



BEFORE THE PUBLIC UTILITIES COMMISSION OF THE **FILED**

STATE OF CALIFORNIA

06-29-12
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In the Matter of the Application of Southern)
California Edison Company (U 338-E) for) Application No. 12-06-
Approval of an Amendment to a Power Purchase) **A1206017**
Agreement Between the Utility and Desert View)
Power and for Authority to Recover the Costs of)
Any Purchases Under the Amendment in Rates.)

APPLICATION OF SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E) FOR
APPROVAL OF AMENDMENT TO POWER PURCHASE AGREEMENT WITH
DESERT VIEW POWER

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Dated: **June 29, 2012**

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**

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**APPLICATION OF SOUTHERN CALIFORNIA EDISON COMPANY (U 338-E) FOR
APPROVAL OF AMENDMENT TO POWER PURCHASE AGREEMENT WITH
DESERT VIEW POWER**

Pursuant to sections 701 and 451 of the Public Utilities Code, Southern California Edison Company (“SCE”) submits this Application for approval of an amendment to the power purchase agreement between Desert View Power (“DVP”) and SCE.¹

I.

INTRODUCTION

DVP,² a 45 MW biomass facility, has been providing power to SCE pursuant to a Qualifying Facilities (“QF”) Interim Standard Offer 4 contract (“Power Procurement Agreement” or “PPA”) since December 20, 1991. The parties entered into an agreement in June 2001 and then again in May 2006 to provide for deliveries pursuant to a fixed price. The second

¹ The testimony submitted concurrently in support of this Application contains confidential information protected from disclosure pursuant to Commission decisions and applicable law. Accordingly, SCE is serving both non-public and public versions of this testimony (the latter redacting confidential information contained in the testimony).

² Formerly Colmac Energy Inc.

Fixed Price Agreement (“Fixed Price Agreement” or “FPA”) expired on May 1, 2012. In March of 2011, DVP approached SCE expressing concern over DVP’s ability to continue operations after the expiry of the FPA. DVP participated unsuccessfully in SCE’s Fixed Price Request for Offers³ and SCE’s Renewable Request for Proposals,⁴ and made bilateral pricing proposals to SCE in an effort to reach an agreement on a price that would sustain the project. None of DVP’s pricing offers presented sufficient value for SCE’s customers. Furthermore, due to the substantial capacity obligation due by DVP, SCE was unwilling to offer, and the DVP PPA did not provide, a way to terminate the PPA that was agreeable to both parties.

In an effort to provide value for SCE’s customers and reach a mutually beneficial outcome, the parties agreed to an amendment to the PPA whereby the delivery term of the PPA would be suspended for a number of years (“Suspension Period”) – thereby allowing DVP to sell power to a third party – and SCE would have the option to resume deliveries under the PPA at the end of the Suspension Period at the price and terms agreed upon by the parties in the Amendment (the “Amendment”). DVP has located a third party purchaser for its power during the Suspension Period.

This Application seeks approval of the Amendment and for authority to recover in rates the costs of any purchases pursuant to the PPA in the event that SCE decides to exercise the option to resume deliveries under the PPA at the end of the Suspension Period. As described in more detail in this Application and the accompanying testimony, the Amendment provides commensurate ratepayer benefits, it is consistent with Commission decisions concerning amendment of QF contracts, and it is consistent with SCE’s 2011 and 2012 Renewables Portfolio

³ On October 13, 2011, SCE launched a QF Fixed-Price Request for Offers (RFO) from respondents seeking to change the energy price within their existing QF Power Purchase Agreements from Short-Run Avoided Cost-based energy payments to a fixed energy price by entering into fixed energy price agreements with SCE. The Fixed-Price RFO concluded on December 8, 2011, when SCE signed 3 Fixed Price Energy Agreements.

⁴ On May 13, 2011, in accordance with Commission Decision 11-04-030, SCE launched a Request for Proposals from Eligible Renewable Energy Resource Suppliers for Renewable Products (RFP) to supply renewable products sufficient to permit SCE to execute one or more purchase and sale agreements in substantially the form requested. The RFP concluded on August 19, 2011, when SCE advised Sellers on the status of their proposals relative to SCE’s shortlist.

Standard (“RPS”) Procurement Plans. SCE requests the Commission expeditiously approve the Amendment.

II.

SCE’S REQUEST FOR APPROVAL IS CONSISTENT WITH COMMISSION DECISIONS

A. Bilateral Negotiations and Amendments to QF Contracts Are Permitted

This Application is consistent with Commission decisions concerning bilateral contracting with QFs and Amendments to existing QF contracts. Specifically, in Decision (“D.”) 07-09-040, the Commission’s Opinion on Future Policy and Pricing for QFs, the Commission stated that nothing in its decision bars QFs desiring more flexible contract options from participating in utility resource solicitations or bilateral negotiations.⁵ Further, amendments to QF contracts are permitted when commensurate concessions are made by the QF to the benefit of ratepayers.⁶ As described in more detail in the accompanying testimony, the Amendment results in significant benefits for customers in the form of avoided above-market payments, collateral during the Suspension Period which may be retained by SCE if deliveries under the PPA are not recommenced, and increased performance obligations if the option to recommence the delivery term of the PPA is exercised. As such, the Amendment is reasonable, appropriate, and consistent with Commission decisions.

B. Emissions Performance Standard

The Emissions Performance Standard establishes a minimum performance standard for any long-term financial commitment for baseload generation that will be supplying power to California customers. In particular, Senate Bill 1368 and D.07-01-039 prohibit load serving

⁵ D.07-09-040 at 122.

⁶ D.99-02-085 at 15-16 (citing D.88-10-032 at Conclusion of Law 3).

entities from entering into a contract for five years or more for “baseload generation.” Pursuant to D.07-01-039, generating facilities using biomass that would otherwise be disposed of utilizing open burning, forest accumulation, landfill, spreading, or composting is deemed EPS-compliant. The DVP facility is a biomass facility which recycles wood waste and therefore meets these requirements.

C. Pursuant to Commission Decision, SCE Must File for Approval of the DVP Amendment Through the Application Process

D.04-12-048 requires that contracts with greater than a five-year term require an application and D.06-12-009 clarifies that modifications and amendments of QF contracts with terms less than five years may be addressed through the filing of an advice letter. Because the delivery term of the PPA is suspended for 10 years pursuant to the Amendment, and the remaining term of the PPA is 9.75 years (subject to SCE’s exercise of its option to recommence the term of the PPA), this Amendment must be submitted for approval via application.

III.

STATUTORY AND PROCEDURAL REQUIREMENTS

A. Statutory and Other Authority

SCE files this Application pursuant to the provisions of Public Utilities Code sections 701 and 451, the Commission’s Rules of Practice and Procedure, and prior orders and resolutions of the Commission.

B. Legal Name and Principal Place of Business

The applicant is Southern California Edison Company, an electric public utility organized and existing under the laws of the State of California. The location of SCE’s principal place of business is 2244 Walnut Grove Avenue, Post Office Box 800, Rosemead, California 91770.

C. **Correspondence or Communications**

Please address correspondence or communications in regard to this Application to:

Amber Dean Wyatt
Southern California Edison Company
Post Office Box 800
Rosemead, California 91770
Telephone: (626) 302-6961
Facsimile: (626) 302-3990
E-mail: Amber.Wyatt@sce.com
Case.Admin@sce.com

D. **Categorization, Hearings, and Issues to be Considered**

1. **Proposed Category**

SCE proposes that this proceeding be categorized as “ratesetting” because the PPA constitutes a “mechanism that . . . sets the rates” for SCE, “a specifically named utility.” *See* Rule 1.3 (e) of the Commission’s Rules of Practice and Procedure. In addition, Rule 7.1(e)(2) provides that if a proceeding does not clearly fit within one of the three established categories, the proceeding generally should be conducted under the rules for ratesetting proceedings.

2. **Need for Hearings**

This Application and the testimony submitted herewith contain sufficient information and constitute a sufficient record for the Commission to rule on the Application in accordance with Public Utilities Code sections 701 and 451 without the need for evidentiary hearings.

3. **Proposed Schedule**

The DVP Amendment should be approved on an expedited schedule. The Amendment contains a specific timeline by which CPUC approval must be received or

the agreement may terminate. Additionally, DVP requires prompt approval in order to avoid termination of their power purchase agreement with a third-party purchaser.

Specifically, SCE proposes the following expedited schedule:

Application Filed	June 29, 2012
Daily Calendar Notice Appears	July 6, 2012
Protests and Responses Due	August 6, 2012
Reply to Protests and Responses Due	August 16, 2012
Proposed Decision Mailed	September 25, 2012
Comments on Proposed Decision Due	October 15, 2012
Reply Comments Due	October 22, 2012
Final Decision Issued	October 25, 2012

4. Issues to be Considered

The issues to be considered in connection with this Application are specified in the Prayer for Relief, Section III, below.

E. Articles of Incorporation

A copy of SCE's Certificate of Restated Articles of Incorporation, effective on March 2, 2006, and presently in effect, certified by the California Secretary of State, was filed with the Commission on March 14, 2006, in connection with Application No. 06-03-020,⁷ and is incorporated herein by this reference pursuant to Rule 2.2 of the Commission's Rules of Practice and Procedure.

⁷ Application No. 06-03-020, filed on March 14, 2006, addresses early transfer of Anaheim's share of SONGS 2 and 3 to SCE.

A copy of SCE's Certificate of Determination of Preferences of the Series D Preference Stock filed with the California Secretary of State on March 7, 2011, and as presently in effect, certified by the California Secretary of State, was filed with the Commission on April 1, 2011, in connection with Application No. 11-04-001, and is by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series E Preference Stock filed with the California Secretary of State on January 12, 2012, and a copy of SCE's Certificate of Increase of Authorized Shares of the Series E Preference Stock filed with the California Secretary of State on January 31, 2012, and as presently in effect, certified by the California Secretary of State, were filed with the Commission on March 5, 2012, in connection with Application No. 12-03-004, and are by reference made a part hereof.

A copy of SCE's Certificate of Determination of Preferences of the Series F Preference Stock filed with the California Secretary of State on May 5, 2012, and as presently in effect, certified by the California Secretary of State, is attached hereto as Exhibit A.

Certain classes and series of SCE's capital stock are listed on a "national securities exchange" as defined in the Securities Exchange Act of 1934 and copies of SCE's latest Annual Report to Shareholders and its latest proxy statement sent to its stockholders has been filed with the Commission with a letter of transmittal dated March 16, 2012, pursuant to General Order Nos. 65-A and 104-A of the Commission. A copy of SCE's Certificate of Restated Articles of Incorporation, effective on March 2, 2006, and presently in effect, certified by the California Secretary of State, was filed with the Commission on March 14, 2006, in connection with Application No. 06-03-020 as is by reference made a part hereof.

F. Service

SCE has served a copy of this Application and a Notice of Availability of the redacted public version of its supporting testimony on all parties to R.11-05-005 and R.12-03-014. SCE has served a copy of this Application and the unredacted confidential version of its supporting testimony on the Commission.

IV.

PRAYER FOR RELIEF

SCE respectfully requests that the Commission:

1. Grant expedited consideration of this Application;
2. Approve the Amendment to the DVP PPA in its entirety;
3. Grant SCE the authority to exercise or not exercise the option to recommence the delivery term of the PPA, subject only to further review with respect to the reasonableness of SCE's administration of the DVP PPA as amended by the Amendment;
4. Find that the DVP Amendment is reasonable and prudent for all purposes, including, but not limited to, recovery in rates of payments made pursuant the Amendment, subject only to further review with respect to the reasonableness of SCE's administration of the DVP PPA as amended by the Amendment; and
5. Grant such other and further relief as the Commission finds just and reasonable.

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Respectfully submitted,

JENNIFER TSAO SHIGEKAWA
AMBER DEAN WYATT

/s/ Amber Dean Wyatt

By: Amber Dean Wyatt

Attorneys for
SOUTHERN CALIFORNIA EDISON COMPANY

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June 29, 2012

VERIFICATION

I am an officer of the applicant corporation herein and am authorized to make this verification on its behalf. I am informed and belief that the matters state in the foregoing document are true.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 29th day of June 2012, at Rosemead, California.

/s/ Marc L. Ulrich _____

Marc L. Ulrich

Vice President, Renewable and Alternative Power
SOUTHERN CALIFORNIA EDISON COMPANY

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, California 91770

Attachment A

Certificate of Determination for Series F Preference

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 14 2012

**CERTIFICATE OF DETERMINATION OF PREFERENCES OF THE
SERIES F PREFERENCE STOCK**

SOUTHERN CALIFORNIA EDISON COMPANY

We, the undersigned, being the Vice President and the Assistant Treasurer, respectively, of Southern California Edison Company (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the laws of the State of California, DO HEREBY CERTIFY:

FIRST: The Restated Articles of Incorporation, as amended (the "Articles"), authorize the issuance of 50,000,000 shares of Preference Stock which may be issued from time to time in one or more series, and authorize the Board of Directors of the Corporation to (i) fix the number of shares of any series of Preference Stock and to determine the designation of any such series, (ii) to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preference Stock, including but not limited to rights, preferences, privileges and restrictions regarding dividends (including provisions specifying dividends at a floating or variable rate or dividends to be determined by reference to an index, formula, auction, bid or other objectively ascertainable criterion), liquidation, conversion, redemption and voting (including provisions specifying no general voting rights or voting rights of more than one vote per share), and, (iii) within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

SECOND: Acting pursuant to the authority delegated by the Board of Directors of the Corporation, the Pricing Committee of the Board of Directors did duly adopt on May 11, 2012, the following resolutions authorizing and providing for the creation of a series of said shares of Preference Stock to be known as Series F Preference Stock, consisting of 200,004 shares, none of the shares of such series having been issued:

"NOW, THEREFORE, BE IT RESOLVED, that 200,004 shares of the presently authorized but unissued Preference Stock, no par value, be and hereby determined to be and shall be of a series of said Preference Stock hereby designated as the "Series F Preference Stock" (the "Series F Shares"); and

BE IT FURTHER RESOLVED, that the rights, preferences, privileges and restrictions of Series F Shares of such series be and the same are hereby fixed, respectively, as follows:

1. Dividends

(a) The holders of record of the Series F Shares (each individually a “Holder,” or collectively the “Holders”) will be entitled to receive, when, as and if declared by the Board of Directors of the Corporation or duly authorized committee thereof (the “Board”), in its sole discretion out of funds legally available therefor, cumulative quarterly cash dividends which will accrue from and including May 17, 2012, and, if declared, will be payable on March 15, June 15, September 15 and December 15 of each year (each, a “Dividend Payment Date”), commencing September 15, 2012, at the annual rate of 5.625% of the Liquidation Preference. Such dividends shall be cumulative from the date of issue whether or not earned or declared, and no interest, dividends or sum in lieu thereof shall be payable in respect of the amount of any dividend on the Series F Shares not paid on a Dividend Payment Date and accrued. If a Dividend Payment Date is not a Business Day (as defined below), the related dividend (if declared) will be paid on the next succeeding Business Day with the same force and effect as though paid on the Dividend Payment Date, without any increase to account for the period from such Dividend Payment Date through the date of actual payment. Dividends payable on the Series F Shares for any period from but including a Dividend Payment Date to but excluding the next succeeding Dividend Payment Date (a “Dividend Period”) will be computed on the basis of a 360-day year consisting of twelve 30-day months; *provided however* that Dividends payable on the Series F Shares for the initial Dividend Period and any period shorter than a full Dividend Period will be computed on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in the period. “Liquidation Preference” means \$2,500.00 per share of the Series F Shares. “Business Day” means any weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York or Los Angeles, California are closed.

(b) Dividends will be payable to Holders as of the applicable record date, which record date shall be fixed by the Board and shall be a date not exceeding 60 days before the applicable payment date. Dividends not declared with respect to a specific Dividend Payment Date shall be payable to the Holders as of the record date fixed with respect to such dividends when so declared.

(c) So long as any Series F Shares shall be outstanding, no dividend (other than dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the common stock of the Corporation (the “Common Stock”) or any other stock of the Corporation ranking, as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the Corporation, junior to the Series F Shares), whether in cash or property, may be paid or declared or set apart, nor may any distribution be made on the Common Stock or such other stock, nor may any shares of Common Stock or such other stock be purchased, redeemed or otherwise acquired for value by the Corporation, unless all dividends on the Series F Shares for the then-current quarterly Dividend Period and all past quarterly Dividend Periods shall have been declared and paid or set apart.

(d) The Board may, in its discretion, choose to pay dividends on the Series F Shares without the payment of any dividends on the Common Stock (or any other stock of the Corporation ranking, as to the payment of dividends, junior to the Series F Shares).

(e) No full dividends shall be declared or paid or set apart for payment on any stock of the Corporation ranking, as to the payment of dividends, equally with the Series F Shares for any period unless full dividends have been declared and paid or set apart for payment on the Series F Shares for the then-current quarterly Dividend Period and all past quarterly Dividend Periods. When dividends are not paid in full upon the Series F Shares and all other classes or series of stock of the Corporation, if any, ranking, as to the payment of dividends, equally with the Series F Shares, all dividends declared upon the Series F Shares and all such other stock of the Corporation will be declared *pro rata* so that the amount of dividends declared for the Series F Shares and all such other stock will in all cases bear to each other the same ratio that accrued dividends for the Series F Shares and for all such other stock bear to each other (but without, in the case of non-cumulative shares of such other stock, accumulation of unpaid dividends for prior Dividend Periods).

(f) No dividends may be declared or paid or set apart for payment on any Series F Shares if at the same time any arrears exist or default exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, senior to the Series F Shares.

(g) The Holders will not be entitled to any dividends, whether payable in cash or property, other than as herein provided and will not be entitled to interest or dividends, or any sum in lieu thereof, on or in respect of any dividend payment or other payment on the Series F Shares which may be in arrears.

2. Liquidation Rights

(a) Upon any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, after payment or provision for the liabilities of the Corporation and the expenses of such dissolution, liquidation or winding up, the Holders of outstanding Series F Shares will be entitled to receive out of the assets of the Corporation or proceeds thereof available for distribution to shareholders, before any payment or distribution of assets is made to holders of the Common Stock (or any other stock of the Corporation ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, junior to the Series F Shares), the Liquidation Preference per Share plus an amount equal to the accrued and unpaid dividend (whether or not declared) for the then-current quarterly Dividend Period accrued to but excluding the date of such liquidation payment, plus unpaid dividends on the Series F Shares for all past quarterly Dividend Periods, if any.

(b) If the assets of the Corporation available for distribution in such event are insufficient to pay in full the aggregate amount payable to Holders of Series F Shares and holders of all other classes or series of stock of the Corporation, if any,

ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, equally with the Series F Shares, the assets will be distributed to the Holders of Series F Shares and holders of all such other stock *pro rata*, based on the full respective preferential amounts to which they are entitled (but without, in the case of any non-cumulative shares, accumulation of unpaid dividends for prior dividend periods).

(c) Notwithstanding the foregoing, Holders of Series F Shares will not be entitled to be paid any amount in respect of a dissolution, liquidation or winding up of the Corporation until holders of any classes or series of stock of the Corporation ranking, as to the distribution of assets upon dissolution, liquidation or winding up of the Corporation, senior to the Series F Shares have been paid all amounts to which such classes or series are entitled.

(d) Neither the sale, lease nor exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the merger, consolidation or combination of the Corporation into or with any other corporation or the merger, consolidation or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 2.

(e) After payment to the Holders of Series F Shares of the full amount of the distribution of assets upon dissolution, liquidation or winding up of the Corporation to which they are entitled pursuant to this Section 2, such Holders will not be entitled to any further participation in any distribution of assets by the Corporation.

3. Voting Rights

The Series F Shares shall have no voting rights except as set forth in this Section 3 or as otherwise provided by California law:

(a) So long as any Series F Shares are outstanding, the consent of the Holders of at least a majority of the Series F Shares at the time outstanding, voting as a single class, or voting as a single class together with the holders of any other series of Preference Stock (i) upon which like voting or consent rights have been conferred and (ii) which are similarly affected by the matter to be voted upon, given in person or by proxy, either in writing or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any one or more of the following:

(i) any amendment of the Corporation's Restated Articles of Incorporation which would adversely affect the rights, preferences, privileges or restrictions of the Series F Shares; or

(ii) the authorization or creation, or the increase in the authorized amount, of any stock of any class or any security convertible into stock of any class, ranking senior to the Series F Shares.

provided, however, that no such consent of the Holders of Series F Shares shall be required if, at or prior to the time when such amendment is to take effect or when the authorization, creation or increase in the authorized amount of any such senior stock or convertible security is to be made, as the case may be, provision is to be made for the redemption of all Series F Shares at the time outstanding.

(b) On matters requiring their consent, the Holders will be entitled to one vote per Share.

4. Redemption

(a) The Series F Shares shall be redeemable (i) at the option of the Corporation at any time or from time to time on or after June 15, 2017 (an "Optional Redemption") and (ii) at the option of the Corporation exercisable prior to June 15, 2017, if the Holder of all the Series F Shares is SCE Trust I or another Delaware statutory trust in which the Corporation owns all of the securities thereof designated as common securities, at any time within 90 days after an Investment Company Event or a Tax Event (each, a "Special Event Redemption"). Subject to the notice provisions set forth in Section 4(b) below and subject to any further limitations which may be imposed by law, the Corporation (y) may redeem the Series F Shares, in whole or in part, in the event of an Optional Redemption and (z) may redeem the Series F Shares in whole but not in part upon occurrence of a Special Event Redemption, in each case out of funds legally available therefor, at a redemption price equal to the Liquidation Preference per Share plus an amount equal to the amount of the accrued and unpaid dividend (whether or not declared) for the then-current quarterly Dividend Period to but excluding the redemption date, plus unpaid dividends on the Series F Shares for all past quarterly Dividend Periods, if any. If less than all of the outstanding Series F Shares are to be redeemed in an Optional Redemption, the Corporation will select the Series F Shares to be redeemed from the outstanding Series F Shares not previously called for redemption by lot or *pro rata*.

(b) In the event the Corporation shall redeem any or all of the Series F Shares as aforesaid, the Corporation will give notice of any such redemption to Holders neither more than 60 nor less than 30 days prior to the date fixed by the Board for such redemption. Failure to give notice to any Holder shall not affect the validity of the proceedings for the redemption of Series F Shares of any other Holder being redeemed.

(c) Notice having been given as herein provided, from and after the redemption date, dividends on the Series F Shares called for redemption shall cease to accrue and such Series F Shares called for redemption will no longer be deemed outstanding, and all rights of the Holders thereof will cease.

(d) The Series F Shares will not be subject to any mandatory redemption, sinking fund or other similar provisions. In addition, Holders will have no right to require redemption of any Series F Shares.

(e) Any Series F Shares which are converted, redeemed or retired shall thereafter have the status of authorized but unissued shares of Preference Stock of the Corporation undesignated as to series, and may thereafter be reissued by the Board in the same manner as any other authorized and unissued shares of Preference Stock.

(f) If the Corporation shall deposit on or prior to any date fixed for redemption of the Series F Shares, with any bank or trust company having a capital, surplus and undivided profits aggregating at least five million dollars (\$5,000,000), as a trust fund, funds sufficient to redeem the Series F Shares called for redemption, with irrevocable instructions and authority to such bank or trust company to pay on and after the date fixed for redemption or such earlier date as the Board may determine, to the respective Holders of such Series F Shares, the redemption price thereof, then from and after the date of such deposit (although prior to the date fixed for redemption) such Series F Shares so called shall be deemed to be redeemed and dividends thereon shall cease to accrue from and after said date fixed for redemption and such deposit shall be deemed to constitute full payment of said Series F Shares to the Holders thereof and thereafter said Series F Shares shall no longer be deemed to be outstanding, and the Holders thereof shall cease to be shareholders with respect to such Series F Shares, and shall have no rights with respect thereto except only the right to receive from said bank or trust company payment of the redemption price of such Series F Shares without interest.

(g) Any moneys deposited by the Corporation pursuant to Section 4(f) which shall not be required for the redemption because of the exercise of any such right of conversion or exchange subsequent to the date of the deposit shall be repaid to the Corporation forthwith.

(h) For purposes of this Certificate of Determination of Preferences, "Investment Company Event" and "Tax Event" shall have the meanings ascribed to such terms in the Declaration of Trust of SCE Trust I, a Delaware statutory trust (the "Trust"), to be dated as of May 17, 2012, by and among Southern California Edison Company, as Sponsor, the Trustees identified therein and the holders, from time to time, of undivided beneficial interests in the assets of the Trust, as may be amended from time to time, a copy of which is available without charge upon request by writing or calling the Corporate Governance Department at the Corporation's principal place of business.

5. Rank

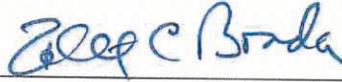
The Series F Shares shall rank, with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation:

(a) junior to the Cumulative Preferred Stock and the \$100 Cumulative Preferred Stock, and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such securities will rank senior to the Series F Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation;

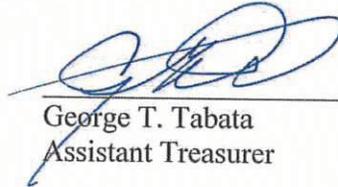
(b) equally with any other shares of Preference Stock and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such shares or other securities will rank equally with the Series F Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation; and

(c) senior to the Common Stock, and any other equity securities that the Corporation may later authorize or issue, the terms of which provide that such securities will rank junior to the Series F Shares with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate
in Rosemead, California on May 11, 2012.

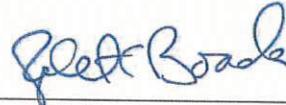


Robert C. Boada
Vice President

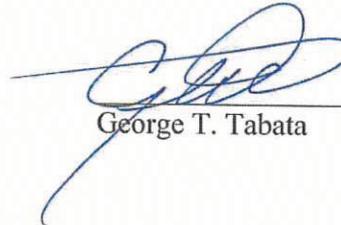


George T. Tabata
Assistant Treasurer

Each of the undersigned declares under penalty of perjury that the matters
contained in the foregoing certificate are true of their own knowledge. Executed in
Rosemead, California on May 11, 2012.



Robert C. Boada



George T. Tabata



I hereby certify that the foregoing
transcript of 8 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAY 14 2012

Date: _____ *jm*

Debra Bowen
DEBRA BOWEN, Secretary of State

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**

In the Matter of the Application of Southern)	
California Edison Company (U 338-E) for)	Application No. 12-06-_____
Approval of an Amendment to a Power Purchase)	
Agreement Between the Utility and Desert View)	
Power and for Authority to Recover the Costs of)	
<u>Any Purchases Under the Amendment in Rates.</u>)	

**NOTICE OF AVAILABILITY OF SOUTHERN CALIFORNIA EDISON COMPANY (U
338-E) OF PUBLIC TESTIMONY SUPPORTING APPLICATION FOR APPROVAL OF
AMENDMENT TO POWER PURCHASE AGREEMENT WITH DESERT VIEW
POWER**

Pursuant to Rule 1.9 of the California Public Utilities Commission’s Rules of Practice and Procedure, Southern California Edison Company (SCE) hereby provides this Notice of Availability of the Public Testimony of Southern California Edison Company to Application for Approval of Amendment to Power Purchase Agreement with Desert View Power. This document and its accompanying exhibits support SCE’s request for Commission approval of an amendment to SCE’s Power Purchase Agreement with Desert View Power.

This testimony, and the accompanying exhibits, may be viewed, printed, and downloaded through SCE’s website. To access these documents, follow the steps below:

- Go to www.sce.com
- Click on “Regulatory Information” at the bottom of the page
- Click on “CPUC Open Proceedings” on the left side of the page

- Type “A.12-06-XXX in the search box

The documents will be available on June 29, 2012.

As an alternative to accessing these documents on SCE’s website, SCE will provide a print copy of its public testimony and exhibits to any party upon request. To request a print copy of these materials, please direct your request to SCE as follows:

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Respectfully submitted,

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Dated: **June 29, 2012**