

City Council approval is required.

Seconded by Commissioner Funderburk, Jr., and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., President Levine;

Noes, None.

ITEM NO. 2 – Report/Briefing by the General Manager.

ITEM NO. 3 – Comments from Commissioners on agendized items. Requests from Commissioners relating to Departmental operations.

Commissioners Funderburk, Jr., and Noonan – Provide a report on if the Department can leverage fees paid from stormwater violations to enhance stormwater capture projects. Also, provide a report on where the Department Conservation programs (specifically rain barrels and turf removal) are being used and installed to ensure economic equity. Also, partner with TreePeople to assist outreach on conservation (Request from Item 26A - Stormwater Capture Presentation).

Commissioner Funderburk, Jr., – Provide a report on LADWP’s Underground Cable Program to ensure economic equity. More specifically, where is the Department moving cables underground by zip codes? (Request from Item 26B - Infrastructure Presentation).

Commissioner Levine – Provide a report on how the new EPA’s Clean Power Plan impacts LADWP (Request from Item 25 - Monthly Reports).

Commissioner Funderburk, Jr., – Please provide a report on what the Department is doing about employment gaps, and offering these jobs to non-traditional candidates to ensure economic equity (Request from Item 25 - Monthly Report).

Commissioner Noonan – For future updates on the Supplemental Customer Contact Center, please provide information on what other utilities are spending on these types of centers. Also, work with RPA to establish benchmarks/metrics to manage this project (Request from Item 24 - Supplemental Customer Contact Center).

Commissioners Barad, Fleming, Funderburk, Jr., Noonan, and President Levine – After Vendors upload their submitted bids/proposals to the eRSP system make sure that the system responds with the term “submitted” instead of “complete”. Also, provide a presentation on internal vs. external restrictions on improving the procurement process. Finally, use the “Emergency Base” Contract as a test case into why 47 vendors inquired about a contract but only 1 bid was submitted (Request from Item 16 - Dump Trucks).

Commissioner Barad – Provide more information on a vendor’s history in the Board Packages particularly if the Vendor has a long history with the Department (Request from Item 15 - Amendment with eLoyalty).

Commissioner Noonan – For the emergency base camp and logistic services contract, how can we ensure the contractor doesn’t come back in three years with a renewal and increased costs since they will manage LADWP confidential information? We should not be held hostage by these contract terms. Finally the contract terms are unclear and it looks as if they are charging the Department a straight fee (Request from Item 15 – Amendment with eLoyalty).
REGULAR MEETING OF COMMISSIONERS (Continued)
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ITEM NO. 4 — Opportunity for the public to address the Board on items of interest to the public that are within the subject matter jurisdiction of the Board. (Speakers may be limited in speaking time dependent upon the press of business and number of persons wishing to address the Board.)

1 SPEAKER

ITEM NO. 5 — Comments from Ratepayer Advocate on agendized Item Nos. 16, 20, 24 and 26/A.

ITEM NO. 6 — Recommendation for approval of the minutes of the July 21, 2015 Regular Meeting of the Board of Water and Power Commissioners.

Approval moved by Commissioner Funderburk, Jr.

Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Funderburk, Jr., President Levine;

Noes, None.

Commissioners Fleming abstained because he was not at that meeting.

Written recommendations, approved by the General Manager, transmitting the following resolutions, approved as to form and legality by the City Attorney:

Commissioner Levine moved adoption of the following 8 resolutions, approved as to form and legality by the City Attorney:

ITEM NO. 7 — Contract No. 604 for Underground Cable Accessories. Award to HD Supply Power Solutions for a period of one year with two optional one-year periods and an amount not to exceed $18,452,306. Submitted by Director of Power System — Engineering and Technical Services.

RESOLUTION NO. 19761

WHEREAS, through a competitive bid process, the Los Angeles Department of Water and Power (LADWP) issued a solicitation to procure Underground Cable Accessories under Bid No. 604; and

WHEREAS, HD Supply Power Solutions (HD Supply) is the lowest bidder as a result of a combined award discount under Bid No. 604.

NOW, THEREFORE, BE IT RESOLVED that HD Supply is awarded the contract for a total amount not to exceed $18,452,306 for a period of one year with two one-year optional periods.

BE IT FURTHER RESOLVED that Contract No. 604, approved as to form and legality by the City Attorney, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund, in accordance with the terms of this contract awarded pursuant to Bid No. 604 and this resolution.
BE IT FURTHER RESOLVED that the President or Vice President, 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 Contract No. 604 for and on behalf of LADWP.

ITEM NO. 8 – Requests approval to Amendments No. 1, 2, and 3 to the Arizona Nuclear Power Project (ANPP) Hassayampa Switchyard Interconnection Agreement No. LADWP BP 01-013 between Mesquite Power LLC and the Co-Owners of the ANPP Switchyards Including the LADWP. Submitted by Director of Power System – Engineering and Technical Services.

City Council approval by ordinance is required.

RESOLUTION NO. 016 022

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 Switchyard, 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 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 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 LA DWP upon approval by the City Council by ordinance pursuant to Section 674 of the Charter of the City of Los Angeles.

ITEM NO. 9 – Authorizes Los Angeles Department of Water and Power License Agreement J-87402 for Vehicle Parking to Century West LLC. The term of this license is for five years and may generate up to $1,105,126 in revenue if the full term is realized. Submitted by Chief Administrative Officer, Senior Assistant General Manager – Water System, and Director of Power System – Construction, Maintenance and Operations.

RESOLUTION NO. 016 023

WHEREAS, the License Agreement (License) on file with the Secretary of the Board, approved as to form and legality by the City Attorney, now before this Board in connection with this Resolution whereby the Los Angeles Department of Water and Power (LADWP), for and in consideration of $200,000 for the first year, $210,000 for the second year, $220,500 for the third year, $231,525 for the fourth year, and $243,101 for the fifth year, or $1,105,126 in revenue for the Power System for the five-year period, licenses to Century West LLC, a portion of LADWP’s property, for vehicle parking and installation of paving and other necessary improvements, commencing upon Board approval all upon the terms and conditions set forth in said License, be and the same is hereby authorized and approved; and

NOW, THEREFORE, BE IT RESOLVED that this Board hereby approves, substantially as to form, said License, approved as to form and legality by the City Attorney, between Century West LLC and LADWP; and

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 this Board are hereby authorized and directed to execute said License for and on behalf of LADWP.

BE IT FURTHER RESOLVED That pursuant to City Charter Section 695(b), the Board finds that: (1) the property to be licensed is not presently needed for Departmental purposes; and (2) the grant of the license will not interfere with Departmental purposes.

ITEM NO. 10 – Contract No. 7634 for Horizontal Skid-Mounted Motor-Pump Units for Penstock Pump Station. Award to Multi W Systems, Inc. for a one-time purchase and an amount not to exceed $210,476. Submitted by Senior Assistant General Manager – Water System.
RESOLUTION NO. 19762

WHEREAS, through a competitive bid process, the Los Angeles Department of Water and Power (LADWP) issued a solicitation to furnish and deliver horizontal skid-mounted motor-pump units for Penstock Pump Station under Bid No. 7634; and

WHEREAS, Multi W Systems, Inc. is the only responsive bidder under Bid No. 7634.

NOW, THEREFORE, BE IT RESOLVED that Multi W Systems, Inc. is awarded the contract for a total amount not to exceed $210,476 for a one-time purchase under Contract No. 7634.

BE IT FURTHER RESOLVED that Contract No. 7634, approved as to form and legality by the City Attorney, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Water Revenue Fund, in accordance with the terms of this contract awarded pursuant to Bid No. 7634 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said agreement for and on behalf of LADWP.

ITEM NO. 13 – Authorizes execution of Memorandum of Understanding between the Los Angeles Department of Water and Power and El Pueblo de Los Angeles Historical Monument Department for the History of Water Exhibit and Sustainability Efforts. The term of this MOU is for three years and an appropriation amount not to exceed $195,000. Submitted by Chief Administrative Officer.

RESOLUTION NO. 016 024

WHEREAS, the Los Angeles Department of Water and Power (LADWP) and the El Pueblo de Los Angeles Monument Department (El Pueblo) have operated a History of Water exhibit on Olvera Street since 1984; and

WHEREAS, the lower level portion of the History of Water exhibit had to close to the public because it was not accessible for people with disabilities; and

WHEREAS, El Pueblo has identified space (W-21) in the Hammel Building on Olvera Street as a site particularly well-suited to house the History of Water exhibit because it contains an exposed portion of the Zanja Madre and provides sufficient space to exhibit the vital sustainability efforts being undertaken by LADWP; and

WHEREAS, El Pueblo has the capability to design, install, and maintain these exhibits, and to make them available to the public at no charge during regular hours of operation for museums on Olvera Street; and

WHEREAS, it is in the best interest of LADWP to continue to support educational efforts regarding the role LADWP has played in the development of the City of Los Angeles and promote knowledge of sustainability underway and available to the public.

NOW, THEREFORE, BE IT RESOLVED that the memorandum of Understanding (MOU), approved as to form and legality by the City Attorney and filed with the Secretary of the Board, between LADWP and El Pueblo, for a term of three years and providing the appropriation of an amount not to exceed $195,000 for the term of the MOU to provide for capital improvements, design, installation, and ongoing presentation of the exhibits.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of LADWP, upon proper certification, is authorized and directed to draw demands on the Water Revenue Fund, in accordance with the terms of this MOU and this resolution.
BE IT FURTHER RESOLVED that the President of Vice President, 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 said MOU for and on behalf of LADWP.

ITEM NO. 14—Authorizes execution of Agreement No. 47969 (Amendment No. 5) for John Ferraro Building Food Services with Sodexo America, LLC. This amendment will extend the contract term by six months and increase the contract amount by $141,949. Submitted by Chief Administrative Officer.

RESOLUTION NO. 016 025

WHEREAS, Sodexo America, LLC (Sodexo) was awarded Contract No. 47969 by the Los Angeles Department of Water and Power (LADWP) Board of Commissioners on August 3, 2010, for furnishing and delivering John Ferraro Building Food Services including the cafeteria, catering, and vending machines; and

WHEREAS, LADWP has determined that, due to the results of a consultant study and renovation requirements, it is necessary to increase the contract amount and payment schedule, and recommends Amendment No. 5 to Contract No. 47969 with Sodexo to increase the contract amount by $141,949 from $1,487,294 to $1,629,243; and

WHEREAS, LADWP has determined that it is necessary to increase the contract term by six (6) months totaling five (5) years and twenty-three (23) weeks.

NOW, THEREFORE, BE IT RESOLVED that Amendment No. 5 to Contract No. 47969, approved as to form and legality by the City Attorney and on file with the Secretary of the Board is hereby approved and ratified.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Water and Power Revenue Funds, in accordance with the terms of this amendment to Contract No. 47969 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said amendment for and on behalf of LADWP.

ITEM NO. 17—Authorizes execution of Outside Counsel Contracts with Orrick, Herrington & Sutcliffe LLP and Kutak Rock LLP for bond and disclosure counsel services. The term of these three Agreements 47348-6, 47349-6, and 47350-6 is for three years commencing on August 1, 2015 and terminating July 31, 2018 and appropriation amounts of $3,030,000, $1,015,000, and $515,000, respectively. Submitted by General Counsel Water and Power.

RESOLUTION NO. 016 026

WHEREAS on April 27, 2015, the Office of the City Attorney on behalf of the Department of Water and Power of the City of Los Angeles (LADWP) solicited requests for proposals from law firms to assist the City Attorney in providing bond and disclosure counsel services to LADWP; and

WHEREAS, as a result of such competitive process, the City Attorney selected Orrick, Herrington & Sutcliffe LLP to serve as bond and disclosure counsel, and Kutak Rock LLP to serve as disclosure counsel; and

WHEREAS LADWP anticipates approximately $5.3 billion in power bond transactions and $3.2 billion in water bond transactions over the next three years; and
WHEREAS LADWP proposes to enter into Agreement Nos. 47348-6, 47349-6 and 47350-6 (collectively, Agreements) each for a term of thirty-six months and initial appropriation amounts not to exceed $3,030,000, $1,015,000 and $515,000, respectively.

NOW, THEREFORE, BE IT RESOLVED that pursuant to City Charter Section 1022, the Board finds that it is more feasible to have the work performed by an independent contractor.

BE IT FURTHER RESOLVED that pursuant to City Charter Section 275, Agreement Nos. 47348-6, 47349-6 and 47350-6, approved as to form and legality by the City Attorney and filed with the Secretary of the Board, are hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Water Revenue Fund and the Power Revenue Fund, in accordance with the terms of the Agreements and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 Agreements for and on behalf of LADWP.

ITEM NO. 18. — Contract No. 635R1 to Furnish and Deliver Granular Activated Carbon. Award to Carbon Activated Corporation for a term of one year with two one-year optional periods and an amount not to exceed $6,951,306. Submitted by Senior Assistant General Manager – Water System.

RESOLUTION NO. 19763

WHEREAS, through a competitive bid process, the Los Angeles Department of Water and Power (LADWP) issued a solicitation to procure granular activated carbon Bid No. 635R1; and

WHEREAS, Carbon Activated Corporation is the lowest bidder under, under Bid No. 635R1.

NOW, THEREFORE, BE IT RESOLVED that Carbon Activated Corporation is awarded the contract for a total amount not to exceed $6,951,306 for Contract No. 635.

BE IT FURTHER RESOLVED that Contract No. 635, approved as to form and legality by the City Attorney, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Water Revenue Fund, in accordance with the terms of this contract awarded pursuant to Bid No.635R1 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said contract for and on behalf of LADWP.

Seconded by Commissioner Funderburk, Jr., and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., President Levine;

Noes, None.
THE BOARD shall recess into closed session for a conference with legal counsel regarding:

A. Existing litigation in the following matters:
   1. Pacific Bell/AT&T Claim for Property Damage, Los Angeles Department of Water and Power Claim File No. 1034598, pursuant to Section 54956.9(d)(1) of the California Government Code.
   2. City of Los Angeles, Department of Recreation and Parks Claim for Property Damage, Los Angeles Department of Water and Power Claim File No. 1034549, pursuant to Section 54956.9(d)(1) of the California Government Code.
   3. City of Los Angeles v. City of San Fernando, et al., Los Angeles Superior Court Case No. C650079, pursuant to Section 54956.9(d)(1) of the California Government Code.
   4. San Diego Water Authority v. Metropolitan Water District of Southern California, et al., San Francisco Superior Court Case Nos., CPF-10-510830 and CPF-12-512466, and Los Angeles Superior Court Case No. BC547139, pursuant to Section 54956.9(d)(1) of the California Government Code.
   5. Sharon Bransford, Steven Shrager and Rachel Tash v. LADWP, Los Angeles Superior Court Case No. BC565618, pursuant to Section 54956.9(d)(1) of the California Government Code.
   8. Yaar Kimhi v. The City of Los Angeles, et al., Los Angeles Superior Court Case No. BC536272, pursuant to Section 54956.9(d)(1) of the California Government Code.
   9. Jones v. City of Los Angeles, Los Angeles Superior Court Case No. BC577267, pursuant to Section 54956.9(d)(1) of the California Government Code.
   10. City of Los Angeles v. Pricewaterhouse Coopers LLP (PwC), Los Angeles Superior Court Case No. BC574690, pursuant to Section 54956.9(d)(1) of the California Government Code.

B. Anticipated litigation in the following matters:
   1. Discussion regarding significant exposure to litigation (2 cases), pursuant to Subdivision (d)(2) of Section 54956.9 of the California Government Code.
      a. City of Los Angeles v. Board of Supervisors of the County of Inyo, et al., Superior Court of CA, Inyo County, Case No. 12908, pursuant to Section 54956.9(d)(1) of the California Government Code.
   2. Discussion regarding initiation of litigation (2 cases), pursuant to subdivision (d)(4) of section 54956.9 of the California Government Code.

C. Conference with Labor Negotiators:
   Pursuant to California Government Code Section 54957.6, the Board will meet in closed session with the Department’s labor negotiators (the Department’s General Manager) concerning labor negotiations with the following employee bargaining representatives:

   International Brotherhood of Electrical Workers, Local 18
D. Consultation with General Manager Marcie L. Edwards of the Los Angeles Department of Water and Power (including security operations) regarding security issues pertaining to the essential public services (water and electric service), pursuant to Section 54957 (a) of the California Government Code

MEETING RECESSSED at 11:16 a.m.

MEETING RECONVENED at 11:20 a.m.
MINUTES OF CLOSED SESSION OF THE BOARD OF WATER AND POWER COMMISSIONERS OF THE CITY OF LOS ANGELES
HELD IN ROOM 1555-H
AUGUST 4, 2015
11:20 A.M.

Meeting called to order by President Mel Levine and roll called:

Present – Commissioners: President Levine
                      Jill Banks Barad
                      Michael F. Fleming
                      William W. Funderburk, Jr.
                      Christina E. Noonan

A quorum present.

IN ATTENDANCE were the following:

Marcie L. Edwards, General Manager
Martin L. Adams, Senior Assistant General Manager – Water System
Richard M. Brown, General Counsel, Water and Power, City Attorney’s Office
Guy Lipa, Chief of Staff
Ann M. Santilli, Assistant Chief Financial Officer and Controller Accounting and Financial Reporting, Financial Services Organization
Eskek H. Solomon, Deputy City Attorney IV, General Manager’s Office
Nancy H. Sutley, Chief Sustainability and Economic Development Officer, Office of Sustainability and Economic Development
Richard Tom, Assistant General Counsel, Water and Power, City Attorney’s Office
Michael S. Webster, Director Power System – Engineering and Technical Services
David H. Wright, Chief Administrative Officer

Also, in attendance:

Maribeth Annaguey, Linner, LLP (Outside Counsel)
Theodore M. Bardacke, Office of the Mayor
Paul O. Paradis, Paradis Law Group, PLLC, Special Counsel

A CLOSED SESSION was held for a conference with legal counsel regarding:

Existing litigation in the following matter:

ITEM NO. 26A(5) – Sharon Bransford, Steven Shrager and Rachel Tash v. LADWP, Los Angeles Superior Court Case No. BC565618, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

ITEM NO. 26A(6) – Daniel Morski, et al. v. LADWP, Los Angeles Superior Court Case No. BC56872, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.
Existing litigation in the following matter:

ITEM NO. 26A(7) – Haley Fontaine, et al. v. LADWP, Los Angeles Superior Court Case No. BC571644, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

ITEM NO. 26A(8) – Yaar Kimhi v. The City of Los Angeles, et al., Los Angeles Superior Court Case No. BC536272, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

ITEM NO. 26A(9) – Jones v. City of Los Angeles, Los Angeles Superior Court Case No. BC577267, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

ITEM NO. 26A(1) – Pacific Bell/AT&T Claim for Property Damage, Los Angeles Department of Water and Power Claim File No. 1034598, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – action taken – Resolution Adopted.

Authorizes $200,000.00 payable to “Pacific Bell/AT&T” in full compromise and complete settlement of LADWP Claim Number 1034598-1.

RESOLUTION NO. 016 027

BE IT RESOLVED by the Board of Water and Power Commissioners of the City of Los Angeles that the Chief Accounting Employee be, and is hereby authorized and directed, upon proper certification, to authenticate and deliver to the City Attorney a demand on the Water Revenue Fund in the amount of $200,000.00, payable to “Pacific Bell/AT&T”. Said payment is in full compromise and complete settlement of LADWP Claim Number 1034598-1, which arose out of a Los Angeles Department of Water and Power water main break on March 30, 2015 at 5126 Coliseum Street, Los Angeles, California. The City Attorney is hereby authorized to deliver said draft to Pacific Bell/AT&T and/or its designated representative upon receipt of a properly executed Full Release of All Claims and request for Dismissal.

Approval moved by Commissioner Noonan.

Seconded by Commission Fleming and carried by the following votes:

Ayes: Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.
Existing litigation in the following matter:

**ITEM NO. 26A(2)** – **City of Los Angeles, Department of Recreation and Parks Claim for Property Damage**, Los Angeles Department of Water and Power Claim File No. 1034549, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – action taken – Resolution Adopted.

Authorizes $61,944.60 payable to “City of Los Angeles Department of Recreation and Parks” in full compromise and complete settlement of LADWP Claim Number 1034549-1.

**RESOLUTION NO. 016 028**

BE IT RESOLVED by the Board of Water and Power Commissioners of the City of Los Angeles that the Chief Accounting Employee be, and is hereby authorized and directed, upon proper certification, to authenticate and deliver to the City Attorney a demand on the Water Revenue Fund in the amount of $61,944.60, payable to “City of Los Angeles Department of Recreation and Parks.” Said payment is in full compromise and complete settlement of LADWP Claim Number 1034549-1, which arose because of a Los Angeles Department of Water and Power water main break on April 10, 2014, at or near 8651 Foothill Boulevard, Sunland, California. The City Attorney is hereby authorized to deliver said draft to the City of Los Angeles Department of Recreation and Parks upon receipt of a properly executed Full Release of All Claims and request for Dismissal.

Approval moved by Commissioner Noonan.

Seconded by Commission Funderburk, Jr., and carried by the following votes:

Ayes: Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.

Existing litigation in the following matter:

**ITEM NO. 26A(3)** – **City of Los Angeles v. City of San Fernando, et al., Los Angeles Superior Court Case No. C650079**, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

**ITEM NO. 26A(4)** – **San Diego Water Authority v. Metropolitan Water District of Southern California, et al., San Francisco Superior Court Case Nos., CPF-10-510830 and CPF-12-512466, and Los Angeles Superior Court Case No. BC547139**, pursuant to Section 54956.9 (d)(1) of the California Government Code.

Discussion held – no action taken.

Existing litigation in the following matter:

**ITEM NO. 26A(10)** – **City of Los Angeles v. Pricewaterhouse Coopers LLP (PwC)**, Los Angeles Superior Court Case No. BC574690, pursuant to Section 54956.9(d)(1) of the California Government Code.

Deferred.
Anticipated litigation in the following matter:

ITEM NO. 26B(1a) – City of Los Angeles v. Board of Supervisors of the County of Inyo, et al., Superior Court of CA, Inyo County, Case No. 12908, pursuant to Section 54956.9(d)(1) of the California Government Code.

Discussion held – no action taken.

Anticipated litigation in the following matter:

ITEM NO. 26B(1)(1st case) – Discussion regarding significant exposure to litigation (2 cases), pursuant to Subdivision (d)(2) of Section 54956.9 of the California Government Code.

Withdrawn.

Anticipated litigation in the following matter:

ITEM NO. 26B(1)(2nd case) – Discussion regarding significant exposure to litigation (2 cases), pursuant to Subdivision (d)(2) of Section 54956.9 of the California Government Code.

Withdrawn.

Anticipated litigation in the following matter:

ITEM NO. 26B(2)(1st case) – Discussion regarding initiation of litigation (2 cases), pursuant to subdivision (d)(4) of section 54956.9 of the California Government Code.

Withdrawn.

Anticipated litigation in the following matter:

ITEM NO. 26B(2)(2nd case) – Discussion regarding initiation of litigation (2 cases), pursuant to subdivision (d)(4) of section 54956.9 of the California Government Code.

Withdrawn.

ITEM NO. 26C – Conference with Labor Negotiators:

Pursuant to California Government Code Section 54957.6, the Board will meet in closed session with the Department’s labor negotiators (the Department’s General Manager) concerning labor negotiations with the following employee bargaining representatives:

International Brotherhood of Electrical Workers, Local 18

Deferred.

ITEM NO. 26D – Consultation with General Manager Marcie L. Edwards of the Los Angeles Department of Water and Power (including security operations) regarding security issues pertaining to the essential public services (water and electric service), pursuant to Section 54957 (a) of the California Government Code.

Deferred.

MEETING RECESS at 11:36 a.m.
MEETING RECONVENED TO OPEN SESSION at 11:38 a.m.

Present – Commissioners: President Levine
Jill Banks Barad
Michael F. Fleming
William W. Funderburk, Jr.
Christina E. Noonan

ITEM NO. 11 – Approves a Mitigated Negative Declaration for the Well V817 Rose Valley Pipeline Installation Project (Project); Adopt the Mitigation Monitoring and Reporting Program and Approve the Project, in accordance with the California Environmental Quality Act. Submitted by Chief Sustainability and Economic Development Officer and Senior Assistant General Manager – Water System.

1 Public Speaker addressed the Board.

RESOLUTION NO. 016-029

WHEREAS, in 1991, the Los Angeles Department of Water and Power (LADWP) and Inyo County entered into a Long Term Groundwater Management Plan for Owens Valley and Inyo County (Water Agreement) whose overall goal is to avoid certain described decreases and changes in vegetation and to cause no significant effect on the environment which cannot be acceptably mitigated while providing a reliable supply of water for export to Los Angeles and for use in Inyo County; and

WHEREAS, the LADWP’s current groundwater well infrastructure may be further developed to provide operational flexibility and to facilitate rotational pumping according to the terms of the Water Agreement; and

WHEREAS, Well V817 was previously used to supply water for irrigation for now abandoned farming activity; and

WHEREAS, the LADWP proposes to undertake Well V817 Rose Valley Pipeline Installation Project (Project), to install an eight-inch diameter Polyvinyl chloride (PVC) pipeline approximately 1,500 linear-feet in length and associated pumping equipment to transport water from Well V817 to the First Los Angeles Aqueduct; and

WHEREAS, a long-term pumping test would be conducted to obtain data to estimate the amount of water seepage from the Haiwee Reservoir, the long-term pumping capacity of Well V817, and the long-term effects of pumping Well V817; and

WHEREAS, upon evaluation of the data collected during the long-term pumping test, pursuant to the Long Term Water Agreement, LADWP would undertake appropriate CEQA review before beginning the long term operation of Well V817 and include it as part of the Annual Operations Plan; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Water and Power Commissioners of the City of Los Angeles (Board) recognizes that a study was conducted of the potential environmental effects of the Well V817 Rose Valley Pipeline Installation Project, including its construction and operation. This study is embodied in the Initial Study/Mitigated Negative Declaration (IS/MND) on file with the Secretary of this Board and is incorporated in this Resolution, and made a part hereof.

BE IT FURTHER RESOLVED that the Board makes the following further findings and determinations with respect to the Project:

• LADWP is the lead agency under the California Environmental Quality Act (CEQA) and has prepared an MND in compliance with CEQA.
• An IS/MND was prepared, which analyzed the potential environmental impacts associated with the proposed Project. The IS/MND was made available for public review from August 5 to September 4, 2013. The IS/MND was submitted to the State Clearinghouse and copies were made available for review at the Lone Pine Library, at the LADWP’s Los Angeles and Bishop offices, and on the LADWP Web site. A Notice of Intent to adopt an IS/MND was mailed to agencies, organizations, and individuals believed to have an interest in the proposed Project. A public notice was published in the "Register" on August 2, 2013.

• 12 comment letters were received on the IS/MND released for public review.

BE IT FURTHER RESOLVED that a Mitigation Monitoring and Reporting Program has been developed to ensure the implementation of the mitigation measures outlined in the IS/MND. The Mitigation Monitoring and Reporting Program is on file with the Secretary of the Board as an attachment to the Board letter. These mitigation measures, over which LADWP will maintain oversight and act as monitoring agent, are as follows:

<table>
<thead>
<tr>
<th>Air Quality</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>AQ-1</td>
<td>Construction areas in unpaved easements and staging areas shall be sprayed with water as necessary during construction to prevent excessive amounts of dust; preferably in the late morning and after work is done for the day.</td>
</tr>
<tr>
<td>AQ-2</td>
<td>Construction vehicles shall be limited to 15 mph on unpaved roads and construction areas.</td>
</tr>
<tr>
<td>AQ-3</td>
<td>All dust generating activities (e.g. trenching and excavation) shall cease during periods of high winds (i.e. greater than 25 mph averaged over one hour) or during Stage 1 or Stage 2 dust episodes.</td>
</tr>
<tr>
<td>AQ-4</td>
<td>Construction vehicles shall limit and minimize idling time whenever possible.</td>
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<table>
<thead>
<tr>
<th>Biological Resources</th>
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<tbody>
<tr>
<td>BIO-1</td>
<td>LADWP shall minimize the removal of native plant species during site preparation and construction activities. Native vegetation within the construction work area, including native cacti, should be flagged for protection. If construction requires removal of native plant species, the plant species shall be salvaged and transplanted in undisturbed areas adjacent to the construction work areas.</td>
</tr>
<tr>
<td>BIO-2</td>
<td>Prior to any ground-disturbing activities for the proposed Project, a pre-construction clearance survey will be conducted by a qualified LADWP biologist to search for any mammal or reptile burrows potentially found onsite at an appropriate time of year for maximum detectability, with particular emphasis on Mohave ground squirrels and desert tortoise. If any sign of these species is found present, no ground-disturbing activities shall be initiated prior to written approval from the United States Fish and Wildlife.</td>
</tr>
<tr>
<td>BIO-3</td>
<td>Open trenches, or other excavations that could entrap wildlife shall be inspected by a qualified biological monitor a minimum of three times per day and immediately before backfilling, with at least one inspection occurring prior to the onset of construction activities each morning and another conducted at the end of each day. If wildlife is trapped, construction shall not occur until the animal has left the trench or has been removed and relocated by the biological monitor. Any trapped animals shall be removed and relocated outside of the construction limits.</td>
</tr>
<tr>
<td>BIO-4</td>
<td>If an injured or dead special-status species is encountered during construction, the construction contractor shall stop work within the immediate vicinity and notify the biologist who shall subsequently notify the appropriate resource agency (e.g., USFWS or CDFW) before construction is allowed to proceed.</td>
</tr>
<tr>
<td>BIO-5</td>
<td>The qualified biologist shall provide environmental training to all personnel that will be working on the site during the Project construction and operation. The training shall include a review of special-status species known to occur in the Project site and measures to avoid inadvertent impacts to all animal species.</td>
</tr>
</tbody>
</table>
BIO-6 Prior to any ground-disturbing activities for the proposed Project, all potential bird nestling habitat within the Project site will be surveyed within 72 hours prior to construction activities. If an active bird nest is located, a qualified biologist shall protect the nest site from Project-related impacts until the young have fledged or the nest otherwise becomes inactive. If threatened or endangered bird species are observed in the area, no work shall occur during the breeding season (March 1 through September 1) to avoid take of listed species.

**Cultural Resources**

**CUL-1** A qualified archaeologist, or an archaeologist working under the direction of a qualified archaeologist, shall conduct pre-construction cultural resources worker sensitivity training to inform construction personnel as to the areas to be avoided (the portions of CA-INY-6980/H that are not within the Project footprint), the types of cultural resources that may be encountered, and to bring awareness to personnel of actions to be taken in the event of a cultural resources discovery.

**CUL-2** For the purpose of preventing inadvertent impacts to resource CA-INY-6980/H, prior to ground-disturbing activities, the portions of the resource that are not located within the Project area shall be delineated by the qualified archaeologist and temporary impenetrable, highly visible protective fence shall be placed and secured around the resource where it is located adjacent to the construction work areas. The environmentally-sensitive areas shall be avoided during all Project construction.

**CUL-3** In the event that the Project boundaries are modified at any time prior to or during ground-disturbing activities, and such modifications result in the inclusion of areas not subject to cultural resource survey within the past five years, an additional survey and cultural resources evaluation of the modified Project areas shall be conducted.

**CUL-4** Prior to the start of any ground-disturbing activity, a Native American consultant shall be selected from the Native American Heritage Commission’s list of representatives with ties to the area to discuss Project specifics and is invited to observe the work as it progresses. An archaeologist meeting the Secretary of the Interior’s Professional Qualifications Standards shall be retained by the Project proponent to monitor ground-disturbing activities including, but not limited to, brush clearance and grubbing, grading, trenching, excavation, and the construction of fencing and access roads. The archaeological monitor shall also observe the boundaries of the Environmentally Sensitive Area defined in Mitigation Measure CUL-2 to make sure that no inadvertent impacts occur. Archaeological monitoring shall be conducted by a qualified archaeologist familiar with the types of historic and prehistoric resources that could be encountered within the Project area. The archaeologist monitor shall have the authority to redirect construction activities to assess the significance of discoveries. If ground-disturbing activities occur simultaneously in two or more locations located more than 500 feet apart, additional archaeological monitors may be required. The archaeological monitor shall keep daily logs. After monitoring has been completed, a monitoring report that details the results of monitoring will be prepared and submitted to LADWP.

**CUL-5** In the event of a discovery of historic or archaeological material, the contractor shall immediately cease all work activities in the area (within approximately 100 feet) of the discovery until the materials can be evaluated by a qualified archaeologist. Prehistoric archaeological materials might include obsidian and chert flaked-stone tools (e.g. Projectile points, knives, scrapers) or toolmaking debris; culturally darkened soil ("midden") containing heat-affected rocks, artifacts, or shellfish remains; and stone milling equipment.
(e.g. mortars, pestles handstones, or milling slabs); and battered stone tools, such as hammersstones and pitted stones. Historic-period materials might include stone or concrete footings and walls; filled wells or privies; and deposits of metal, glass, and/or ceramic refuse. The archaeological monitor and/or Native American monitor shall be empowered to halt or redirect ground-disturbing activities away from the vicinity of the find until the archaeological monitor and the Native American monitor have evaluated the find, determined whether the find is culturally sensitive and designed an appropriate short-term and long-term treatment plan.

A qualified paleontologist shall conduct pre-construction paleontological resource worker sensitivity training to inform construction personnel as to the types of paleontological resources that may be encountered, and to bring awareness to personnel of actions to be taken in the event of a paleontological resources discovery. The applicant shall complete training for all construction personnel and retain documentation showing when training of personnel was completed. This training may be conducted concurrently with the cultural resources sensitivity training required under Mitigation Measure CUL-1.

If paleontological resources are encountered during the course of the construction and monitoring, the Project operator shall halt or divert work and notify a qualified paleontologist who shall document the discovery as needed, evaluate the potential resource, assess the significance of the find, and develop an appropriate treatment plan in consultation with LADWP.

If human remains are uncovered during Project construction, the Project proponent shall immediately halt work within 100 feet of the discovery, contact the Inyo County Coroner to evaluate the remains, and follow the procedures and protocols set forth in Section 15064.5(e)(1) of the CEQA Guidelines. If the County Coroner determines that the remains are Native American, the Native American Heritage Commission (NAHC) will be notified, in accordance with Health and Safety Code Section 7050.5, subdivision (c), and Public Resources Code 5097.98 (as amended by AB 2641). The NAHC shall designate a Most Likely Descendent (MLD) for the remains per Public Resources Code 5097.98. The landowner shall ensure that the immediate vicinity, according to generally accepted cultural or archaeological standards or practices, where the Native American human remains are located is not damaged or disturbed by further development activity until the landowner has discussed and conferred, as prescribed in this section (PRC 5097.98), with the MLD regarding their recommendations, if applicable, taking into account the possibility of multiple human remains.

BE IT FURTHER RESOLVED that this Board finds that the implementation of these mitigation measures will lessen the environmental impacts of the proposed Project to a level of less than significant.

BE IT FURTHER RESOLVED that this Board certifies that the IS/MND has been prepared in compliance with CEQA, that it has reviewed and considered the information contained in the IS/MND and that the IS/MND reflects the independent judgment and analysis of this Board.

BE IT FURTHER RESOLVED that this Board finds on the basis of the whole record before it, including the IS/MND, comments received, and responses to those comments that there is no substantial evidence that the proposed Project will have a significant effect on the environment.

BE IT FURTHER RESOLVED that this Board adopts the IS/MND, requires implementation of the mitigation measures, adopts the Mitigation Monitoring and Reporting Program, approves the Project, authorizes its construction, and approves the payment for permit and mitigation costs associated with the Project.
BE IT FURTHER RESOLVED that the IS/MND, including all comment letters and responses, is on file with the Secretary of the Board and is incorporated in the Resolution, and made a part hereof.

BE IT FURTHER RESOLVED that the LADWP shall file a Notice of Determination with the Inyo County Clerk within five working days after deciding to approve the Project.

BE IT FURTHER RESOLVED that the Environmental Affairs Division will be the custodian of the record of proceedings for the Project.

Approval moved by Commissioner Noonan.

Seconded by Commissioner Fleming and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.

Commissioner Levine moved the following agenda item to be deferred.

**ITEM NO. 12** – Authorizes execution of Agreement No. 47339-6 for Emergency Base Camp and Logistical Support Services, on an As-Needed Basis. Award to Deployed Resources, LLC for a term of 12 months with two 12-month renewal periods and an amount not to exceed $4,000,000. Submitted by Chief Administrative Officer.

Seconded by Commissioner Fleming and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.

**ITEM NO. 15** – Recommends execution of Agreement No. 47789 (Amendment No. 4) for Software Maintenance and Support with eLoyalty, LLC. This amendment will extend the term by one year to November 14, 2016, and add an additional one-year option; and will increase the not-to-exceed contract amount by $3,342,000. Submitted by Chief Administrative Officer.

City Council approval is required.

**RESOLUTION NO. 016 030**

WHEREAS, eLoyalty, LLC (eLoyalty) was awarded Agreement No. 47789 by the Los Angeles Department of Water and Power (LADWP) Board of Commissioners on September 5, 2008, for expert and professional services to assist LADWP with the design and implementation of an Internet Protocol Contact Center System (IPCC) to replace legacy contact center equipment; and

WHEREAS, LADWP has determined that, due to a required hardware and software upgrade, knowledge transfer, necessary system improvements, and ongoing maintenance, it is necessary to increase the contract amount and recommends Amendment No. 4 to Agreement No. 47789 with eLoyalty to increase the contract amount by $3,342,000, from $12,056,350 to a total of $15,398,350 with two additional one (1) year options; and

WHEREAS, LADWP has determined that it is necessary to increase the Agreement term by two additional one (1) year options totaling more than nine years which exceeds the total Agreement time period set by City Ordinance, and in accordance with the City Charter Section 373, City Council approval is required.
NOW, THEREFORE, BE IT RESOLVED that Amendment No. 4 to Agreement No. 47789, approved as to form and legality by the City Attorney and on file with the Secretary of the Board is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund(s), in accordance with the terms of this amendment to Agreement No. 47789 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said amendment for and on behalf of LADWP.

Approval moved by Commissioner Fleming.
Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;
Noes, None.

ITEM NO. 16 – Contract No. 672 for Rental of Dump Trucks With Operators. Award to L.A.C. Motor Enterprises, Inc. for a period of three years with a not to exceed amount of $19,068,750. Submitted by Chief Administrative Officer.

3 Public Speakers addressed the Board. Dr. Frederick Pickel commented on this item.

RESOLUTION NO. 19764

WHEREAS, through a competitive bid process, the Los Angeles Department of Water and Power (LADWP) issued a solicitation to procure Rental of Dump Trucks with Operators under Bid No. 672; and

WHEREAS, L.A.C Motor Enterprises, Inc. (L.A.C) is the lowest responsive and responsible bidder under Bid No. 672.

NOW, THEREFORE, BE IT RESOLVED that L.A.C. is awarded the contract for a total amount not to exceed $19,068,750 for a period of three years.

BE IT FURTHER RESOLVED that pursuant to the City Charter Section 1022, the Board finds that it is more feasible to have the work performed by an independent contractor.

BE IT FURTHER RESOLVED that Contract No.672, approved as to form and legality by the City Attorney, and filed with the Secretary of the Board, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund, in accordance with the terms of this contract awarded pursuant to Bid No. 672 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said contract for and, on behalf of LADWP.

Approval moved by Commissioner Fleming.
Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;
Noes, None.
ITEM NO. 20 – Authorizes Agreement No. 47201-4 (Amendment No. 2) with the Oracle America, Inc. This amendment will increase the not-to-exceed amount by $12,600,000. The contract term remains the same. Submitted by Chief Administrative Officer.

Dr. Frederick Pickel commented on this item.

RESOLUTION NO. 016 031

WHEREAS, Oracle America Inc. (Oracle) was awarded Agreement No. 47201-4 (formerly RSSP No. 90134) by the Los Angeles Department of Water and Power (LADWP) Board of Commissioners on November 7, 2013, for a maximum term of three years and for a total expenditure not to exceed $7,000,000, to provide advanced customer support services for the Oracle platform through task assignments for specifically defined scopes of work; and

WHEREAS, Agreement No. 47201-4 was amended by the LADWP Board of Commissioners on August 5, 2014, increasing the agreement expenditure to $23,000,000 without extending the term, to provide continued advanced support in the stabilization of the Customer Care and Billing System; and

WHEREAS, LADWP has determined there is a continuing need for stabilization support of the Customer Care and Billing System and implementation of critical enhancements to improve the customer experience, making it necessary to increase the contract amount and recommends Amendment No. 2 to Agreement No. 47201-4 with Oracle to increase the contract amount by $12,600,000 from $23,000,000 to $35,600,000.

NOW, THEREFORE, BE IT RESOLVED that Amendment No. 2 to Contract No. 47201-4, approved as to form and legality by the City Attorney and on file with the Secretary of the Board is hereby approved.

BE IT FURTHER RESOLVED that pursuant to City Charter Section 1022, the Board finds that it is more feasible to have the work performed by an independent contractor.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on both the Water and Power Revenue Funds, in accordance with the terms of this amendment to Agreement No. 47201-4 and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said amendment for and on behalf of LADWP.

Approval moved by Commissioner Noonan.

Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.

Commissioner Noonan left the Board Room at 12:25 p.m.

ITEM NO. 21 – Resolution Nos. 4896 and 4897 authorizing the rollover refinancing of the 2012 Series C Bonds through the issuance of up to $300 million 2015 Series B Rollover Bonds. Submitted by Chief Financial Officer.
REGULAR MEETING OF COMMISSIONERS (Continued)
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RESOLUTION NO. 4896

THIRTY-FIRST SUPPLEMENTAL BOND RESOLUTION
OF THE
BOARD OF WATER AND POWER COMMISSIONERS
OF THE CITY OF LOS ANGELES

AUTHORIZING
DEPARTMENT OF WATER AND POWER OF THE CITY OF LOS ANGELES
POWER SYSTEM REVENUE BONDS, 2015 SERIES B

RESOLUTION NO. 4896

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Section 6.07. Master Resolution to Remain in Effect

EXHIBIT A FORM OF 2015 SERIES B BOND AND FISCAL AGENT'S CERTIFICATE OF AUTHENTICATION


WHEREAS, the Department of Water and Power of the City of Los Angeles has been duly created and is duly existing as a proprietary department of the City of Los Angeles under The Charter of The City of Los Angeles; and

WHEREAS, under Section 609 of the Charter (capitalized terms used herein shall have the meanings given such terms pursuant to Section 1.03), the Department is authorized to borrow money and to issue bonds, refunding bonds, notes and other evidences of indebtedness for any lawful purpose of the Department payable from the revenues of the Department and from any other money lawfully available to the Department or under its control; and

WHEREAS, by the adoption of the Master Resolution, the Board has provided for certain terms and conditions for Bonds to be issued from time to time pursuant to Supplemental Resolutions, which Bonds are to be payable from the Power Revenue Fund and from such other sources as may be specified with respect to a particular Series of Bonds in the Supplemental Resolution authorizing such Series; and

WHEREAS, the Department desires to provide at this time for the issuance of a Series of Bonds constituting the 2015 Series B Bonds for the purpose of providing funds to refund the Refunded Bonds, including paying Costs of Issuance of the 2015 Series B Bonds, as provided in this Thirty-First Supplemental Resolution; and

WHEREAS, the 2015 Series B Bonds will be issued under the Master Resolution as supplemented by this Thirty-First Supplemental Resolution; and

WHEREAS, all acts and things have been done and performed which are necessary to make the 2015 Series B Bonds, when executed and issued by the Department, authenticated by the Fiscal Agent and delivered, the valid and binding legal obligations of the Department in accordance with their terms and to make the Master Resolution, as supplemented by this Thirty-First Supplemental Resolution, a valid and binding agreement for the security of the 2015 Series B Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF WATER AND POWER COMMISSIONERS OF THE CITY OF LOS ANGELES:
ARTICLE I

AUTHORITY AND DEFINITIONS

Section 1.01. Supplemental Resolution. This Thirty-First Supplemental Resolution is supplemental to the Master Resolution.

Section 1.02. Authority for the Thirty-First Supplemental Resolution. This Thirty-First Supplemental Resolution is adopted (i) pursuant to the provisions of the Charter and the Procedural Ordinance and (ii) in accordance with Article II and Article VII of the Master Resolution.

Section 1.03. Definitions.

(a) Unless the context otherwise requires or as otherwise provided in subsection (b) of this Section, all terms which are defined in Section 1.01 of Resolution No. 4596, adopted by the Board of Water and Power Commissioners of the City of Los Angeles on February 6, 2001 (as the provisions thereof may be modified or amended from time to time), shall have the same meanings, respectively, in this Thirty-First Supplemental Resolution as such terms are given in said Section 1.01 of said Resolution No. 4596.

(b) The following terms defined in Section 1.01 of the Master Resolution with reference to each Series of Bonds, unless the context otherwise requires, shall have the following meanings in the Bond Resolution with respect to the 2015 Series B Bonds, including if the 2015 Series B Bonds are issued in multiple Subseries, each Subseries thereof:

   “Bond Resolution” means the Master Resolution as supplemented by this Thirty-First Supplemental Resolution.

   “Record Date” means the fifteenth day of the month preceding the month in which each Interest Payment Date for the 2015 Series B Bonds occurs.

(c) Additional Definitions. Unless the context otherwise requires, the following terms shall, for all purposes of this Thirty-First Supplemental Resolution, have the following meanings with respect to the 2015 Series B Bonds, including if the 2015 Series B Bonds are issued in multiple Subseries, each Subseries thereof:

   “Authorized Denominations” means $5,000 or any integral multiple thereof.

   “Book-Entry Bonds” means the 2015 Series B Bonds registered in the name of DTC’s nominee, as the initial Securities Depository, or any successor Securities Depository for the 2015 Series B Bonds, as the registered Owner thereof.

   “Chief Financial Officer” means: (i) the Chief Financial Officer of the Department; and (ii) in the event that at the applicable time of performance of an action under the Bond Resolution there is a vacancy in the office of Chief Financial Officer, or the Chief Financial Officer is outside the City, the Chief Accounting Employee of the Department.

   “Interest Payment Date” means each date specified as an interest payment date for the 2015 Series B Bonds, or Sub series thereof, in the applicable 2015 Series B Delivery Certificate.


   “Thirty-First Supplemental Resolution” means this Resolution No. 4896, as the provisions thereof may be amended and supplemented from time to time in accordance with the terms of this Thirty-First Supplemental Resolution.

   “Treasurer” means the Treasurer of the City or the General Manager of the Office of Finance of the City.
"2015 Series B Bonds" shall mean the Bonds authorized by Article III of this Thirty-First Supplemental Resolution.

"2015 Series B Bonds Continuing Disclosure Certificate" means: (i) if the 2015 Series B Bonds are issued with no Subseries, the continuing disclosure certificate executed by the Department in connection with the issuance of the 2015 Series B Bonds pursuant to Rule 15c2-12; and (ii) if the 2015 Series B Bonds are issued in multiple Subseries, with respect to each such Subseries, the continuing disclosure certificate executed by the Department in connection with the issuance of such Subseries pursuant to Rule 15c2-12.

"2015 Series B Bonds Delivery Certificate" means: (i) if the 2015 Series B Bonds are issued with no Subseries, the certificate to be prepared and executed by the General Manager, the Chief Financial Officer or the Assistant Auditor pursuant to Section 3.06 in connection with the issuance of the 2015 Series B Bonds; and (ii) if the 2015 Series B Bonds are issued in multiple Subseries, with respect to each such Subseries, the certificate to be prepared and executed by the General Manager, the Chief Financial Officer or Assistant Auditor pursuant to Section 3.06 in connection with the issuance of such Subseries.

"2015 Series B Bonds Escrow Agreement" means the Escrow Agreement between the Department and U.S. Bank National Association, relating to the Refunded Bonds, as the same may be supplemented and amended in accordance with its terms.


"2015 Series B Bonds Excess Earnings Fund" means the 2015 Series B Power System Revenue Bonds Excess Earnings Fund authorized to be established pursuant to Section 4.01.

"2015 Series B Bonds Tax Certificate" means: (i) if the 2015 Series B Bonds are issued with no Subseries, the Tax Certificate executed on behalf of the Department in connection with the issuance of the 2015 Series B Bonds and relating to the requirements of Section 148 of the Code; and (ii) if the 2015 Series B Bonds are issued in multiple Subseries, with respect to each such Subseries, the Tax Certificate executed on behalf of the Department in connection with the issuance of such Subseries and relating to the requirements of Section 148 of the Code.

(d) Rules of Construction. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including districts, agencies and other public bodies, as well as natural persons. Defined terms shall include any variant thereof.

Unless the context otherwise requires, the terms "hereby," "hereof," "hereto," "herein," "hereunder," and any similar terms, as used in this Thirty-First Supplemental Resolution, shall refer to this Thirty-First Supplemental Resolution as a whole and not to any particular provisions of this Thirty-First Supplemental Resolution. Unless otherwise indicated, references herein to subsections, Sections and Articles are to such subsections, Sections and Articles of this Thirty-First Supplemental Resolution.

ARTICLE II

FINDINGS, DETERMINATIONS AND DIRECTIONS

Section 2.01. Findings and Determinations. The Board hereby finds and determines:

(Finding 1 — Public Interest) The actions, including the issuance of the 2015 Series B Bonds and the refunding of the Refunded Bonds, authorized hereby are demanded by public interest and necessity.
(Finding 2 — Conformity with Charter and Ordinances) The resolutions of the Board relating to the 2015 Series B Bonds and all actions taken or authorized by the Board in connection with the issuance and sale of the 2015 Series B Bonds in all respects conform with the provisions of Section 609 of the Charter, the Procedural Ordinance and all other ordinances of the City applicable to such issuance and sale.

(Finding 3 — Conformity with Debt Limits) The indebtedness to be evidenced by the 2015 Series B Bonds, together with all other indebtedness of the Department pertaining to the Power System, is within every debt or other limit prescribed by the Constitution and statutes of the State and the Charter.

(Finding 4 — Existence of Prerequisites) Any and all acts, conditions and things required to exist, to happen and to be performed, precedent to and in connection with the issuance of the 2015 Series B Bonds exist, have happened and have been performed, in due time, form and manner, as required by the Constitution and statutes of the State and the Charter and all ordinances of the City.

Section 2.02. Direction for Recital in Bonds. The Board hereby directs that there shall be included in each of the definitive 2015 Series B Bonds, and also in each of the temporary 2015 Series B Bonds, if any are issued, a certification and recital that any and all acts, conditions and things required to exist, to happen and to be performed, precedent to and in the incurring of the indebtedness evidenced by that 2015 Series B Bond, and in the issuing of said 2015 Series B Bond, exist, have happened and have been performed in due time, form and manner, as required by the Constitution and statutes of the State and the Charter and all ordinances of the City, and that said 2015 Series B Bond, together with all other indebtedness of the Department payable out of the Power Revenue Fund, is within every debt and other limit prescribed by the Constitution and statutes of the State and the Charter, and that such certification and recital shall be in substantially the form set forth in the form of the 2015 Series B Bonds attached hereto as Exhibit A.

Section 2.03. Effect of Findings and Recital. From and after the issuance of any of the 2015 Series B Bonds, the findings and determinations of the Board shall be conclusive evidence of the existence of the facts so found and determined in any action or proceeding in any court in which the validity of the 2015 Series B Bonds is at issue, and no bona fide purchaser of any 2015 Series B Bond containing the certification and recital shall be required to see to the existence of any fact, or to the performance of any condition, or to the taking of any proceeding, required prior to such issuance, or to the application of the purchase price for such 2015 Series B Bond.

ARTICLE III
AUTHORIZATION OF 2015 SERIES B BONDS

Section 3.01. Principal Amount, Designation, Series and Subseries. Pursuant to the provisions of the Master Resolution and this Thirty-First Supplemental Resolution and the provisions of the Charter and the Procedural Ordinance, Bonds entitled to the benefit, protection and security of such provisions and constituting the 2015 Series B Bonds are hereby authorized in an aggregate principal amount not to exceed $300,000,000. The 2015 Series B Bonds shall be designated generally as, and shall be distinguished from the Bonds of all other Series by the title, “Department of Water and Power of the City of Los Angeles Power System Revenue Bonds, 2015 Series B.” The 2015 Series B Bonds may be issued in two or more Subseries if determined to be in the best interests of the Department by the officer executing the initial 2015 Series B Bonds Delivery Certificate as provided in Section 3.06. If the initial 2015 Series B Bonds Delivery Certificate of the 2015 Series B Bonds provides for the issuance of the 2015 Series B Bonds in Subseries, there shall be added to the designation of the 2015 Series B Bonds a number to distinguish each such Subseries and such other designation with respect to each such Subseries as shall be approved by the officials of the Board and the Department executing the 2015 Series B Bonds of such Subseries, such execution to be conclusive evidence of such approval.

Section 3.02. Purpose. The 2015 Series B Bonds are issued for the purpose of providing funds to refund the Refunded Bonds including paying Costs of Issuance of the 2015 Series B Bonds.
Section 3.03. Form, Denomination, Numbers and Letters. The 2015 Series B Bonds shall be issued as Book-Entry Bonds in fully registered form in Authorized Denominations. The 2015 Series B Bonds (and if the 2015 Series B Bonds are issued in multiple Subseries, the 2015 Series B Bonds of each Subseries), shall be numbered from one upward in consecutive numerical order preceded by the letter “B” prefixed to the number. Subject to the provisions of Section 3.01, the 2015 Series B Bonds and the certificate of authentication to be attached thereto shall be substantially in the form attached hereto as Exhibit A, which form is hereby approved and adopted as the form of the 2015 Series B Bonds and of such certificate of authentication as such form shall be completed and modified to reflect the terms of the 2015 Series B Bonds set forth in the applicable 2015 Series B Bonds Delivery Certificate, including the issuance of the 2015 Series B Bonds in multiple Subseries.

Section 3.04. Date, Maturities and Interest. The 2015 Series B Bonds (and if the 2015 Series B Bonds are issued in multiple Subseries, the 2015 Series B Bonds of each such Subseries), shall be dated such day of the month in which such 2015 Series B Bonds are issued as shall be specified in the applicable 2015 Series B Bonds Delivery Certificate. The 2015 Series B Bonds (and if the 2015 Series B Bonds are issued in multiple Subseries, the 2015 Series B Bonds of each such Subseries), shall mature and be payable on the days and in the respective aggregate principal amounts as determined by the officer executing the applicable 2015 Series B Bonds Delivery Certificate and set forth in such 2015 Series B Bonds Delivery Certificate; provided that no 2015 Series B Bond shall mature later than the date which is 45 years from the date of issuance of the initial 2015 Series B Bonds. Each 2015 Series B Bond shall bear interest at the rate per annum specified for such 2015 Series B Bond in the applicable 2015 Series B Bonds Delivery Certificate; provided, however, that the interest rate incurred through the issuance of the 2015 Series B Bonds shall not exceed 6% per annum (determined in accordance with this Section); and provided further that the stated interest rate so specified for any 2015 Series B Bond shall not exceed 12% per annum. Interest on each of the 2015 Series B Bonds shall be payable on each Interest Payment Date for such 2015 Series B Bond until the principal sum of such 2015 Series B Bond has been paid; provided, however, that if at the maturity date of any 2015 Series B Bond (or if the same is redeemable and shall be duly called for redemption, then at the date fixed for redemption) funds are available for the payment or redemption thereof, in full accordance with terms of the Bond Resolution, such 2015 Series B Bond shall then cease to bear interest. Interest on the 2015 Series B Bonds shall be calculated based on a 360-day year consisting of twelve 30-day months.

For the purpose of this Section, the interest rate for the purpose of determining whether such interest rate is within the maximum provided by this Section shall be the rate at which the sum of the present values of all payments of principal and interest on the 2015 Series B Bonds equals the sale proceeds of the 2015 Series B Bonds received by the Department. Present values shall be calculated using a year of twelve, 30-day months with semi-annual compounding.

Section 3.05. Redemption. (a) The 2015 Series B Bonds, or any of them, may be redeemed prior to maturity at the option of the Department in whole or in part on any date, from any source of available funds, on and after such date and at such redemption prices as are set forth in the applicable 2015 Series B Bonds Delivery Certificate; provided that each 2015 Series B Bond maturing later than sixteen years from its date of issue shall be subject to redemption at the option of the Department at a redemption price no greater than 103% of the principal amount to be redeemed, plus unpaid accrued interest to the redemption date, commencing not later than fifteen years from the date of original issuance of such 2015 Series B Bond unless the officer executing the applicable 2015 Series B Bonds Delivery Certificate determines that it is in the best interests of the Department that such 2015 Series B Bond not be subject to such optional redemption and includes such determination in the 2015 Series B Bonds Delivery Certificate applicable to such 2015 Series B Bond.

(b) The 2015 Series B Bonds which are Term Obligations are subject to mandatory redemption from Sinking Fund Installments for such 2015 Series B Bonds, at a redemption price equal to the principal amount thereof. Sinking Fund Installments for 2015 Series B Bonds which are Term Obligations shall be due in such amounts and on such days in such years as are set forth in the 2015 Series B Bonds Delivery Certificate applicable to such 2015 Series B Bonds.
Section 3.06. 2015 Series B Bonds Delivery Certificate. Each of the General Manager, the Chief Financial Officer, and the Assistant Auditor, acting singly, is hereby authorized to prepare, execute and deliver to the Fiscal Agent at the time of delivery of the 2015 Series B Bonds (or if the 2015 Series B Bonds are issued in multiple Subseries, each Subseries of the 2015 Series B Bonds) to the initial purchasers thereof a Delivery Certificate constituting the 2015 Series B Bonds Delivery Certificate with respect to the 2015 Series B Bonds (or the 2015 Series B Bonds of such Subseries, if applicable), which shall set forth the following information with respect to the 2015 Series B Bonds (or the 2015 Series B Bonds Subseries, if applicable), as determined by such officer executing such 2015 Series B Bonds Delivery Certificate, subject to the limitations on the terms and conditions for the 2015 Series B Bonds set forth in this Thirty-First Supplemental Resolution and the provisions of the Master Resolution: (i) the dated date of the 2015 Series B Bonds (or, if applicable, the Subseries thereof); (ii) the date or dates of maturity of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) and the principal amount of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) maturing on each such maturity date; (iii) the rate or rates of interest to be borne by the 2015 Series B Bonds (or, if applicable, the Subseries thereof); (iv) the Interest Payment Dates for the Series 2015 B Bonds (or, if applicable, the Subseries thereof); (v) the maturities of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) which shall constitute Serial Obligations; (vi) the maturities of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) which shall constitute Term Obligations; (vii) the due dates and amounts of the Sinking Fund Installments for each maturity of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) which constitute Term Obligations; (viii) the date on and after which, and the redemption prices, including premiums, at which, all or any portion of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) shall be subject to redemption at the option of the Department, or the determination that all or a portion of the 2015 Series B Bonds (or, if applicable, the Subseries thereof) shall not be subject to such redemption; (ix) whether the 2015 Series B Bonds (or, if applicable, the Subseries thereof) are to be secured by a Credit Support Instrument in the form of a municipal bond insurance policy and the price for any such municipal bond insurance, which price shall not exceed 2% of the scheduled net debt service on the 2015 Series B Bonds to which such municipal bond insurance policy relates; (x) the amount of the proceeds of the 2015 Series B Bonds to be deposited in the 2015 Series B Bonds Escrow Fund or to be provided directly to the Paying Agent for redemption of the Refunded Bonds; and (xi) the maturities, and the principal amount of each such maturity, of the Refunded Bonds to be refund with proceeds of the 2015 Series B Bonds.

If the 2015 Series B Bonds are issued in multiple Subseries, a separate 2015 Series B Bonds Delivery Certificate shall be prepared, executed and delivered with respect to each Subseries.

Section 3.07. Conditions To Delivery of 2015 Series B Bonds. The 2015 Series B Bonds (or, if applicable, each Subseries thereof) shall be executed, authenticated and delivered as authorized by this Thirty-First Supplemental Resolution and the provisions of Article II of the Master Resolution applicable to the 2015 Series B Bonds.

Section 3.08. Disposition of Proceeds. If the Department determines to purchase a municipal bond insurance policy to secure any of the 2015 Series B Bonds or any of the 2015 Series B Bonds of any Subseries, the Department may authorize the initial purchasers of the 2015 Series B Bonds to be secured by such municipal bond insurance policy to send, for and on behalf of the Department, that portion of the purchase price of such 2015 Series B Bonds which is equal to the premium for such municipal bond insurance policy directly to the issuer of such municipal bond insurance policy. All such amounts shall be credited to the initial purchasers of such 2015 Series B Bonds as part of the purchase price of the 2015 Series B Bonds purchased. The proceeds of the 2015 Series B Bonds received by the Department shall be allocated as follows:

(a) The amount provided in the applicable 2015 Series B Bonds Delivery Certificate shall be deposited in the 2015 Series B Bonds Escrow Fund.

(b) The balance of the amount received on the sale of the 2015 Series B Bonds shall be deposited in the Power Revenue Fund and applied to Costs of Issuance of the 2015 Series B Bonds.
ARTICLE IV

ESTABLISHMENT OF FUNDS AND APPLICATION THEREOF

Section 4.01. Funds. Pursuant to Section 2.04(a)(l)(xviii) of the Master Resolution, the following fund is established or authorized to be established in connection with the 2015 Series B Bonds:

To ensure proper compliance with the special arbitrage covenants contained in Section 6.07 of the Master Resolution with respect to the 2015 Series B Bonds, there will be established, as and when required to comply with the 2015 Series B Bonds Tax Certificate, the 2015 Series B Power System Revenue Bonds Excess Earnings Fund to be held by such bank, trust company or other depository, including the Treasurer, as shall be selected by the Chief Financial Officer.

Section 4.02. 2015 Series B Bonds Excess Earnings Fund. The 2015 Series B Bonds Excess Earnings Fund shall be invested separate and apart from all other funds and accounts held by the depository for such fund. The 2015 Series B Bonds Excess Earnings Fund shall be established and moneys shall be deposited therein pursuant to instructions from the Department in accordance with the provisions of the 2015 Series B Bonds Tax Certificate. Except as set forth in the following paragraph, amounts in the 2015 Series B Bonds Excess Earnings Fund shall only be applied to payments to the United States of America, to the extent that such payments are required pursuant to the provisions of the 2015 Series B Bonds Tax Certificate.

Upon request and direction from the Department, any amounts on deposit in the 2015 Series B Bonds Excess Earnings Fund in excess of the amount, if any, required to be maintained or held therein in accordance with the provisions of the 2015 Series B Bonds Tax Certificate shall be transferred to the Power Revenue Fund.

Section 4.03. Investment of Funds. Moneys in the 2015 Series B Bonds Excess Earnings Fund may, subject to the 2015 Series B Bonds Tax Certificate, be invested and reinvested to the fullest extent practicable in any investment in which the City can legally invest its funds, which mature not later than such times as shall be necessary to provide moneys when needed for payments to be made from such funds. Any investment earnings on moneys on deposit in the 2015 Series B Bonds Excess Earnings Fund shall be deposited in such fund and be used in the same manner as other amounts on deposit in such fund.

ARTICLE V

AMENDMENTS TO SUPPLEMENTAL RESOLUTION

Section 5.01. Amendments Permitted.

(a) Subject to Section 5.02, the provisions of this Thirty-First Supplemental Resolution, and the rights and obligations of the Department and of the Owners of the Outstanding 2015 Series B Bonds and of the Fiduciaries for the 2015 Series B Bonds, may be modified, amended or supplemented from time to time and at any time by a Supplemental Resolution or Supplemental Resolutions when the written consent of each Credit Provider which has issued a Credit Support Instrument then securing all or any portion of the 2015 Series B Bonds, if required by the applicable Credit Support Instrument and with the requirement for such consent being subject to the provisions of Section 10.06 of the Master Resolution, and when the written consent of the Owners of at least a majority in aggregate principal amount of the 2015 Series B Bonds then Outstanding shall have been filed with the Fiscal Agent, or if less than all of the Outstanding 2015 Series B Bonds are affected, the written consent of the Owners of at least majority in aggregate principal amount of all affected Outstanding 2015 Series B Bonds shall be Outstanding shall have been filed with the Fiscal Agent, or if less than all of the Outstanding 2015 Series B Bonds are affected, the written consent of the Owners of at least a majority in aggregate principal amount of all affected Outstanding 2015 Series B Bonds; provided that if such modification, amendment or supplement shall, by its terms, not take effect so long as any 2015 Series B Bonds of any particular maturity (and if the 2015 Series B Bonds are issued in multiple Subseries, of any particular such Subseries and maturity) remain Outstanding, the consent of the Owners of such 2015 Series B Bonds shall not be required and such 2015 Series B Bonds shall not be deemed to be Outstanding for the purpose of any such calculation of 2015 Series B Bonds Outstanding for purposes of this Section. No such modification, amendment or supplement
shall (1) extend the fixed maturity of any 2015 Series B Bond, or reduce the principal amount thereof or any redemption premium thereon, or reduce the amount of any Sinking Fund Installment therefor, or extend the due date of any such Sinking Fund Installment, or reduce the rate of interest thereon or extend the time of payment of interest thereon, without the consent of the Owner of each 2015 Series B Bond so affected; or (2) reduce the aforesaid percentage of 2015 Series B Bonds, the consent of the Owners of which is required to effect any such modification, amendment or supplement, without the consent of the Owners of all of the 2015 Series B Bonds then Outstanding; or (3) modify the rights or obligations of any Fiduciary for the 2015 Series B Bonds without the consent of such Fiduciary.

It shall not be necessary for the consent of the Owners to approve the particular form of any Supplemental Resolution, but it shall be sufficient if such consent shall approve the substance thereof.

Prior to the adoption of any Supplemental Resolution for any of the purposes of this subsection, the Department shall cause notice of the proposed adoption of such Supplemental Resolution to be mailed, by first class mail, postage prepaid, to the Owners of all Outstanding 2015 Series B Bonds (or, if less than all of the Outstanding 2015 Series B Bonds are affected, the affected Outstanding 2015 Series B Bonds) at their addresses appearing on the Bond Register. Such notice shall briefly set forth the nature of the proposed Supplemental Resolution and shall state that copies thereof are on file at the Principal Office of the Fiscal Agent for inspection by each Owner of an Outstanding 2015 Series B Bond.

Whenever, at any time after the date of the mailing of the notice of the proposed adoption of a Supplemental Resolution, the Department shall have received an instrument or instruments in writing executed in accordance with Section 10.01 of the Master Resolution by or on behalf of the Owners of not less than a majority in aggregate principal amount of the 2015 Series B Bonds then Outstanding, or if less than all of the Outstanding 2015 Series B Bonds are affected, the Owners of not less than a majority in aggregate principal amount of the affected Outstanding 2015 Series B Bonds, which instrument or instruments shall refer to the proposed Supplemental Resolution described in the notice of the proposed adoption of such Supplemental Resolution and shall consent to the adoption thereof in substantially the form referred to in such notice, the Board may, subject to the provisions of Section 10.06 of the Master Resolution, with the consent of each Credit Provider which has issued a Credit Support Instrument then securing all or any portion of the 2015 Series B Bonds, adopt such Supplemental Resolution in substantially such form, without liability or responsibility to any Owner of any 2015 Series B Bond, whether or not such Owner shall have consented thereto.

(b) This Thirty-First Supplemental Resolution and the rights and obligations of the Department, the Fiduciaries for the 2015 Series B Bonds and the Owners of the Outstanding 2015 Series B Bonds may also be modified, amended or supplemented from time to time and at any time by a Supplemental Resolution or Supplemental Resolutions, which the Board may adopt without the consent of any Owners of 2015 Series B Bonds (but, subject to the provisions of Section 10.06 of the Master Resolution, with the consent of each Credit Provider which has issued a Credit Support Instrument then securing all or any portion of the 2015 Series B Bonds and with the consent of any affected Fiduciary), so long as such modification, amendment or supplement shall not materially, adversely affect the interests of the Owners of the 2015 Series B Bonds, for any one or more of the following additional purposes:

(i) to add to the covenants and agreements of the Department contained in this Thirty-First Supplemental Resolution other covenants and agreements thereafter to be observed, to pledge, provide or assign any security for the 2015 Series B Bonds (or any portion thereof), or to surrender any right or power herein reserved to or conferred upon the Department;

(ii) to make such provisions for the purpose of curing any ambiguity, inconsistency or omission, or of curing or correcting any defective provision, contained in this Thirty-First Supplemental Resolution, or in regard to matters or questions arising under this Thirty-First Supplemental Resolution, as the Department may deem necessary or desirable;
(iii) to modify, amend or supplement this Thirty-First Supplemental Resolution in such manner as to permit the qualification hereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect, and to add such other terms, conditions and provisions as may be permitted by said act or similar federal statute; or

(iv) to modify, amend or supplement this Thirty-First Supplemental Resolution in any other respect.

Section 5.02. Consent of Credit Provider. Notwithstanding anything contained in this Article or in Article VII of the Master Resolution, whenever the consent of Owners is required in connection with any amendment, modification or supplement of this Thirty-First Supplemental Resolution or the Master Resolution, except as otherwise provided in Section 10.06 of the Master Resolution, the Credit Provider providing a Credit Support Instrument then securing all or any portion of the 2015 Series B Bonds and not the Owners of such 2015 Series B Bonds shall be entitled to consent to the adoption of any modification, amendment or supplement to this Thirty-First Supplemental Resolution or the Master Resolution, references to the Owners of the 2015 Series B Bonds secured by such Credit Support Instrument in connection with such consent shall be deemed references to the Credit Provider, and the consent of the Credit Provider shall be deemed the consent of the Owners of the 2015 Series B Bonds to which such Credit Support Instrument relates.

Section 5.03. Effect of Supplemental Resolution. Upon the adoption of any Supplemental Resolution pursuant to this Article: (a) this Thirty-First Supplemental Resolution shall be deemed to be modified, amended and supplemented in accordance therewith, and the respective rights, duties and obligations under this Thirty-First Supplemental Resolution of the Department, the Fiduciaries for the 2015 Series B Bonds and all Owners of Outstanding 2015 Series B Bonds shall thereafter be determined, exercised and enforced subject in all respects to such modification and amendment, (b) all the terms and conditions of any such Supplemental Resolution shall be deemed to be part of the terms and conditions of this Thirty-First Supplemental Resolution for any and all purposes; and (c) no Owner of any 2015 Series B Bond shall have any right to object to the adoption of such Supplemental Resolution, or to object to any of the terms and provisions contained therein or the operation thereof or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Board from adopting the same or the Department from taking any action pursuant to the provisions thereof.

Section 5.04. 2015 Series B Bonds Owned by Department or City. For purposes of this Article, 2015 Series B Bonds owned or held by or for the account of the Department, the City, or any funds of the Department or the City, shall not be deemed Outstanding for the purpose of consent or other action or any calculation of Outstanding 2015 Series B Bonds provided for in this Article, and neither the Department nor the City shall be entitled with respect to such 2015 Series B Bonds to give any consent or take any other action provided for an Owner in this Article. At the time of any consent or other action taken under this Article, the Department shall furnish the Board a certificate of the Department executed by the General Manager, the Chief Financial Officer or the Assistant Auditor, upon which the Board and the Fiscal Agent may rely, describing all 2015 Series B Bonds so to be excluded.

Section 5.05. Notation on 2015 Series B Bonds. The 2015 Series B Bonds authenticated and delivered after the effective date of any action taken as in this Article provided may bear a notation by endorsement or otherwise in a form approved by the Department as to such action, and in that case upon demand of the Owner of any 2015 Series B Bond Outstanding on such effective date and presentation of the 2015 Series B Bond for such purpose at the Principal Office of the Fiscal Agent or upon any transfer or exchange of any 2015 Series B Bond Outstanding on such effective date, suitable notation shall be made on such 2015 Series B Bond or upon any 2015 Series B Bond issued upon any such transfer or exchange by the Fiscal Agent as to any such action.
ARTICLE VI

MISCELLANEOUS

Section 6.01. Severability. If any covenant, agreement or provision, or any portion thereof, contained in this Thirty-First Supplemental Resolution, or the application thereof to any person or circumstance, is held to be unconstitutional, invalid or unenforceable, the remainder of this Thirty-First Supplemental Resolution, and the application of any such covenant, agreement or provision, or portion thereof, to other persons or circumstances, shall be deemed severable and shall not be affected thereby, and this Thirty-First Supplemental Resolution and the 2015 Series B Bonds shall remain valid, and the Owners of the 2015 Series B Bonds shall retain all valid rights and benefits accorded to them under this Thirty-First Supplemental Resolution, the Master Resolution, the Charter, and the Constitution and statutes of the State.

Section 6.02. General Authorization. The President, the Vice President and the Secretary of the Board, the General Manager, the Chief Financial Officer and the Assistant Auditor, each acting singly, are hereby respectively authorized to do and perform from time to time any and all acts and things consistent with this Thirty-First Supplemental Resolution necessary to carry the same into effect. For all purposes relating to the 2015 Series B Bonds, references in the Master Resolution to the Auditor refer to the Chief Financial Officer.

Section 6.03. Parties Interested Herein. Nothing in this Thirty-First Supplemental Resolution expressed or implied is intended or shall be construed to confer upon, or to give to, any person or entity, other than the Department, the Fiduciaries for the 2015 Series B Bonds, any Credit Providers for the 2015 Series B Bonds, and the Owners of the 2015 Series B Bonds, any right, remedy or claim under or by reason of this Thirty-First Supplemental Resolution or any covenant, condition or stipulation hereof; and all the covenants, stipulations, promises and agreements in this Thirty-First Supplemental Resolution contained by and on behalf of the Department shall be for the sole and exclusive benefit of the Department, the Fiduciaries for the 2015 Series B Bonds, any Credit Providers for the 2015 Series B Bonds, and the Owners of the 2015 Series B Bonds.

Section 6.04. Continuing Disclosure Certificate. The Department covenants and agrees that it will comply with and carry out all of the provisions of the 2015 Series B Bonds Continuing Disclosure Certificate. Notwithstanding any other provision of the Bond Resolution, failure of the Department or the Dissemination Agent (as defined in the 2015 Series B Bonds Continuing Disclosure Certificate) to comply with the 2015 Series B Bonds Continuing Disclosure Certificate shall not be considered a default under the Bond Resolution or the 2015 Series B Bonds; provided, however, that any Owner or Beneficial Owner of a 2015 Series B Bond may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Department or the Dissemination Agent, as the case may be, to comply with its obligations described in this Section and the 2015 Series B Bonds Continuing Disclosure Certificate.

Section 6.05. Headings Not Binding. The headings in this Thirty-First Supplemental Resolution are for convenience only and in no way define, limit or describe the scope or intent of any provisions or sections of this Thirty-First Supplemental Resolution.

Section 6.06. Effective Date. The effectiveness of this Thirty-First Supplemental Resolution is subject to Section 245 of the Charter and the Procedural Ordinance.

Section 6.07. Master Resolution to Remain in Effect. Save and except as heretofore amended and supplemented and as supplemented by this Thirty-First Supplemental Resolution, the Master Resolution shall remain in full force and effect.
EXHIBIT A

FORM OF 2015 SERIES B BOND AND
FISCAL AGENT’S CERTIFICATE OF AUTHENTICATION

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Department of Water and Power of the City of Los Angeles or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

REGISTERED

No. R— $_____

UNITED STATES OF AMERICA

STATE OF CALIFORNIA

DEPARTMENT OF WATER AND POWER OF THE CITY OF LOS ANGELES

POWER SYSTEM REVENUE BOND, 2015 SERIES B

INTEREST RATE MATURITY DATE DATED DATE CUSIP

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

THE DEPARTMENT OF WATER AND POWER OF THE CITY OF LOS ANGELES (the "Department"), a proprietary department created and existing under The charter of The City of Los Angeles (the "Charter" and the "City", respectively), for value received, hereby promises to pay, solely from the Power Revenue Fund (capitalized terms used herein and not otherwise defined shall have the meaning given such terms in the Bond Resolution mentioned below), in lawful money of the United States of America, to the registered Owner or registered assigns, on the maturity date set forth above, unless redeemed prior thereto as hereinafter provided, the principal amount hereof, and to pay interest on such principal amount on ________ and ________ of each year, commencing, ________, 20____, until the principal hereof is paid or made available for payment on the maturity date of earlier redemption date hereof. This Bond shall bear interest at the rate set forth above from the latest of (i), ___________ 2015, (ii) the most recent interest payment date to which interest has been paid or duly provided for, or (iii) if the date of authentication of this Bond is on or after a Record Date but prior to the immediately succeeding interest payment date, the interest payment date immediately succeeding the date of authentication. The principal of and premium, if any, on this Bond are payable to the registered Owner hereof upon presentation and surrender of this Bond at the principal office of the Treasurer of the City in Los Angeles, California, or at the principal office of any successor as paying agent for this Bond. Interest on this Bond shall be paid by check or draft mailed to the registered Owner hereof as of the close of business on the Record Date at such registered owner’s address as it appears on the Bond Register. As used herein, "Record Date" means, with respect to an interest payment date, the fifteenth day (whether or not a Business Day) of the month preceding the month in which such interest payment date occurs.
This Bond is one of a duly authorized issue of bonds of the Department, designated as “Department of Water and Power of the City of Los Angeles Power System Revenue Bonds (the “Bonds”), and one of a Series of Bonds designated as the “Power System Revenue Bonds, 2015 Series B” (the “2015 Series B Bonds”) [add appropriate language for Subseries, if applicable] which have been issued pursuant to Section 609 of the Charter and the Constitution and statutes of the State of California for the purposes of refunding certain outstanding Bonds including paying Costs of Issuance of the 2015 Series B Bonds. The creation of said issue, and the terms and conditions of the 2015 Series B Bonds are provided for by Resolution No. 4596 (as the provisions thereof may be amended or modified from time to time, the “Master Resolution”), duly adopted by the Board of Water and Power Commissioners of the City of Los Angeles (the “Board”) on February 6, 2001, as supplemented by Resolution No. 4896 (as the provisions thereof may be amended or modified from time to time, the “Thirty-First Supplemental Resolution”), duly adopted by the Board on __________ , 2015 (the Master Resolution. as supplemented by the Thirty-First Supplemental Resolution, being referred to herein as the “Bond Resolution”) and this reference incorporates the Bond Resolution and the relevant provisions of the Charter and the Constitution and the laws of the State of California herein, and by acceptance hereof the registered Owner of this Bond assents to said terms and conditions. The Bond Resolution was adopted under, and this Bond is issued under and is to be construed in accordance with, the Charter and the Constitution and statutes of the State of California.

This Bond is payable both as to principal and interest, and as to any premium upon the redemption hereof, out of the Power Revenue Fund, and not out of any other fund or moneys of the Department or the City. The Power Revenue Fund is established in and by the Charter, and under the provisions of the Charter all revenue from every source collected by the Department in connection with its possession, management and control of the Power System is required to be deposited in the City Treasury to the credit of the Power Revenue Fund and used only for purposes set forth in said Charter, including the payment of indebtedness incurred for the purposes for which this Bond was issued.

This Bond is transferable as provided in the Bond Resolution, only upon the Bond Register, by the registered Owner hereof in person, or by his or her duly authorized attorney, upon surrender of this Bond at the office of the Chief Financial Officer of the Department, together with a written instrument of transfer satisfactory to such officer duly executed by the registered Owner or his or her duly authorized attorney, and thereupon a new 2015 Series B Bond or Bonds of the same maturity [and Subseries] and in the same aggregate principal amount, shall be issued to the transferee in exchange therefor as provided in the Bond Resolution, and upon payment of any charges therein prescribed. The Department and the Fiscal Agent may deem and treat the person in whose name this Bond was issued on the Bond Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal hereof and any redemption premium and interest due hereon and for all other purposes.

While the 2015 Series B Bonds [add appropriate language for Subseries, if applicable] are Book-Entry Bonds, and special provisions, including payment of principal, premium and interest and transfer, shall apply to the 2015 Series B Bonds [add appropriate language for Subseries, if applicable] as set forth in the Bond Resolution.

[The final redemption provisions will be determined upon pricing of the 2015 Series B Bonds]

The 2015 Series B Bonds [add Subseries designations if applicable] maturing on and after __________ __________, _____ are subject to redemption prior to maturity, at the option of the Department, from any source of available funds, as a whole or in part, on any date or, and after __________ __________, 1, _____, at a redemption price equal to the principal amount to be redeemed, plus accrued but unpaid interest to the redemption date, without premium.
The 2015 Series B Bonds [add Subseries designations if applicable] maturing on _______ , _____ are subject to mandatory redemption from Sinking Fund Installments established for such 2015 Series B Bonds pursuant to the Bond Resolution, at a redemption price equal to the principal amount thereof, without premium, on ___________ 1, ___ and on each ___________ 1 thereafter.

Pursuant to the Bond Resolution, the Department may surrender to the Fiscal Agent 2015 Series B Bonds [add Subseries designations if applicable] of a maturity for which Sinking Fund Installments have been established and reduce its obligations to retire 2015 Series B Bonds [add Subseries designations if applicable] from Sinking Fund Installments as provided in the Bond Resolution.

If less than all of the 2015 Series B Bonds [add Subseries designations if applicable] of like maturity are to be redeemed, the particular 2015 Series B Bonds [add Subseries designations if applicable] of such maturity to be redeemed shall be selected by lot by the Fiscal Agent in such manner as the Fiscal Agent in its discretion may deem fair and appropriate. In the event of an optional redemption, if less than all of the 2015 Series B Bonds [add Subseries designations if applicable] are to be redeemed, the Department may select the maturity or maturities and the principal amount of 2015 Series B Bonds [add Subseries designations if applicable] of each such maturity or maturities to be redeemed.

The 2015 Series B Bonds [add Subseries designations if applicable] are payable upon redemption at the principal office of the Treasurer of the City in Los Angeles, California, or at the principal office of any successor as paying agent for the 2015 Series B Bonds [add Subseries designations if applicable], upon presentation and surrender of the 2015 Series B Bonds [add Subseries designations if applicable] to be redeemed. Notice of redemption, setting forth the place of payment, shall be mailed, by first class mail, not less than 30 days nor more than 60 days before the redemption date, to the registered Owners of the 2015 Series B Bonds [add Subseries designations if applicable] to be redeemed (in whole or in part) as shown on the Bond Register, all in the manner and upon the terms and conditions set forth in the Bond Resolution. If notice of redemption shall have been mailed as aforesaid, and if, on the redemption date, moneys for the redemption of all the 2015 Series B Bonds [add Subseries designations if applicable] or portions thereof to be redeemed, together with unpaid accrued interest to the redemption date, shall be available for such payment on such date, the 2015 Series B Bonds [add Subseries designations if applicable] or portions thereof so called for redemption shall become due and payable on the redemption date therein fixed, and from and after the redemption date interest on such 2015 Series B Bonds [add Subseries designations if applicable] or portions thereof so called for redemption shall cease to accrue and be payable. Under the Bond Resolution, notice of redemption at the option of the Department may be given on a conditional basis. In the event such conditional notice of redemption is given, if on the date established for such redemption of 2015 Series B Bonds [add Subseries designations if applicable] there are not sufficient funds held by the Fiscal Agent to effect such redemption, such redemption of 2015 Series B Bonds [add Subseries designations if applicable] shall be deemed cancelled and the 2015 Series B Bonds [add Subseries designations if applicable] so called for redemption shall continue to be Outstanding on the terms and conditions contained in such 2015 Series B Bonds [add Subseries designations if applicable] and the Bond Resolution and shall bear interest and to be subject to further calls for redemption as provided in the Bond Resolution as if such notice of redemption had not been given.

To the extent and in the manner permitted by the terms of the Master Resolution, the provisions of the Master Resolution may be modified, amended or supplemented by Supplemental Resolutions adopted by the Board with the written consent of the registered Owners of at least a majority in principal amount of the affected Bonds then Outstanding other than Bonds owned by the Department or the City. No such modification, amendment or supplement shall (1) reduce the aforesaid percentage of Bonds the consent of the registered Owners of which is required to effect any such modification or amendment without the consent of the registered Owners of all the outstanding Bonds; or (2) modify the rights or obligations of any Fiduciary without the consent of such Fiduciary.
The Master Resolution may be supplemented without the consent of the registered Owners of any Bonds for the purpose of providing for the issuance of Additional Bonds or Refunding Bonds in accordance with the Master Resolution. The Master Resolution may also be modified, amended or supplemented in any respect without the consent of the registered Owners of any Bonds, so long as such modification, amendment or supplement shall not materially, adversely affect the interests of the registered Owners of the Bonds.

To the extent and in the manner permitted by the terms of the Thirty-First Supplemental Resolution, the provisions of the Thirty-First Supplemental Resolution may be modified, amended or supplemented by Supplemental Resolutions adopted by the Board with the written consent of the registered Owners of at least a majority in principal amount of the affected 2015 Series B Bonds then Outstanding other than 2015 Series B Bonds owned by the Department or the City. No such modification, amendment or supplement shall (1) extend the fixed maturity of any of the 2015 Series B Bonds, or reduce the principal amount thereof or any redemption premium thereon, or reduce the amount of any Sinking Fund Installment therefor, or extend the due date of any such Sinking Fund Installment or reduce the rate of interest thereon or extend the time of payment of interest thereon, without the consent of the registered Owner of each 2015 Series B Bond so affected; (2) reduce the aforesaid percentage of 2015 Series B Bonds the consent of the registered Owners of which is required to effect any such modification, amendment or supplement without the consent of the registered Owners of all the outstanding 2015 Series B Bonds; or (3) modify the rights or obligations of any Fiduciary for the 2015 Series B Bonds without the consent of such Fiduciary.

The Thirty-First Supplemental Resolution may also be modified, amended or supplemented in any respect without the consent of the registered Owners of any 2015 Series B Bonds so long as such modification, amendment or supplement shall not materially, adversely affect the interests of the registered Owners of such 2015 Series B Bonds.

Notwithstanding anything contained in the Thirty-First Supplemental Resolution or in the Master Resolution, if a Credit Support Instrument secures any or all of the 2015 Series B Bonds, except as otherwise provided in Section 10.06 of the Master Resolution, the Credit Provider providing the Credit Support Instrument then securing any 2015 Series B Bonds and not the registered Owners of such 2015 Series B Bonds shall be entitled to consent to the adoption of any modification, amendment or supplement to the Thirty-First Supplemental Resolution or the Master Resolution and any such consent shall be deemed the consent of the registered Owners of such 2015 Series B Bonds.

It is hereby certified and recited that any and all acts, conditions and things required to exist, to happen and to be performed, precedent to and in the incurring of the indebtedness evidenced by this Bond, and in the issuing of this Bond, exist, have happened and have been performed in due time, form and manner, as required by the Constitution and statutes of the State of California and the Charter and all ordinances of the City, and that this Bond, together with all other indebtedness of the Department payable from the Power Revenue Fund, is within every debt and other limit prescribed by the Constitution and statutes of the State of California and the Charter.

IN WITNESS WHEREOF the Department of Water and Power of the City of Los Angeles has caused this Bond to be executed in its name by its duly authorized representatives and its official seal (or a facsimile thereof) to be affixed hereto, or imprinted hereon, all as of the ______________ day of ______________, 2015.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES
Acting by and through the Board of Water and Power Commissioners of the City of Los Angeles

(SEAL)

By ____________________________

President
ATTEST:

________________________  
Secretary  
AND  
________________________  
Chief Financial Officer  
of the Department of Water and Power  
of the City of Los Angeles  

[FORM OF CERTIFICATE OF AUTHENTICATION ON ALL 2015 SERIES B BONDS]  
[add Subseries designations if applicable]  
CERTIFICATE OF AUTHENTICATION  

This Bond is one of the 2015 Series B Bonds [add Subseries designations if applicable] delivered pursuant to the within-mentioned Bond Resolution.

________________________  
Chief Financial Officer  
of the Department of Water and Power  
of the City of Los Angeles,  
Fiscal Agent  

Date of Authentication: ________________  

ASSIGNMENT  
FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto  

________________________  
(Please Print or Type Name and Address of Assignee)  

PLEASE INSERT SOCIAL SECURITY OR OTHER  
TAX IDENTIFICATION NUMBER OF ASSIGNEE  

the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints  

________________________  
to transfer the within Bond on the books kept for registration thereof with full power of  
substitution in the premises.  

Dated:  

________________________  
(Signature of Assignor)  

Signature guaranteed:  

Notice: The signature on this assignment must  
correspond with the name of the registered Owner as  
it appears upon the face of the within Bond in every  
particular without alteration or enlargement or any  
change whatsoever.  

________________________  
(Bank, Firm or Trust Company)
RESOLUTION NO. 4897

RESOLUTION OF THE BOARD OF WATER AND POWER COMMISSIONERS OF THE CITY OF LOS ANGELES

Authorizing the Execution and Delivery of a Contract of Purchase relating to Department of Water and Power of the City of Los Angeles Power System Revenue Bonds and Approving Certain Related Documents and Actions

Resolution No. 4897

WHEREAS, the Board of Water and Power Commissioners of the City of Los Angeles (the "Board") has adopted Resolution No. 4596 (the "Master Resolution") providing the terms and conditions for the issuance by the Department of Water and Power of the City of Los Angeles (the "Department"), pursuant to Section 609 of The Charter of The City of Los Angeles (the "Charter") and Ordinance No. 172,353 of the City of Los Angeles of Power System Revenue Bonds (the "Bonds") payable out of the Power Revenue Fund established by the Charter and with respect to any particular Bonds from such other sources as may be specified in the supplemental resolution authorizing such Bonds; and

WHEREAS, the Board has adopted Resolution No. 4896 (the "Thirty-First Supplemental Resolution") authorizing the issuance, in a single Series or in two or more Subseries, of Department of Water and Power of the City of Los Angeles Power System Revenue Bonds, 2015 Series B (the "2015 Series B Bonds") pursuant to the Master Resolution as supplemented by the Thirty-First Supplemental Resolution (collectively, the "2015 Series B Bond Resolution"); and

WHEREAS, the 2015 Series B Bonds are being issued for the purpose of providing funds to refund all of the outstanding Department of Water and Power of the City of Los Angeles Power System Revenue Bonds, 2012 Series C (the "Refunded Bonds"); and

WHEREAS, in connection with the refunding of the Refunded Bonds, the Department proposes that the Board authorize the execution and delivery of an escrow agreement (the "Escrow Agreement") between the Department and U.S. Bank National Association substantially in the form on file with the Secretary of the Board (the "Secretary"); and

WHEREAS, in connection with the issuance and sale of the 2015 Series B Bonds, the Department has prepared a preliminary official statement (the "Preliminary Official Statement"), substantially in the form on file with the Secretary; and

WHEREAS, the Department proposes that the Board authorize the execution and delivery of the Contract of Purchase relating to the 2015 Series B Bonds (the "Contract of Purchase"), substantially in the form on file with the Secretary, with Citigroup Global Markets Inc., Fidelity Capital Markets, a division of National Financial Services L.L.C, Loop Capital Markets LLC, Stifel, Nicolaus & Company, Incorporated, Stem Brothers & Co. and U.S. Bancorp Investments, Inc. (collectively, the "Underwriters"), pursuant to which the Underwriters will purchase the 2015 Series B Bonds for reoffering to the public; and

WHEREAS, after having reviewed and considered the terms and conditions of the Escrow Agreement, the Preliminary Official Statement and the Contract of Purchase, in each case in the form on file with the Secretary, the Board now desires to authorize the distribution of the Preliminary Official Statement, the execution and delivery of an official statement relating to the 2015 Series B Bonds, the Escrow Agreement and the Contract of Purchase and the performance of such additional acts as may be necessary or desirable to effect the refunding of the Refunded Bonds as contemplated by the 2015 Series B Bond Resolution and the Escrow Agreement, the issuance of the 2015 Series B Bonds and the sale thereof pursuant to the Contract of Purchase subject to the provisions of this Resolution and the 2015 Series B Bond Resolution;
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF WATER AND
POWER COMMISSIONERS OF THE CITY OF LOS ANGELES:

Section 1. Subject to the limitations with respect to the terms of the 2015 Series B
Bonds contained in this Section, the Contract of Purchase, in substantially the form on file
with the Secretary, and the performance by the Department of its obligations thereunder, are
hereby approved, authorized and adopted. The General Manager, the Chief Financial Officer
(as defined in the 2015 Series B Bond Resolution, as applicable) and the Assistant Auditor
(each a “Designated Officer”), acting singly, is hereby authorized, in the name and on behalf
of the Department, to execute and deliver to the Underwriters the Contract of Purchase in
substantially said form, with such immaterial changes, insertions and deletions therein as the
Office of the City Attorney of the City of Los Angeles (the “City Attorney”) may approve,
such approval to be conclusively evidenced by the City Attorney’s stamp as to form and
legality thereon.

The Designated Officer executing the Contract of Purchase is hereby authorized to
determine the purchase price to be paid for the 2015 Series B Bonds under the Contract of
Purchase; provided however, that the underwriters’ discount (exclusive of original issue
discount) with respect to the 2015 Series B Bonds shall not be more than 1% of the
aggregation of the principal amounts of the 2015 Series B Bonds. The original issue discount,
if any, with respect to the 2015 Series B Bonds shall not exceed 10% of the aggregation of the
principal amounts of the 2015 Series B Bonds to which such original issue discount shall
apply. The sale of the 2015 Series B Bonds to the Underwriters on the terms and conditions
contained in the Contract of Purchase, as the same may be completed in accordance with the
provisions of this Resolution, with such immaterial changes, insertions and deletions therein
as are authorized hereby, is hereby approved and authorized.

If it is determined to be in the best interest of the Department by a Designated Officer
executing the Contract of Purchase that the Department should enter into separate purchase
contracts with the Underwriters with respect to the Subseries of the 2015 Series B Bonds (if
the 2015 Series B Bonds are issued in Subseries), each Designated Officer is hereby
authorized to execute such separate contracts of purchase; provided that each such contract of
purchase shall be in the form of the Contract of Purchase on file with the Secretary with such
changes as are authorized by this Resolution and the terms of the sale of each of the 2015
Series B Bonds shall conform to the requirements set forth herein with respect to the terms of
sale of the 2015 Series B Bonds under the Contract of Purchase.

Section 2. The Preliminary Official Statement, in substantially the form on file
with the Secretary, is hereby approved and adopted. Each Designated Officer, and each of the
President and Vice President of the Board, acting singly, is hereby authorized to make
changes to the form of the Preliminary Official Statement approved by this Resolution to
conform to updated information and changed circumstances (so long as such updated
information or changed circumstances do not change the financing parameters set forth in this
Resolution or in the 2015 Series B Bond Resolution) which occur prior to distributing the
Preliminary Official Statement in connection with the offering and sale of the 2015 Series B
Bonds. Prior to the distribution of the Preliminary Official Statement, each Designated
Officer, and each of the President and Vice President of the Board, acting singly, is hereby
authorized to deem the Preliminary Official Statement final as of its date for purposes of Rule
15c2-12 of the Securities and Exchange Commission, such action to be conclusively
evidenced by the distribution of the Preliminary Official Statement. The distribution (via
written format and/or electronic means) by the Underwriters and the use by the Department
and the Underwriters of the Preliminary Official Statement in connection with the offering
and sale of the 2015 Series B Bonds are hereby approved and authorized.

If it is determined to be in the best interest of the Department by any Designated
Officer that more than one preliminary official statement be distributed with respect to the
2015 Series B Bonds or any Subseries of the 2015 Series B Bonds (if the 2015 Series B Bonds
are issued in Subseries), then the distribution (via written format and/or electronic means) by
the Underwriters and the use by the Department and the Underwriters of each such separate
preliminary official statement in connection with the offering and sale of the 2015 Series B
Bonds or any Subseries of the 2015 Series B Bonds (if the 2015 Series B Bonds are issued in
Subseries) are hereby approved and authorized; provided that each such preliminary official
statement shall be in the form of the Preliminary Official Statement on file with the Secretary with such changes as are authorized by this Resolution.

Section 3. The preparation and delivery of a final Official Statement in connection with the 2015 Series B Bonds (the “Official Statement”) and its use by the Underwriters in connection with the offering and sale of the 2015 Series B Bonds, are hereby approved and authorized. The Official Statement shall be in substantially the form of the Preliminary Official Statement with such additions to reflect the terms of the 2015 Series B Bonds and with any changes to the form of the Preliminary Official Statement to conform to updated information and changed circumstances (so long as such updated information or changed circumstances do not change the financing parameters set forth in this Resolution or in the 2015 Series B Bond Resolution) which occur prior to the execution of the Official Statement. Each Designated Officer, and each of the President and Vice President of the Board, acting singly, is hereby authorized to execute the Official Statement and any amendment and/or supplement thereto contemplated by the applicable Contract of Purchase. The delivery to the Underwriters of the executed Official Statement and the distribution (via written format and/or electronic means) by the Underwriters of the Official Statement, and any such amendment or supplement in connection with the sale of the 2015 Series B Bonds, are hereby approved and authorized.

If it is determined to be in the best interest of the Department by the Designated Officer executing the Contract of Purchase that more than one official statement be distributed with respect to the 2015 Series B Bonds or any Subseries of the 2015 Series B Bonds (if the 2015 Series B Bonds are issued in Subseries), then each Designated Officer, and each of the President and Vice President of the Board, acting singly, is hereby authorized to execute each such separate official statement and any amendment and/or supplement thereto contemplated by the Contract of Purchase, and the delivery to the Underwriters of each such executed official statement and the distribution (via written format and/or electronic means) by the Underwriters, and any such amendment or supplement in connection with the sale of the 2015 Series B Bonds or any Subseries of the 2015 Series B Bonds (if the 2015 Series B Bonds are issued in Subseries) are hereby approved and authorized; provided that each such official statement shall be in the form of the Preliminary Official Statement on file with the Secretary with such changes as are authorized by this Resolution.

Section 4. The Continuing Disclosure Certificate to be dated the date of delivery of the 2015 Series B Bonds and relating to the 2015 Series B Bonds (the “Continuing Disclosure Certificate”) in substantially the form set forth in the Preliminary Official Statement is hereby approved and authorized. The Department’s obligation to provide the information as described therein is approved and each Designated Officer, acting singly, is hereby authorized, in the name and on behalf of the Department, to execute and deliver the Continuing Disclosure Certificate in substantially said form, as required by Rule 15c2-12, with such immaterial changes, insertions and deletions therein as the City Attorney may approve, such approval to be conclusively evidenced by the City Attorney’s stamp as to form and legality thereon.

Section 5. Subject to the limitations with respect to the terms of the 2015 Series B Bonds contained in this Resolution and in the 2015 Series B Bond Resolution, the Escrow Agreement, in substantially the form on file with the Secretary, and the performance by the Department of its obligations thereunder, are hereby approved and authorized. If it is determined to be in the best interest of the Department by the Designated Officer executing the Contract of Purchase to execute the Escrow Agreement in connection with the redemption of the Refunded Bonds, then each Designated Officer, acting singly, is hereby authorized and directed, in the name and on behalf of the Department, to execute and deliver to U.S. Bank National Association the Escrow Agreement in substantially said form, with such immaterial changes, insertions and deletions therein as the City Attorney may approve, such approval to be conclusively evidenced by the City Attorney’s stamp as to form and legality thereon; provided, however, the Designated Officer executing the Escrow Agreement shall determine at the time of execution of the Escrow Agreement, which DeFeasance Securities, if any, shall be purchased with moneys deposited in the Escrow Fund.
Section 6. If the 2015 Series B Bonds are issued in multiple Subseries, as authorized by the 2015 Series B Bond Resolution, then a separate Preliminary Official Statement, Official Statement, Contract of Purchase and/or a Continuing Disclosure Certificate, in each case relating to the 2015 Series B Bonds of each Subseries, may be delivered in connection with each such Subseries, with appropriate insertions, deletions and modifications therein to reflect the terms and conditions applicable to such particular Subseries. If the 2015 Series B Bonds are issued in multiple Subseries, as authorized by the 2015 Series B Bond Resolution, then references to the 2015 Series B Bonds in this Resolution shall be deemed to be references to the respective Subseries of the 2015 Series B Bonds:

Section 7. Each Designated Officer, acting singly, is hereby authorized, in the name of and on behalf of the Department, to effect the issuance and sale of the 2015 Series B Bonds as provided in the 2015 Series B Bond Resolution and this Resolution and the refunding of the Refunded Bonds as contemplated by the 2015 Series B Bond Resolution and the Escrow Agreement, including without limitation, the distribution (via written format and/or electronic means) of the Preliminary Official Statement and the Official Statement, the execution and delivery of the Contract of Purchase, the Escrow Agreement, the Continuing Disclosure Certificate and the Official Statement, and the carrying out of the terms of such documents. Each Designated Officer, acting singly, is hereby further authorized, in the name of and on behalf of the Department, to (a) draw demands on the Power Revenue Fund for the payment of the obligations arising from and in connection with the 2015 Series B Bond Resolution and this Resolution (including any transfers from the Power Revenue Fund to the Escrow Fund contemplated by the Escrow Agreement) and any agreements relating thereto, including but not limited to costs and expenses of rating agencies such as Moody’s, Standard and Poor’s and Fitch (as such terms are defined in the 2015 Series B Bond Resolution) or any future rating agency then rating the 2015 Series B Bonds, any costs or expenses owed to a Credit Provider for the 2015 Series B Bonds and any costs and expenses relating to printing the Preliminary Official Statement and the Official Statement, (b) execute all certificates and other instruments necessary to effectuate the execution and delivery of the 2015 Series B Bonds, including but not limited to the execution and delivery of the 2015 Series B Bonds Tax Certificate as required by the 2015 Series B Bond Resolution and the execution and delivery of documents required by a Securities Depository for the 2015 Series B Bonds, (c) take all actions necessary or convenient to refund the Refunded Bonds with the proceeds of the 2015 Series B Bonds and moneys in the Power Revenue Fund as contemplated by the 2015 Series B Bond Resolution and the Escrow Agreement and (d) perform such ministerial acts, that are necessary in order to carry out the authority conferred by this Resolution and by the 2015 Series B Bond Resolution or to evidence said authority and its exercise.

Section 8. Pursuant to Section 1022 of the Charter, the Board hereby determines that the work to be performed by Public Resources Advisory Group as financial advisor to the Department, Orrick, Herrington & Sutcliffe LLP as bond counsel and disclosure counsel to the Department, and in the event that the Escrow Agreement is delivered in connection with the Refunded Bonds, U.S. Bank National Association as escrow agent under the Escrow Agreement and any firm qualified as an Independent Certified Public Accountant of recognized national standing under the Master Resolution, as selected by any Designated Officer, acting singly, as verification agent under the Escrow Agreement, in connection with the issuance of the 2015 Series B Bonds can be performed more feasibly by such entities than by Department or other City employees.

Section 9. The effectiveness of this Resolution is subject to Section 245 of the Charter and the Procedural Ordinance.

Approval moved by Commissioner Fleming.

Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., President Levine;

Noes, None.

Commissioner Noonan returned to the Board Room at 12:32 p.m.
Commissioner Noonan moved adoption of the following 2 resolutions, approved as to form and legality by the City Attorney:

**ITEM NO. 22** – Recommends Authorization to enter into a Lease and Management Agreement with the Los Angeles Cleantech Incubator, Inc. for the La Kretz Innovation Campus. The term of this Agreement is for 20 years and the option to extend the term for up to ten years. Submitted by Chief Sustainability and Economic Development Officer.

City Council approval is required.

**RESOLUTION NO. 016 032**

WHEREAS, the Department of Water and Power of the City of Los Angeles (LADWP) previously purchased the real property located at 525 and 537 South Hewitt Street and 516 and 542 Colyton Street, Los Angeles, California, and all improvements located thereon (the “Property”); and

WHEREAS, LADWP previously determined that the La Kretz Innovation Campus (Campus) would be constructed and located on the Property; and

WHEREAS, the Board of Water and Power Commissioners of the City of Los Angeles (Board) authorized LADWP to enter into a Memorandum of Understanding (MOU) with the Community Redevelopment Agency of the City of Los Angeles, California to establish a clean technology incubation program at the Campus as a key component of the City of Los Angeles’ economic development strategy (authorized by Board Resolution No. 010 298 on April 20, 2010); and

WHEREAS, pursuant to Board Resolution No. 014 042 adopted on August 27, 2013, LADWP ground leased the Property to La Kretz Innovation Campus, a nonprofit public benefit corporation (Corporation), and the Corporation, as lessor, subleased the Property back to LADWP, as lessee, for construction and operation as part of financing the Campus improvements under the New Markets Tax Credit Program, established in 2000 as part of the Community Renewal Tax Relief Act of 2000; and

WHEREAS, this clean technology incubation program, managed by Los Angeles Cleantech Incubator, Inc. (LACI), a 501(c)(3) non-profit organization, is also designed to assist LADWP in meeting its legally mandated water conservation and energy goals by guiding the development of new clean technology concepts, products and systems; and

WHEREAS, LACI will be located at the Campus which will house a synergistic mix of clean technology tenants, including, but not limited to, LADWP’s energy efficiency and water conservation laboratories, a customer engagement and emerging technology center and cutting edge exhibitions demonstrating the latest technologies promoting water and energy conservation; and

WHEREAS, LACI desires to lease a portion of the Campus and be responsible for the management, operation, and maintenance of the entire Campus pursuant to the terms and conditions of a Lease and Management Agreement (Agreement) and in accordance with an annual operating budget approved by LADWP; and

WHEREAS, pursuant to Section 606 of the Charter of the City of Los Angeles (City Charter), approval of the City Council of the City of Los Angeles (City Council) is required for LADWP to enter into the Agreement; and

NOW, THEREFORE, BE IT RESOLVED that the Agreement, approved as to form and legality by the City Attorney, on file with the Secretary of the Board, and now before this Board in connection with this Resolution, whereby LADWP (i) for and in consideration of one (1) dollar per year plus mutual benefits to be derived, gives permission to LACI to use a portion of the Campus for the purposes and upon the terms and conditions set forth in said Agreement, and (ii) appoints LACI to manage the entire Campus in accordance with an annual operating budget approved by LADWP and upon the terms and conditions set forth in said Agreement, be and the same is hereby authorized and approved; and
BE IT FURTHER RESOLVED that pursuant to the City Charter Section 605(b), the Board finds that: (1) the portions of the Property to be leased for use by LACI are not presently needed for Department purposes; and (2) the grant of this lease will not interfere with Departmental purposes; and

BE IT FURTHER RESOLVED that the City Council is requested to approve said Agreement as provided in the City Charter Section 606; and

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 said Agreement and subsequent amendments thereto, for and on behalf of LADWP; and

BE IT FURTHER RESOLVED that the Chief Accounting Employee of LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund, the Water Revenue Fund and other grant funding received by LADWP for payment of the obligations arising under said Agreement, which amount is currently estimated not to exceed $895,000 annually.

ITEM NO. 23 – Authorizes execution of Participation Agreement for Design and Build Services as a Southern California Public Power Authority. Award to Cinnabar California, Inc. for a term of 36 months and an amount not to exceed $3,400,000. Submitted by Chief Sustainability and Economic Development Officer.

RESOLUTION NO. 016 033

WHEREAS, the Southern California Public Power Authority (SCPPA) pursuant to the needs of its member utilities, including Los Angeles Department of Water and Power (LADWP) entered into an agreement with Cinnabar California, Inc. (Cinnabar) for design & build services related to interactive displays and/or exhibits for the La Kretz Innovation Campus; and

WHEREAS, Cinnabar is prepared to offer these services to the SCPPA member agencies; and

WHEREAS, a Participation Agreement for Design & Build Services between LADWP and SCPPA was drafted and, once executed, would authorize LADWP to receive these services using SCPPA’s Agreement with Cinnabar; and

NOW, THEREFORE, BE IT RESOLVED that LADWP intends to use the Participation Agreement for Design & Build Services between LADWP and SCPPA to obtain services for a period of three years from the date of execution of this resolution at a cost not to exceed $3,400,000.

BE IT FURTHER RESOLVED that the Participation Agreement for Design & Build Services between LADWP and SCPPA, approved as to form and legality by the City Attorney and filed with the Secretary of the Board is hereby approved.

BE IT FURTHER RESOLVED, that pursuant to City Charter Section 1022, the Board finds that the services covered under this Agreement are for expert services and can be performed more feasibly by an independent contractor than by City employees.

BE IT FURTHER RESOLVED, that the Chief Accounting Employee of the LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund in payment of the obligations arising under this Agreement and this resolution.

BE IT FURTHER RESOLVED, that the President or Vice President, or the General Manager, or General Manager’s designee, and the Secretary, Assistant Secretary, or the Acting Secretary of the Board are hereby authorized and directed to execute said agreement for and on behalf of LADWP.
ITEM NO. 24 – Authorizes Agreement No. 47347-6 for Supplemental Customer Contact Center. Award to GC Services Limited Partnership for a term of three years and an amount not to exceed $10,000,000. Submitted by Chief Administrative Officer Dr. Frederick Pickel commented on this item.

RESOLUTION NO. 016 034

WHEREAS, Los Angeles Department of Water and Power (LADWP) proposes to enter into Agreement No. 47347-6 with GC Services Limited Partnership (GC Services) for Customer Contact Center supplemental support services for a term of 36 months; and

WHEREAS, LADWP evaluated, interviewed firms, contacted references, and found GC Services as the most qualified to provide Customer Contact Center supplemental support services; and

WHEREAS, GC Services has reviewed the services to be provided and incorporated in this Agreement, and represents that it has the qualities, expertise, skills, and abilities to perform such work; and

WHEREAS, the Letter of Agreement (LOA) between LADWP and the International Brotherhood of Electrical Workers, Local 18, entitled, “Customer Service Division Supplemental Customer Contact Center (SCCC) Third Party Support Services” defines the procedures for the usage of the Agreement No. 47347-6 in the LOA, attached as Attachment A.

NOW, THEREFORE, BE IT RESOLVED that LADWP proposes to enter into Agreement No. 47347-6 with GC Services in an amount not to exceed $10,000,000.

BE IT FURTHER RESOLVED that pursuant to City Charter Section 1022, the Board finds that it is more feasible to have the work performed by an independent contractor.

BE IT FURTHER RESOLVED that Agreement No. 47347-6, approved as to form and legality by the City Attorney, and filed with the Secretary of the Board, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund(s), in accordance with the terms of this agreement and this resolution.

BE IT FURTHER RESOLVED that the President or Vice President, 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 said agreement for and on behalf of LADWP.

Approval moved by Commissioner Funderburk, Jr.

Seconded by Commissioner Levine and carried by the following vote:

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.
The following items were presented by the Secretary and ordered filed.

ITEM NO. 25A – Monthly reports of activities for the following:

1. Water System – April 2015

ITEM NO. 25B – Report for informational purposes:

1. Quarterly Status Report on Water Quality Regulatory Compliance Projects – Fourth Quarter for April 1 to June 30, 2015

ITEM NO. 26 - Reports by Management concerning matters relating to Department operations, as follows:


1 Public Speaker addressed the Board. Dr. Frederick Pickel commented on this item.

COMMISSIONER NOONAN moved the meeting be adjourned.

Seconded by Commissioner Fleming and carried by the following votes;

Ayes, Commissioner Barad, Fleming, Funderburk, Jr., Noonan, President Levine;

Noes, None.

MEETING ADJOURNED at 1:37 p.m.

An announcement was made in Board Room at 3:12 p.m. concerning Item Nos. 26/A.1, and 26/A.2.

SIGNED:

[Signature]
SECRETARY

[Signature]
PRESIDENT

ATTEST: