

WHAT IS SCPPA?

The Southern California Public Power Authority is a joint powers authority composed of 10 municipal utilities and an irrigation district, delivering electricity to nearly 2,000,000 customers from northern Los Angeles County to the Mexican border. SCPPA was formed in 1980 to acquire reliable, cost-efficient electrical generation facilities and transmission systems for its members. SCPPA's primary role has been to secure financing for joint projects among its members.

To date, SCPPA has issued more than \$7.9 billion in bonds, notes and refunding bonds, of which \$3.7 billion principal is still outstanding. This debt is backed by the fiscal strength of its 11 members — the municipalities of Anaheim, Azusa, Banning, Burbank, Colton, Glendale, Los Angeles, Pasadena, Riverside, Vernon and the Imperial Irrigation District. Bond proceeds have been used to purchase interests in electrical generating and transmission facilities throughout the Southwestern United States.

In today's shifting economic and political climate, SCPPA's inter-linked and cooperative approach to utility industry problem solving continues to provide substantial benefits to its 11 members and their customers.

California's trailblazing Public Utilities Commission (CPUC) stirred spirited discussion in government, industry, and investment circles last spring when it announced a sweeping plan to restructure the regulatory framework of the state's investor-owned electric power industry. The CPUC's proposal had clear implications for SCPPA and its members, since it envisioned a largely deregulated and more competitive world for consumer-owned, as well as investor-owned, utilities early in the 21st century.

The portion of the CPUC proposal that raised most eyebrows was its accelerated timetable. For example, it called for "direct access," or retail wheeling of power for all consumers in California by the year 2002. Most observers agree this is an ambitious, if not unrealistic, expectation in light of several externalities over which the CPUC has no control — for example, federal regulations on interstate power transmission.

On the other hand, SCPPA and its members recognize and applaud the CPUC for its goal of reducing the cost of power to the citizens of California. But we also agree with those who feel that the CPUC's implementation schedule does not allow sufficient time for such drastic change. Wholesale wheeling, for example, will certainly expand dramatically and provide significant cost reductions as regional transmission groups begin to function, especially throughout the west. But extending the free market to the smallest retail customer so swiftly could jeopardize ongoing programs in the area of demand-side management and environmental protection, and adversely affect reliability.

SCPPA has every reason to be optimistic about its ability to compete and thrive in a deregulated world. Most of our member utilities are already well underway in the process of preparing for a more competitive operating environment.

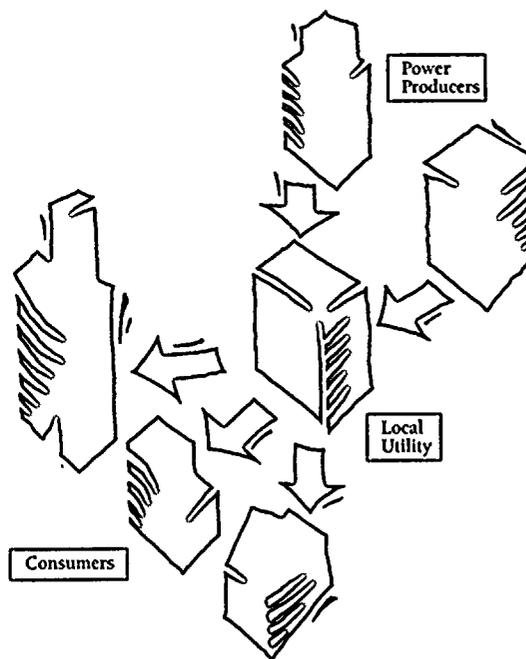
For example, the Los Angeles Department of Water and Power, SCPPA's largest member, has already built free-market assumptions into its latest five-year plan, with a strong emphasis on cost-containment, customer service and debt management strategies.

In similar fashion, three SCPPA member cities, Burbank, Glendale and Pasadena, last year combined their power and gas scheduling activities to increase efficiencies, cut costs and improve customer services. Their new Energy Resources Management Center enables all three cities to negotiate unified power contracts, coordinate local generation needs and make better use of staff resources — in short, making them more competitive in the emerging utility environment.

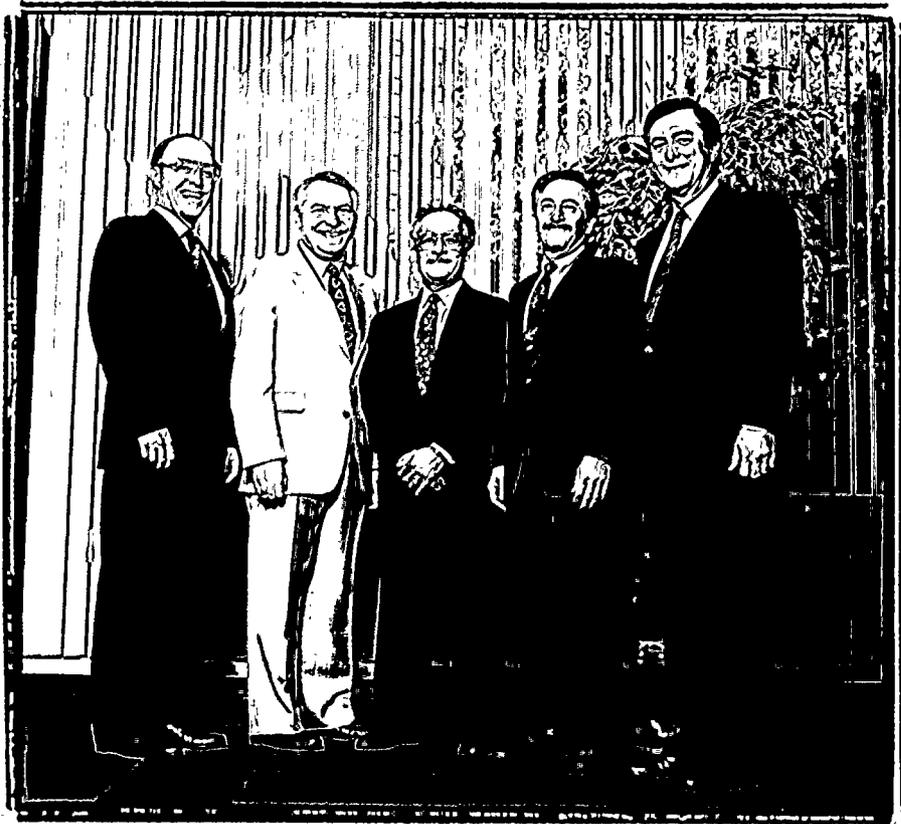
SCPPA agencies are also examining their rate structures to make sure no customer group is bearing an unreasonable share of costs to the advantage of other customer groups. Such mismatches, sustainable in a regulated monopoly environment, will not withstand the rigors of a free marketplace.

Investors are understandably concerned about the impacts of a free market on consumer-owned utilities. Potential problems include increasing pressure to transfer additional funds into city general funds.

SCPPA members are highly cognizant of these and other risks that lie ahead in a deregulated environment. But without exception, they are confident of their ability to adapt their operations and strategies to meet the challenges ahead.



MANAGEMENT



Eldon A. Cotton
Secretary

Bill D. Carnahan
Vice President

Charles W. Montoya
*Interim Executive
Director*

Ronald V. Stassi
President

George R. Spencer
Assistant Secretary

PRESIDENT'S LETTER

During the waning days of the low-interest rate environment in early 1994, SCPPA was able to complete two additional refundings of outstanding debt totaling \$367 million that will produce net present value savings to SCPPA members and their customers of \$25.6 million. Rates on the two refundings were 5.48 and 5.32 percent, respectively.

Meanwhile, the year saw continuing progress on two major projects, the Mead-Adelanto and Mead-Phoenix 500kV transmission lines, for which \$389 million in Multiple Project Revenue Bond funds were allocated. Ground was broken for both of these lines in late 1993, and construction is proceeding toward expected completion in 1995.

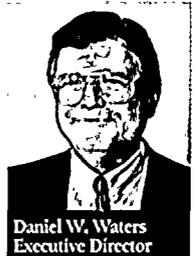
Operation of most SCPPA projects was routine during fiscal year 1993-94, but the Palo Verde Nuclear Generating Station in Arizona suffered a tube rupture in one of its steam generators that put Unit 2 out of commission from March 1993 to early September 1993. Following repairs and testing, the unit returned to service, and operation of the entire facility was reduced to 86 percent of capacity pending completion of additional modifications.

In April 1994, the California Public Utilities Commission issued a recommendation spelling out steps it might take to achieve deregulation of the public utility industry in the state by the year 2002. While SCPPA members are not subject to regulation by the CPUC, it is clear that their operations would be affected if the plan is implemented. For a fuller discussion of the CPUC proposal, see page 2.

Linda M. Lazzerino tendered her resignation as Executive Director of SCPPA, effective December 31, 1993. Charles W. Montoya, an executive with the Los Angeles Department of Water and Power, served as interim Executive Director while the Board instituted a nationwide search for a permanent Executive Director. In July 1994, the Board selected Daniel W. Waters, former General Manager and Chief Engineer of the Los Angeles Department of Water and Power, for the permanent post.

RONALD V. STASSI
PRESIDENT

Our new Executive Director comes to SCPPA following a 32-year career at the Los Angeles Department of Water and Power (LADWP) that



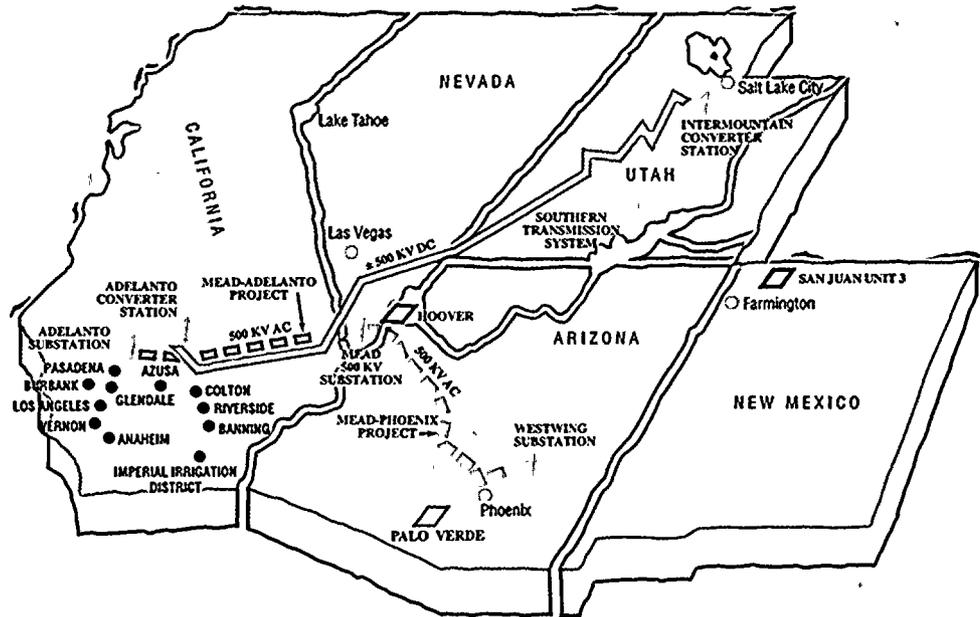
saw him rise from assistant civil engineer to General Manager and Chief Engineer of the nation's largest municipal electric utility in 1991. He retired from that position in January 1994.

Dan Waters' tour of duty at the LADWP spanned an era of fundamental change in the utility industry, from the 1960's and 1970's, when the chief objective was to build generation to meet expanding demand, to the 1980's and 1990's, when the focus shifted radically toward demand-side management, conservation and cost-based rate structures.

At the LADWP, he was given a wide range of responsibilities across the utility spectrum, from power operations to employee relations and government affairs. At SCPPA, this experience will be invaluable in dealing with the multi-faceted challenges of the 11 member agencies and their customers.

1993-94 HIGHLIGHTS

- Bonds worth \$225.8 million are issued to refinance a portion of the Mead-Adelanto and Mead-Phoenix Transmission Projects, refunding 1989 Multiple Project Revenue Bonds for an expected net present value savings of \$18.1 million.
- Southern Transmission System refunding bonds worth \$150 million are issued for an expected net present value savings of \$7.5 million.
- Purchase of 41.8 percent of San Juan Generating Station Unit 3 in north-western New Mexico for \$193 million is completed on behalf of five SCPPA members.
- Daniel W. Waters, former General Manager and Chief Engineer of the Los Angeles Department of Water and Power, is named Executive Director of SCPPA (July 1994).
- Legislative and administrative officials from Washington, D.C. are given a tour of SCPPA facilities and a briefing on key public power issues.
- Following a tube rupture in the Unit 2 steam generator, the Palo Verde Nuclear Generating Station was limited to 86 percent of capacity pending completion of modifications.
- Operations quickly returned to normal after disruptions at SCPPA members' facilities following the January 17, 1994 Southern California earthquake.



- Southern Transmission System
- ▬ Mead-Phoenix Transmission Project (Under construction)
- ▬ Mead-Adelanto Transmission Project (Under construction)
- Palo Verde Nuclear Generating Station
- Hoover Upgrading Project
- San Juan Generating Station
- Member Agencies

SCPPA MEMBERS

- City of Anaheim
- City of Azusa
- City of Banning
- City of Burbank
- City of Colton
- City of Glendale
- Imperial Irrigation District
- Los Angeles Department of Water and Power
- City of Pasadena
- City of Riverside
- City of Vernon

FINANCIALS



EDWARD K. AGIJAYAN

| SCPPA BONDS ARE RATED AS FOLLOWS: | Moody's Investor Service | Standard & Poor's Corporation |
|----------------------------------------|-----------------------------|----------------------------------|
| Southern Transmission System Project — | | |
| Senior Lien Bonds | Aa | AA |
| Subordinate Lien Bonds | Aa | AA- |
| Palo Verde Project — | | |
| Senior Lien Bonds | Aa | AA |
| Subordinate Lien Bonds | Aa | AA |
| Hoover Upgrading Project — | | |
| Revenue & Refunding Bonds | (Cond.) Aa | AA- |
| Mead-Adelanto Transmission Project | Aaa* | AAA* |
| Mead-Phoenix Transmission Project | Aaa* | AAA* |
| Multiple Project — | | |
| Revenue Bonds | A | A |
| San Juan Unit 3 Project* | Aaa* | AAA* |

*Insured

The low-interest environment that prevailed in the United States from 1991 through 1993 provided borrowers with unique opportunities to substantially lower the cost of their debt. SCPPA has moved aggressively in this regard, and since 1991 it has refunded approximately \$1.48 billion in obligations, for a gross savings in interest payments of around \$206.4 million by the year 2021. In fiscal year 1993-94, SCPPA completed two refundings:

SCPPA REFUNDING BOND ISSUES, 1991 TO 1994

| Project | Date | Issue Size | Refunded Bonds | Gross Savings | Expected Net PV Savings |
|--------------------------------|---------------|---------------------------|---------------------------|-------------------------|-------------------------|
| STS | April, 1991 | \$ 293.9 million | \$ 240.6 million | \$ 25.3 million | \$ 14.1 million |
| Hoover | August, 1991 | \$ 35.7 million | \$ 28.5 million | \$ 4.6 million | \$ 1.5 million |
| Palo Verde | January, 1992 | \$ 130.5 million | \$ 114.3 million | \$ 13.2 million | \$ 7.1 million |
| STS | July, 1992 | \$ 475.0 million | \$ 385.4 million | \$ 52.5 million | \$ 25.0 million |
| Palo Verde | March, 1993 | \$ 370.8 million | \$ 341.0 million | \$ 52.4 million | \$ 27.0 million |
| STS | July, 1993 | \$ 150.0 million | \$ 123.9 million | \$ 16.9 million | \$ 7.5 million |
| Mead-Phoenix/ Mead-Adelanto | March, 1994 | \$ 225.8 million | \$ 243.2 million | \$ 41.5 million | \$ 18.1 million |
| Total | | \$ 1,681.7 million | \$ 1,476.9 million | \$ 206.4 million | \$ 100.3 million |

Mead-Adelanto/Mead-Phoenix In March 1994, the Authority issued \$225,790,000 in project revenue bonds to refund a portion of the Multiple Project Revenue Bonds allocated to the Mead-Adelanto and Mead-Phoenix Transmission

City of Anaheim Established in 1894, the city's electric system began operations a year later with a steam-driven generator that provided enough power for 500 lights. From 1916 to 1982, Anaheim bought essentially all its power from Southern California Edison. In 1983, the city began buying from other sources and purchasing generating capacity of its own. In 1993, only three percent of the city's power was purchased from SCE.

| | |
|------------------------------------------------------|------------|
| Customers served | 103,546 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 791,701 |
| Purchased | 2,430,473 |
| Total | 3,222,174 |
| Transmission (in miles) | 1,427 |
| Total Revenues (000's) | \$ 231,846 |
| Operating Costs (000's) | \$ 189,987 |



JOSEPH F. HSU

City of Azusa Both the city's water and electric utilities were established in 1898, and for most of its history received electricity from Southern California Edison. In 1986, the city began receiving its own power from the Palo Verde Nuclear Generating Station, an allocation from the Hoover Power Plant, and short-term capacity from different utilities. The city began receiving energy from San Juan Generating Station, Unit 3, as entitlement through SCPPA in July, 1993.

| | |
|------------------------------------------------------|-----------|
| Customers served | 14,134 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 19,141 |
| Purchased | 184,880 |
| Total | 204,021 |
| Transmission (in miles) | 0 |
| Total Revenues (000's) | \$ 17,559 |
| Operating Costs (000's) | \$ 14,881 |



TIMOTHY C. TREWYN

City of Banning Established in 1913, the Banning electrical system now serves an area of approximately 20 square miles. The City recently purchased a 20-MW share of San Juan Unit 3 through SCPPA. Major improvements to the distribution system will begin this year. Recent additions of industrial customers have strengthened the City's load mix. Southern California Edison, which once supplied all the city's electricity, now accounts for less than one fourth.

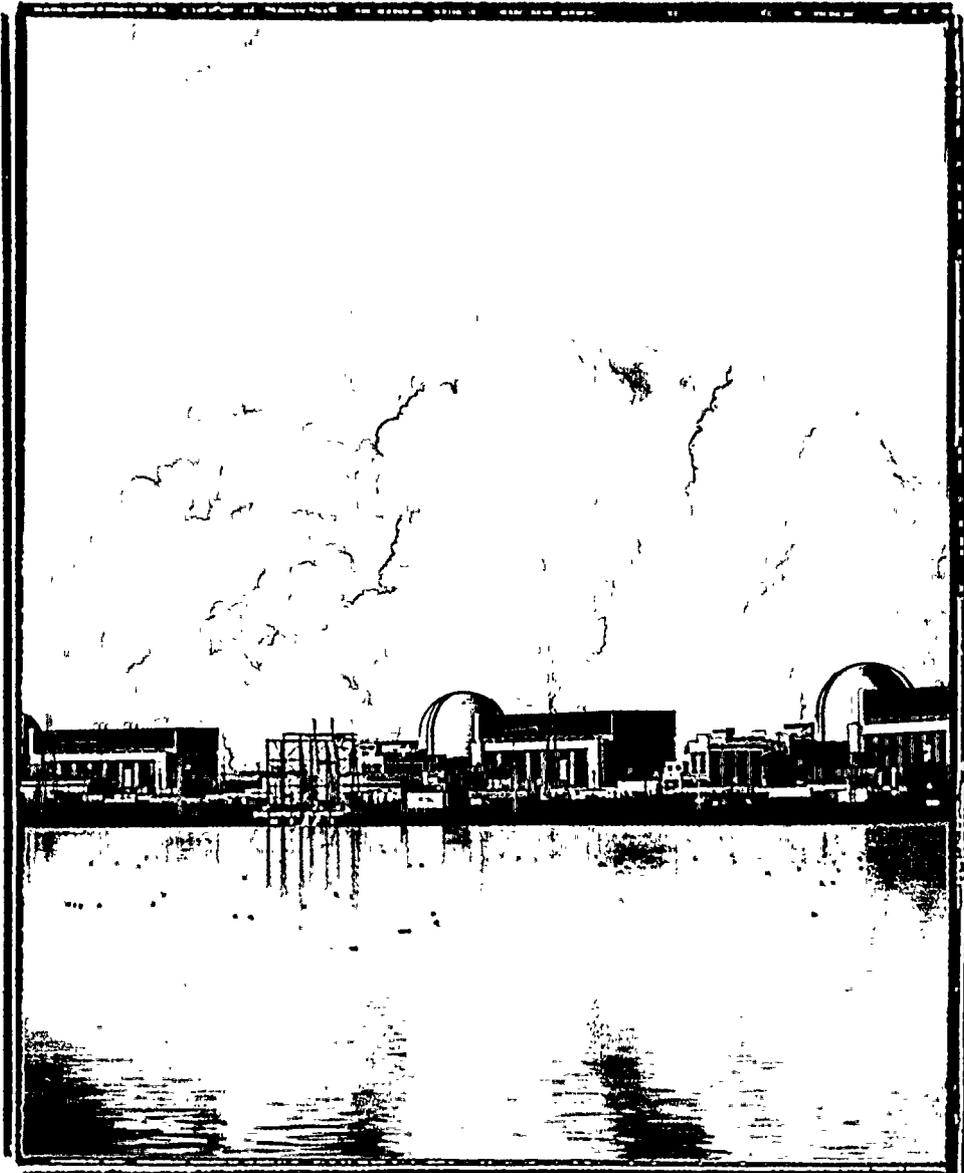
| | |
|------------------------------------------------------|-----------|
| Customers served | 8,650 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 63 |
| Purchased | 105,680 |
| Total | 105,743 |
| Transmission (in miles) | 122 |
| Total Revenues (000's) | \$ 13,367 |
| Operating Costs (000's) | \$ 12,243 |



RONALD V. STASSI

City of Burbank Burbank's Public Service Department began serving customers in 1913, and installed on-site generation in response to a surge in industrial and residential growth during and following the Second World War. Today the City receives power from three SCPPA projects, the Bonneville Power Administration, as well as firm and interruptible supplies from other utilities and government agencies.

| | |
|------------------------------------------------------|-----------|
| Customers served | 50,263 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 199,556 |
| Purchased | 834,249 |
| Total | 1,033,805 |
| Transmission (in miles) | 398 |
| Total Revenues (000's) | \$ 93,521 |
| Operating Costs (000's) | \$ 93,712 |



SCPPA holds a 5.91 percent interest in the three units at the Palo Verde Nuclear Generating Station near Phoenix, Arizona. In fiscal year 1993-94 PVNGS generated nearly 18 million megawatt-hours of power and operated at an average of 55 percent of capacity.

Projects. The average interest rate on these bonds — which consist of fixed-rate bonds, auction rate securities and inverse floaters — is 5.32 percent, with maturity dates extending to the year 2017.

The refunding will reduce SCPPA's total cost by approximately \$41.5 million and is expected to result in a net present value savings of approximately \$18.1 million.

Nine SCPPA members are participants in the Mead-Phoenix and Mead-Adelanto projects through SCPPA (the City of Vernon participates separately, and the Imperial Irrigation District is not a participant), with interests ranging from 35.7 percent in Mead-Adelanto for the Los Angeles Department of Water and Power to 1.26 percent in Mead-Phoenix for each of the Cities of Azusa, Banning and Colton.

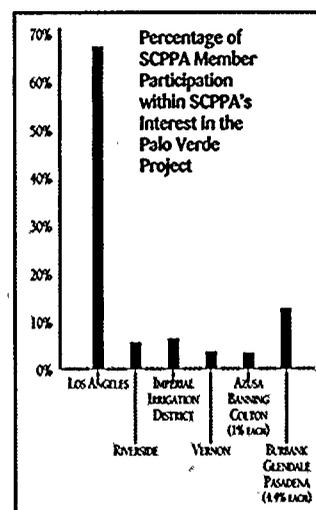
Southern Transmission System In July 1993, the Authority issued \$150,010,000 of Transmission Project Revenue Bonds, to refund \$123,890,000 of previously issued Transmission Project bonds, in which six SCPPA members are participants (the Cities of Anaheim, Riverside, Burbank, Los Angeles, Glendale and Pasadena). The refunding, at an average interest rate of 5.48 percent, will result in expected net present value savings of \$7.47 million.

Palo Verde Nuclear Generating Station One of the owners of PVNGS, El Paso Electric Company, filed for bankruptcy protection on January 8, 1992. On August 27, 1993, the bankruptcy court approved the disclosure statement to El Paso's reorganization plan, which included a proposed merger with Central and Southwest Corporation. El Paso is currently in the process of seeking necessary approvals of state and federal agencies. The final outcome of these proceedings is still uncertain.

Another partner in PVNGS, the Public Service Company of New Mexico, has announced its intention to sell its share of PVNGS, but has agreed to fulfill its ongoing financial responsibilities in the project. As of June 30, 1994, no buyer had been announced in the proposed transaction.

Escrow Restructuring SCPPA has successfully concluded the restructuring of the escrow accounts on Palo Verde 1985 Series B and STS 1986 Series A and B bonds, resulting in a savings of approximately \$600,000 that was used to pay SCPPA's share of operating and maintenance costs for the projects. At year end, SCPPA was working on several more escrow restructurings that will bring the total savings from such transactions to almost \$1,000,000.

San Juan Generating Station On July 1, 1993, SCPPA purchased a 41.8 percent interest (204 MW) in Unit 3 of the San Juan Generating Station near Farmington, New Mexico, for \$193,000,000, through the issuance of \$237.4 million in revenue bonds, and entered into take or





THOMAS K. CLARKE

City of Colton The Colton municipal electric utility was established in 1895, eight years after the city was incorporated. Since 1986, the electric utility has changed from being solely dependent on Southern California Edison for its purchased power to being actively engaged in purchasing power from several different sources, achieving significant cost savings in the process.

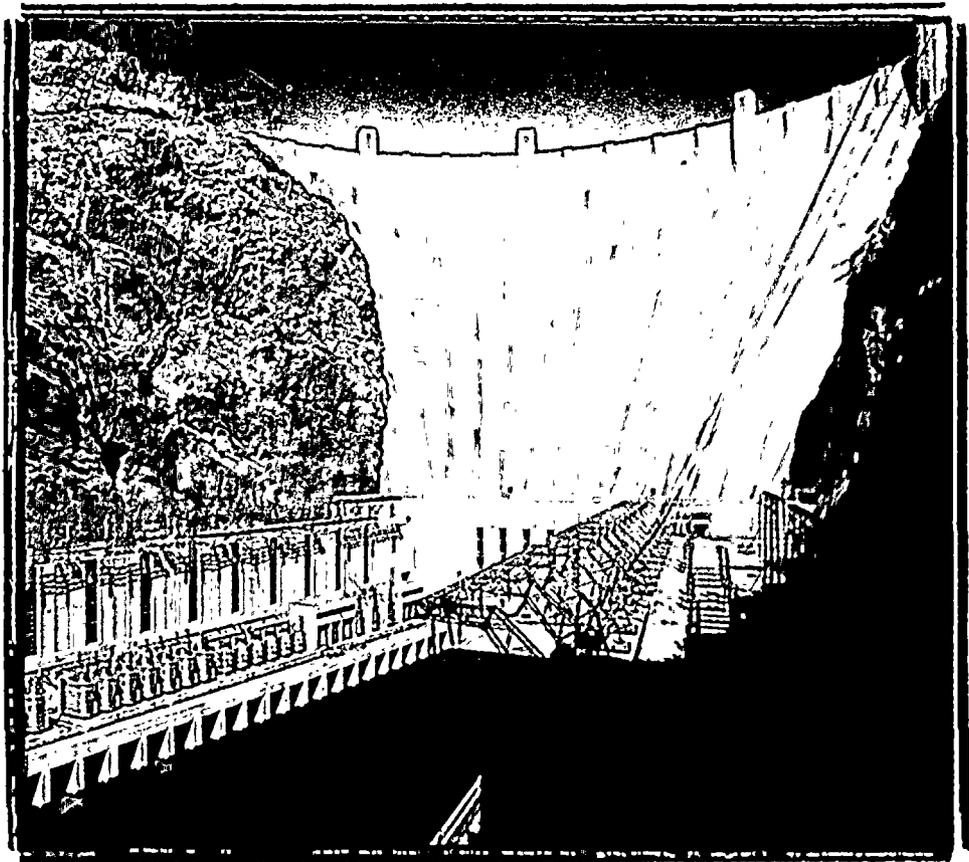
| | |
|------------------------------------------------------|-----------|
| Customers served | 16,322 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 0 |
| Purchased | 220,357 |
| Total | 220,357 |
| Transmission (in miles) | 2.3 |
| Total Revenues (000's) | \$ 18,587 |
| Operating Costs (000's) | \$ 19,162 |



BERNARD V. PALK

City of Glendale Incorporated in 1906, Glendale purchased its electric utility in 1909, obtaining power from outside suppliers. It received its first power from Hoover Powerplant in 1937 and inaugurated the first unit of its own steam generating plant in 1941. Now called the Grayson Power Plant, this facility today has eight generating units. Glendale continues to purchase 84 percent of its power from outside.

| | |
|------------------------------------------------------|-----------|
| Customers served | 82,186 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated | 154,372 |
| Purchased | 906,919 |
| Total | 1,061,291 |
| Transmission (in miles) | 69 |
| Total Revenues (000's) | \$ 93,206 |
| Operating Costs (000's) | \$ 80,061 |



Still considered one of the engineering feats of the 20th Century, Hoover Dam had the last of its 17 units uprated during the past fiscal year. Other improvements continue and are expected to be completed in 1996.

pay power sales contracts with five SCPPA members (the cities of Azusa, Banning, Colton and Glendale, and the Imperial Irrigation District).

Hoover Uprating Project SCPPA used \$2.28 million of excess money in the Hoover Uprating Project (HUP) Construction Fund to purchase \$2.9 million of outstanding bonds. This purchase reduced HUPs total outstanding debt and cost of power to participants by more than \$4 million between now and 2010.

LEGISLATIVE ADVOCACY

SCPPA Advocacy Program With the Clinton Administration taking a more proactive approach to energy issues and the California Public Utilities Commission exploring new deregulation options, SCPPA in fiscal year 1993-94 stepped up its legislative advocacy efforts to assure that its members stay ahead of the curve on developments in this critical arena.

In June 1994, the Authority sponsored a far-ranging issues briefing and tour of facilities for legislative staff persons from Washington. Included were representatives of four Members of Congress, a Department of Energy official and staff members of House and Senate energy committees.

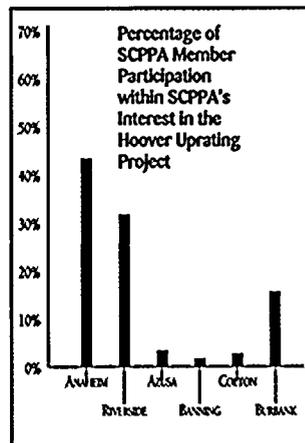
The facilities tour included visits to Hoover Dam in Boulder City, Nevada and the Intermountain Generating Station in Delta, Utah. Briefings covered such topics as tax-exempt financing, competition, Regional Transmission Groups, renewable energy projects, Electric and Magnetic Fields, the Clean Water Act and the Global Climate Challenge.

Members of the Washington contingent evinced strong interest in public power issues, and the tour afforded a good exchange of views between them and the SCPPA members and public power representatives who accompanied them. SCPPA intends to continue such initiatives that offer an opportunity to exchange views with and provide information to key players in the legislative and regulatory arenas.

SCPPA's Washington representative focused chiefly on the following areas of concern in fiscal year 1993-94:



Clean Water Act. Congress moved in 1994 to reauthorize the Clean Water Act, with several provisions of concern to SCPPA because they would inhibit federal licensing of hydroelectric projects. The Authority believes such restrictions hurt the nation's ability to develop clean electrical energy at a time when alternatives to fossil-fueled generation are being pursued.



KENNETH S. NOLLER

Imperial Irrigation District The IID entered the power business in 1936, with electricity generated at five hydro plants on the All American Canal. In 1943, the District bought up the last private power generating facility in its service area, and in the 1950's completed a steam plant of its own, which was repowered last year. IID's load continues to grow, increasing nine percent in the last year. Today, IID buys less than 45 percent of its energy requirements.

| | |
|---------------------------------------------------|------------|
| Customers served..... | 82,880 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated..... | 853,155 |
| Purchased..... | 1,640,080 |
| Total..... | 2,493,235 |
| Transmission (in miles)..... | 1,503 |
| Total Revenues (000's)..... | \$ 189,957 |
| Operating Costs (000's)..... | \$ 171,497 |



ELDON A. COTTON

Los Angeles Department Of Water and Power In 1916, the City of Los Angeles began distributing power purchased from the Pasadena Municipal Power Plant, and the following year it inaugurated its first generating capacity at San Francisquito Power Plant No. 1. In 1922 the city purchased the remaining distribution system of SCE within the city limits. It is now the largest municipally owned electric utility in the nation.

| | |
|---------------------------------------------------|-------------|
| Customers served..... | 1,346,463 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated..... | 22,057,900 |
| Purchased..... | 2,148,600 |
| Total..... | 24,206,500 |
| Transmission (in miles)..... | 3,541 |
| Total Revenues (000's)..... | \$1,933,000 |
| Operating Costs (000's)..... | \$1,680,000 |



Climate Challenge. The administration is pressing this initiative to reduce greenhouse gases by, among other steps, encouraging electric utilities to develop renewable resource generation. SCPPA supports this effort, and on behalf of its members is actively exploring incentives to encourage such options.



Information Super Highway. Several SCPPA members have interests in communications systems (fiber optics, etc.) related to their generation and transmission projects. SCPPA is monitoring regulatory and legislative moves in Washington that would affect the ability of its members to lease these systems to other users of the Information Super Highway.

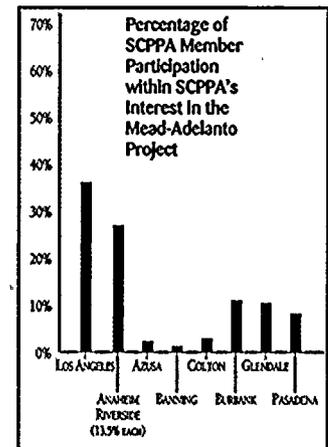


Electric and Magnetic Fields (EMF's). Continuing uncertainty over the human health effects of EMF's has prompted the U.S. Department of Energy (DOE) and the National Institute of Environmental Health Sciences to begin organizing a five-year, \$65 million research and information project. SCPPA and its members, along with other public power agencies, are considering underwriting a portion of the study under an agreement with the DOE.



Tax-Exempt Financing. Congress and the White House periodically revisit the issue of tax-exempt financing. Rep. Bill Coyne (D-PA) has introduced a broad measure that preserves the tradition of tax-exempt financing authority for public and quasi-public projects, but it was doubtful at the close of the Congressional Labor Day holiday that any action would be taken this year.

The California Public Utilities Commission in April 1994 presented a controversial plan for deregulating the public utilities industry in the state, which has a number of ramifications in the federal arena. SCPPA's Washington representative is in close contact with relevant federal agencies and legislative offices with interests in the CPUC proposal. This issue is discussed in some detail elsewhere in this Report.



OPERATIONS

For the most part, SCPPA-financed projects performed at or near design parameters during fiscal year 1993-94, and the operational and financial performance of SCPPA member agencies were also within the normal range, despite a major earthquake in Southern California in January 1994. Portions of the Los Angeles Department of Water and Power's service area (in which the quake's epicenter was located) suffered major service interruption, but damage to Department Power System facilities is estimated at \$127 million, a significant portion of which it expects to recover from the Federal Emergency Management Agency.

Hoover Upgrading Project With upgrading of all 17 generating units completed, the nameplate capacity of Hoover Dam is 1,951 megawatts, an increase of some 500 MW (35 percent) over pre-upgrading capacity. Work is now proceeding on related improvements such as computer control systems, auxiliary control boards and consolidation of Hoover and Mead switchyards, and is scheduled to be completed sometime in 1996.

Cost of the project when complete will be around \$170 million, or around \$340 per kilowatt, which compares with a current industry-wide cost for new peaking capacity of approximately \$475 per kilowatt. Six SCPPA member cities (Anaheim, Azusa, Banning, Burbank, Colton and Riverside) are participants in the upgrading project through SCPPA. Glendale, Pasadena and Vernon participate independently.

Palo Verde Nuclear Generating Station Unit 2 of PVNGS suffered a tube rupture in one of its two steam generators in March 1993, a few days prior to a scheduled shutdown for refueling and maintenance. Tests conducted during the shutdown showed significant degradation of the steam generator tubes. While the cause of tube degradation and corrective measures were being investigated, operating temperatures of all PVNGS units were reduced by voluntarily operating the units with a load

| <u>1993-94 PRODUCTION</u> | |
|-----------------------------------------------|--------------------|
| | <i>Generation*</i> |
| Unit 1 | 5.9 |
| Unit 2 | 5.4 |
| Unit 3 | 6.4 |
| Total | 17.7 |
| <small>*in millions of megawatt-hours</small> | |



HENRY C. LEE

City of Pasadena Established in 1906, the city built its first electric generating steam plant in 1907 and took over operation of its municipal street lighting from Edison Electric. In 1909, Pasadena began the extension of its operations to commercial and residential customers that resulted in the replacement of all Edison electric service in the city by 1920. In 1993, Pasadena purchased approximately three-fourths of its power needs.

| | |
|----------------------------------------------------------|------------|
| Customers served | 57,684 |
| <i>Power Generated and Purchased (in Megawatt Hours)</i> | |
| Self-generated | 265,286 |
| Purchased | 963,856 |
| Total | 1,229,142 |
| Transmission (in miles) | 57 |
| Total Revenues (000's) | \$ 102,045 |
| Operating Costs (000's) | \$ 97,125 |



BILL D. CARNAHAN

City of Riverside Founded in 1895, Riverside's municipal power department was one of the first such systems in California before the turn of the century. Until 1924, the city generated all its own power, but since then it has bought and distributed power from other suppliers in addition to self-generated power. In 1993, the city purchased approximately 83 percent of its power needs.

| | |
|----------------------------------------------------------|------------|
| Customers served | 88,628 |
| <i>Power Generated and Purchased (in Megawatt Hours)</i> | |
| Self-generated | 269,404 |
| Purchased | 1,348,485 |
| Total | 1,617,889 |
| Transmission (in miles) | 1,989 |
| Total Revenues (000's) | \$ 161,280 |
| Operating Costs (000's) | \$ 135,810 |

limit of 86 percent. The Nuclear Regulatory Commission and the other co-owners concurred with this load limit. After implementing corrective measures, all units were returned to full power operation in August 1994.

Despite the shutdown and reduced operations level, PVNGS generated nearly 18 million megawatt-hours of power in fiscal year 1993-94, and operated at an average of 55 percent of capacity. The station's design output is 23.4 million MWh per year at 73 percent annual capacity factor. For calendar 1994, the goal is to achieve a 71 percent annual capacity factor.

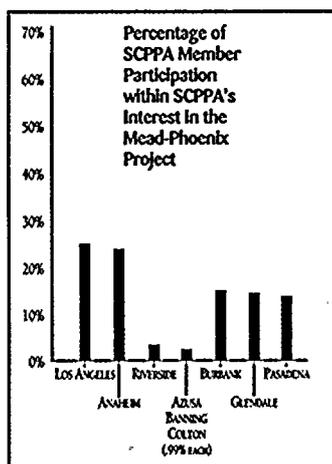
Ten SCPPA members (the City of Anaheim excepted) share a 5.91 percent interest in the three units of PVNGS, which entitles them to 225 megawatts of power, based on the net design electrical rating of 1,270 megawatts for each of the three units. SCPPA had \$1.2 billion of Palo Verde debt outstanding as of June 30, 1994, on which the average interest rate during fiscal year 1993-94 was 6.0 percent.

Mead-Phoenix/Mead-Adelanto Transmission Projects The two major 500-kV alternating current transmission lines known as Mead-Phoenix and Mead-Adelanto will position SCPPA and its members more favorably for the deregulated world most authorities agree lies ahead for America's electric utility industry. These two projects will provide participants with access to additional power supplies and new markets for their own power across a wide expanse of the western United States. The 202-mile Mead-Phoenix transmission system connects Phoenix, Arizona and Boulder City, Nevada, while the 256-mile Mead-Adelanto line runs between Boulder City and Adelanto, California.

Construction on the Mead-Adelanto Project began during October 1993 and was moving

forward on schedule at the end of fiscal year 1993-94. Construction on the Mead-Phoenix Project began in the fourth quarter of calendar 1993 and was also on schedule at the close of the fiscal year. Completion of both projects is expected by the end of 1995.

Nine cities acting through SCPPA (all members except Vernon and the Imperial Irrigation District), as well as the Salt River Project, M-S-R Public Power Agency, Arizona Public Service, the City of Vernon (acting independently) and the Western Area Power Administration, a federal agency, are participants in one or both of the projects.





KENNETH J. DE DARIO

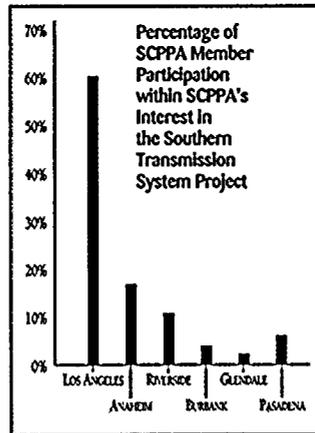
City of Vernon Vernon's Light and Power Department began serving industrial customers in 1933, with completion of its diesel generating plant. In addition to its own power from diesel units, plus recently installed gas turbines, Vernon now receives power from the Palo Verde Nuclear Generating facility, Hoover Dam, SDG&E, SRP, BPA and Edison, as well as interruptible energy from other utilities and government agencies.

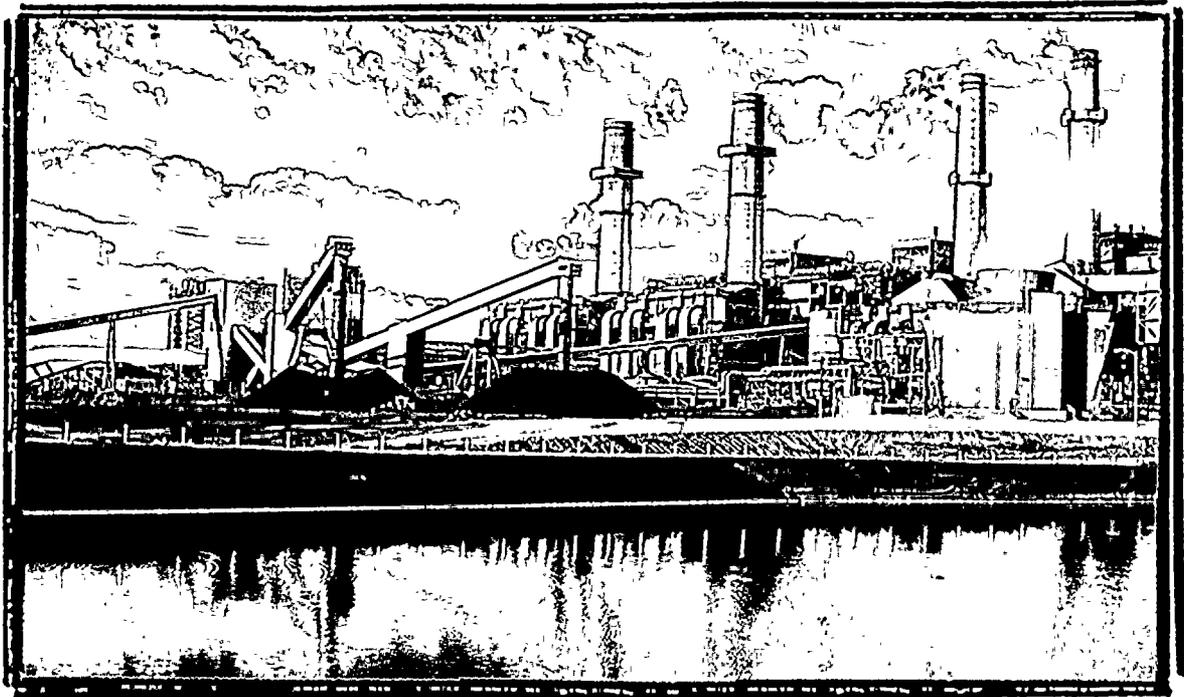
| | |
|------------------------------------------------------|------------|
| Customers served..... | 2,064 |
| Power Generated and Purchased (in Megawatt Hours) | |
| Self-generated..... | 17,942 |
| Purchased..... | 1,055,840 |
| Total..... | <1,073,782 |
| Transmission (in miles)..... | 12.4 |
| Total Revenues (000's)..... | \$ 58,568 |
| Operating Costs (000's)..... | \$ 53,751 |

Construction on the Mead-Phoenix/Mead-Adelanto transmission lines continued during fiscal year 1993-94. Both 500-kv projects are to be completed by year end 1995.

Adelanto-Lugo Transmission Project Feasibility studies continued last year among certain members of SCPA on possible construction of a 500-kV AC transmission line to run approximately 15 miles between the existing Adelanto Switching Station owned by the LADWP and the existing Lugo Substation owned by Southern California Edison. The project, if undertaken, is estimated to be completed in early 1998, with SCPA's financing to come from proceeds of the 1989 Multiple Project Revenue Bonds.

Southern Transmission System The \pm 500-kV DC transmission line and its associated converter stations known as the Southern Transmission System (STS) operated in near-flawless fashion in fiscal year 1993-94, transmitting 14 million megawatt-hours of power over its 488-mile length, compared with 13.7 million MWH in fiscal year 1992-93. This represented an increase of 2.2 percent in its load factor. In addition, the line increased its capacity usage by 2.3 percent, from 84.24 percent in 1992-93 to 86.2 percent last year. The system was 99.52 percent available during the period.



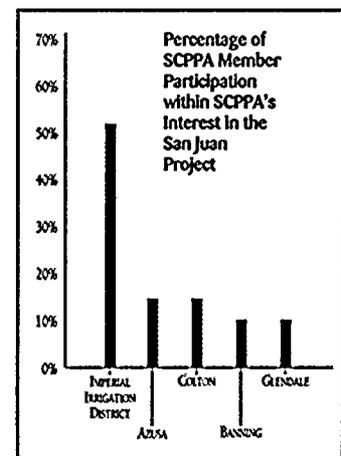


41.8 percent of Unit 3 of the San Juan Generating Station was acquired by five SCPPA members in July 1993. San Juan Unit 3 operated at 78.3 percent of capacity during the past fiscal year, a substantial improvement over the previous two years.

The STS, which connects the Intermountain Generating Station in Utah to the Adelanto Converter Station in southern California, was financed by SCPPA on behalf of six of its members, the Cities of Anaheim, Burbank, Glendale, Los Angeles, Pasadena and Riverside. As of June 30, 1994, SCPPA had \$1.6 billion of STS debt outstanding, at an average interest rate of 6.6 percent.

San Juan Generating Station Unit 3 of the San Juan Generating Station in the Four Corners area of New Mexico, 41.8 percent of which was acquired by SCPPA on July 1, 1993 on behalf of five members, produced more than 3.7 million megawatt hours of power in fiscal year 1993-94 and operated at 78.3 percent of capacity, with 90.5 percent equivalent availability. All these factors were substantial improvements on operating levels for the previous two years.

SCPPA's share of the power production was 1.7 million megawatt hours, with a capacity factor of 83.3 percent (vs. 74.8 percent for other Unit participants). SCPPA took 91.5 percent of available megawatt hours. The higher capacity utilization contributed substantially to operating efficiencies, including lowering fuel costs.



REPORT OF INDEPENDENT ACCOUNTANTS

September 2, 1994

To the Board of Directors
of the Southern California Public
Power Authority

In our opinion, the accompanying combined balance sheet and the related combined statements of operations and of cash flows present fairly, in all material respects, the financial position of the Southern California Public Power Authority (Authority) at June 30, 1994 and 1993, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Authority's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

In our opinion, the accompanying separate balance sheets and the related separate statements of cash flows of the Authority's Palo Verde Project, Southern Transmission System Project, Hoover Upgrading Project, Mead-Phoenix Project, Mead-Adelanto Project, Multiple Project Fund and San Juan Project and the separate statements of operations of the Authority's Palo Verde Project, Southern Transmission System Project, Hoover Upgrading Project and San Juan Project present fairly, in all material respects, the financial position of each of the Projects at June 30, 1994, and their cash flows, and the results of operations of the Authority's Palo Verde Project, Southern Transmission System Project, Hoover Upgrading Project and San Juan Project for the year then ended in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Authority's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental financial information, as listed on the accompanying index, is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Price Waterhouse LLP
Los Angeles, California

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
COMBINED BALANCE SHEET**
(In thousands)

June 30, 1994

| | Palo Verde Project | Southern Transmission System Project | Hoover Upgrading Project | Mead-Phoenix Project | Mead-Adelanto Project | Multiple Project Fund | San Juan Project | Total | June 30, 1993 Total |
|------------------------------------------------------------------------------------|--------------------|--------------------------------------|--------------------------|----------------------|-----------------------|-----------------------|------------------|--------------|---------------------|
| ASSETS | | | | | | | | | |
| Utility plant: | | | | | | | | | |
| Production | \$ 609,308 | | | | | | \$ 183,309 | \$ 792,617 | \$ 606,728 |
| Transmission | 14,146 | \$ 675,301 | | | | | | 689,447 | 688,918 |
| General | 2,633 | 18,893 | | | | | 7,681 | 29,207 | 21,280 |
| | 626,087 | 694,194 | | | | | 190,990 | 1,511,271 | 1,316,926 |
| Less - Accumulated depreciation | 188,019 | 154,656 | | | | | 12,207 | 354,882 | 294,048 |
| | 438,068 | 539,538 | | | | | 178,783 | 1,156,389 | 1,022,878 |
| Construction work in progress | 8,612 | 897 | | \$ 16,831 | \$ 75,518 | | 627 | 102,485 | 39,595 |
| Nuclear fuel, at amortized cost | 15,456 | | | | | | | 15,456 | 13,876 |
| Net utility plant | 462,136 | 540,435 | | 16,831 | 75,518 | | 179,410 | 1,274,330 | 1,076,349 |
| Special funds: | | | | | | | | | |
| Decommissioning fund | 23,206 | | | | | | | 23,206 | 51,178 |
| Investments | 115,609 | 135,314 | \$ 5,616 | 56,164 | 155,892 | \$ 250,819 | 26,868 | 746,282 | 1,115,379 |
| Advance to Intermountain Power Agency | | 19,550 | | | | | | 19,550 | 19,550 |
| Advances for capacity and energy, net | | | 13,318 | | | | | 13,318 | 14,319 |
| Interest receivable | 1,350 | 2,122 | 80 | 2,332 | 6,144 | 9,218 | 10 | 21,256 | 25,864 |
| Cash and cash equivalents | 62,708 | 48,553 | 5,451 | | 5 | | 8,639 | 125,356 | 73,863 |
| Escrow account - Crossover Series | | 351,017 | | | | | | 351,017 | 365,757 |
| | 202,873 | 556,556 | 24,465 | 58,501 | 162,036 | 260,037 | 35,517 | 1,299,985 | 1,665,910 |
| Accounts receivable | 1,043 | 4,409 | | 27 | 5 | | 1,222 | 6,706 | 2,767 |
| Materials and supplies | 10,347 | | | | | | 5,019 | 15,366 | 10,060 |
| Costs recoverable from future billings to participants | 184,859 | 168,594 | 6,661 | | | | 12,169 | 372,283 | 273,924 |
| Prepaid construction costs | | | | 2,589 | 6,650 | | | 9,239 | |
| Unamortized debt expenses, less accumulated amortization of \$104,342 and \$87,907 | 222,062 | 181,473 | 3,730 | 10,917 | 31,059 | | 3,834 | 453,075 | 421,381 |
| | \$ 1,083,320 | \$ 1,451,467 | \$ 34,856 | \$ 88,865 | \$ 275,268 | \$ 260,037 | \$ 237,171 | \$ 3,430,984 | \$ 3,450,391 |
| LIABILITIES | | | | | | | | | |
| Long-term debt | \$ 1,015,962 | \$ 1,053,403 | \$ 32,815 | \$ 86,119 | \$ 267,126 | \$ 241,427 | \$ 227,871 | \$ 2,924,723 | \$ 2,937,681 |
| Subordinate Refunding Crossover Series | | 353,317 | | | | | | 353,317 | 368,312 |
| Arbitrage rebate payable | | | | 204 | 508 | 3,855 | | 4,567 | 8,903 |
| Deferred costs | | | | | | 6,499 | | 6,499 | |
| Current liabilities: | | | | | | | | | |
| Long-term debt due within one year | 22,425 | 13,615 | 860 | | | | | 36,900 | 31,020 |
| Accrued interest | 31,404 | 28,606 | 518 | 2,505 | 7,603 | 8,256 | 5,994 | 84,886 | 80,494 |
| Accounts payable and accrued expenses | 13,529 | 2,526 | 663 | 37 | 31 | | 3,306 | 20,092 | 13,981 |
| | 67,358 | 44,747 | 2,041 | 2,542 | 7,634 | 8,256 | 9,300 | 141,878 | 125,495 |
| Advances from participants | | | | | | | | | 10,000 |
| Commitments and contingencies | | | | | | | | | |
| | \$ 1,083,320 | \$ 1,451,467 | \$ 34,856 | \$ 88,865 | \$ 275,268 | \$ 260,037 | \$ 237,171 | \$ 3,430,984 | \$ 3,450,391 |

The accompanying notes are an integral part of these financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
COMBINED STATEMENT OF OPERATIONS
(In thousands)

| | Year Ended June 30, 1994 | | | | | Year Ended June 30, 1993 |
|---------------------------------------------------------------------|--------------------------|-----------------------------------------------|--------------------------------|---------------------|----------------|--------------------------------|
| | Palo Verde Project | Southern Transmission System Project | Hoover Upgrading Project | San Juan Project | Total | |
| Operating revenues: | | | | | | |
| Sales of electric energy | \$120,388 | | \$ 2,469 | \$ 49,000 | \$171,857 | \$127,836 |
| Sales of transmission services | | \$ 87,756 | | | 87,756 | 88,245 |
| Billing credit (Note 3) | (45,174) | | | | (45,174) | |
| Total operating revenues | 75,214 | 87,756 | 2,469 | 49,000 | 214,439 | 216,081 |
| Operating expenses: | | | | | | |
| Nuclear fuel | 5,510 | | | | 5,510 | 7,788 |
| Other operations | 27,094 | 11,243 | 2,650 | 381 | 41,368 | 41,740 |
| Maintenance | 9,327 | 3,586 | | 37,564 | 50,477 | 10,683 |
| Depreciation | 19,311 | 19,691 | | 9,095 | 48,097 | 38,621 |
| Decommissioning | 13,401 | | | 3,112 | 16,513 | 12,560 |
| Reimbursement of capacity and energy charges | | | | | | 83 |
| Total operating expenses | 74,643 | 34,520 | 2,650 | 50,152 | 161,965 | 111,475 |
| Operating income (loss) | 571 | 53,236 | (181) | (1,152) | 52,474 | 104,606 |
| Investment income | 12,182 | 10,965 | 500 | 1,621 | 25,268 | 22,207 |
| Income before debt expense | 12,753 | 64,201 | 319 | 469 | 77,742 | 126,813 |
| Debt expense | 79,197 | 81,842 | 2,424 | 12,638 | 176,101 | 166,724 |
| Costs recoverable from future billings to participants | (\$ 66,444) | (\$ 17,641) | (\$ 2,105) | (\$ 12,169) | (\$ 98,359) | (\$ 39,911) |

The accompanying notes are an integral part of these financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
COMBINED STATEMENT OF CASH FLOWS
(In thousands)

Year Ended June 30, 1994

| | Palo Verde Project | Southern Transmission System Project | Hoover Upgrading Project | Mead- Phoenix Project | Mead- Adelanto Project | Multiple Project Fund | San Juan Project | Total | Year Ended June 30, 1993 Total |
|---------------------------------------------------------------------------------|-----------------------|-----------------------------------------------|--------------------------------|-----------------------------|------------------------------|-----------------------------|------------------------|-------------------|-----------------------------------------|
| Cash flows from operating activities: | | | | | | | | | |
| Costs recoverable from future billings to participants | (\$ 66,444) | (\$ 17,641) | (\$ 2,105) | | | | (\$ 12,169) | (\$ 98,359) | (\$ 39,911) |
| Adjustments to arrive at net cash provided by (used for) operating activities - | | | | | | | | | |
| Depreciation | 19,311 | 19,691 | | | | | 9,095 | 48,097 | 38,621 |
| Decommissioning | 13,401 | | | | | | 3,112 | 16,513 | 12,560 |
| Amortization of nuclear fuel | 5,510 | | | | | | | 5,510 | 7,788 |
| Amortization of debt costs | 16,389 | 11,474 | 292 | | | | 616 | 28,771 | 24,918 |
| Changes in assets and liabilities: | | | | | | | | | |
| Decommissioning fund | 27,972 | | | | | | | 27,972 | (3,138) |
| Interest receivable | 382 | 549 | 99 | | | | (10) | 1,020 | 99 |
| Accounts receivable | 842 | (3,541) | | | | | (1,222) | (3,921) | 1,130 |
| Materials and supplies | (287) | | | | | | (5,019) | (5,306) | 2,948 |
| Other assets | (288) | (427) | 5 | | | | (139) | (849) | 94 |
| Accrued interest | 2,990 | (1,325) | (24) | | | | 5,028 | 6,669 | (6,673) |
| Accounts payable and accrued expenses | 3,670 | (105) | 622 | | | | 1,993 | 6,180 | (910) |
| Net cash provided by (used for) operating activities | <u>23,448</u> | <u>8,675</u> | <u>(1,111)</u> | | | | <u>1,285</u> | <u>32,297</u> | <u>37,526</u> |
| Cash flows from investing activities: | | | | | | | | | |
| Interest received on investments | | | | \$ 6,655 | \$ 17,840 | \$ 18,335 | | 42,830 | 44,195 |
| Payments of interest on long-term debt | | | | (6,605) | (18,164) | (16,512) | | (41,281) | (41,279) |
| Payments for construction of facility | (11,856) | 339 | | (12,524) | (56,971) | (1,823) | (627) | (83,462) | (39,519) |
| Purchase of electric plant | | | | | | | (190,357) | (190,357) | |
| Purchases of investments | (171,311) | (98,844) | | (6,665) | (20,733) | | (33,817) | (331,370) | (841,841) |
| Proceeds from sale of investments | 206,789 | 129,049 | 7,349 | 18,942 | 77,934 | | 232,331 | 672,394 | 614,435 |
| Advances for capacity and energy, net | | | 1,001 | | | | | 1,001 | 41 |
| Reimbursement from WAPA | | | | 187 | 60 | | | 247 | |
| Reimbursement from project manager | | | | | | | | | 14,048 |
| Net cash provided by (used for) investing activities | <u>23,622</u> | <u>30,544</u> | <u>8,350</u> | <u>(10)</u> | <u>(34)</u> | <u>—</u> | <u>7,530</u> | <u>70,002</u> | <u>(249,920)</u> |
| Cash flows from capital and related financing activities: | | | | | | | | | |
| Proceeds from sale of bonds | | 142,012 | | 76,721 | 215,628 | | | 434,361 | 961,803 |
| Payment for defeasance of revenue bonds | | (148,240) | (2,282) | (76,115) | (213,593) | | | (440,230) | (362,069) |
| Repayment of principal on long-term debt | (19,825) | (10,290) | (905) | | | | | (31,020) | (29,840) |
| Payment for bond issue costs | | (1,144) | | (596) | (2,001) | | (176) | (3,917) | (14,124) |
| Transfer of funds from Multiple Project | | | | | | | | | 365,148 |
| Transfer of funds to Mead-Phoenix | | | | | | | | | (267,775) |
| Transfer of funds to Mead-Adelanto | | | | | | | | | (97,373) |
| Repayment of advances from participants | | | | | | | (10,000) | (10,000) | (14,249) |
| Advances from participants | | | | | | | | | 10,000 |
| Amount deposited in escrow accounts related to crossover bonds | | | | | | | | | <u>(365,757)</u> |
| Net cash (used for) provided by capital and related financing activities | <u>(19,825)</u> | <u>(17,662)</u> | <u>(3,187)</u> | <u>10</u> | <u>34</u> | <u>—</u> | <u>(10,176)</u> | <u>(50,806)</u> | <u>185,764</u> |
| Net increase (decrease) in cash and cash equivalents | 27,245 | 21,557 | 4,052 | | | | (1,361) | 51,493 | (26,630) |
| Cash and cash equivalents at beginning of year | 35,463 | 26,996 | 1,399 | 5 | | | 10,000 | 73,863 | 100,493 |
| Cash and cash equivalents at end of year | <u>\$ 62,708</u> | <u>\$ 48,553</u> | <u>\$ 5,451</u> | <u>\$ 5</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 8,639</u> | <u>\$ 125,356</u> | <u>\$ 73,863</u> |
| Supplemental disclosure of cash flow information: | | | | | | | | | |
| Cash paid during the year for interest (net of amount capitalized) | <u>\$ 59,818</u> | <u>\$ 70,994</u> | <u>\$ 2,155</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 6,027</u> | <u>\$ 138,994</u> | <u>\$ 144,155</u> |

The accompanying notes are an integral part of these financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
NOTES TO FINANCIAL STATEMENTS

NOTE 1 — Organization and Purpose:

Southern California Public Power Authority (Authority), a public entity organized under the laws of the State of California, was formed by a Joint Powers Agreement dated as of November 1, 1980 pursuant to the Joint Exercise of Powers Act of the State of California. The Authority's participant membership consists of ten Southern California cities and one public district of the State of California. The Authority was formed for the purpose of planning, financing, developing, acquiring, constructing, operating and maintaining projects for the generation and transmission of electric energy for sale to its participants. The Joint Powers Agreement has a term of fifty years.

The members have the following participation percentages in the Authority's interest in the projects at June 30, 1994 and 1993:

| Participants | Palo Verde | Southern Transmission System | Hoover Uprating | Mead-Phoenix | Mead-Adelanto | San Juan |
|------------------------------|---------------|------------------------------|-----------------|---------------|---------------|---------------|
| City of Los Angeles | 67.0% | 59.5% | | 24.8% | 35.7% | |
| City of Anaheim | | 17.6 | 42.6% | 24.2 | 13.5 | |
| City of Riverside | 5.4 | 10.2 | 31.9 | 4.0 | 13.5 | |
| Imperial Irrigation District | 6.5 | | | | | 51.0% |
| City of Vernon | 4.9 | | | | | |
| City of Azusa | 1.0 | | 4.2 | 1.0 | 2.2 | 14.7 |
| City of Banning | 1.0 | | 2.1 | 1.0 | 1.3 | 9.8 |
| City of Colton | 1.0 | | 3.2 | 1.0 | 2.6 | 14.7 |
| City of Burbank | 4.4 | 4.5 | 16.0 | 15.4 | 11.5 | |
| City of Glendale | 4.4 | 2.3 | | 14.8 | 11.1 | 9.8 |
| City of Pasadena | 4.4 | 5.9 | | 13.8 | 8.6 | |
| TOTAL | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% |

*Mead-Phoenix participation reflects three ownership components.

The members do not currently participate in the Multiple Project Fund.

Palo Verde Project — The Authority, pursuant to an assignment agreement dated as of August 14, 1981 with the Salt River Project (Salt River), purchased a 5.91% interest in the Palo Verde Nuclear Generating Station (PVNGS), a 3,810 megawatt nuclear-fueled generating station near Phoenix, Arizona, and a 6.55% share of the right to use certain portions of the Arizona Nuclear Power Project Valley Transmission System (collectively, the Palo Verde Project).

As of July 1, 1981, ten participants had entered into power sales contracts with the Authority to purchase the Authority's share of PVNGS capacity and energy. Units 1, 2 and 3 of the Palo Verde Project began commercial operations in January and September 1986, and January 1988, respectively.

Southern Transmission System Project — The Authority, pursuant to an agreement dated as of May 1, 1983 with the Intermountain Power Agency (IPA), has made payments-in-aid of construction to IPA to defray all the costs of acquisition and construction of the

Southern Transmission System Project (STS), which provides for the transmission of energy from the Intermountain Generating Station in Utah to Southern California. The Authority entered into an agreement also dated as of May 1, 1983 with six of its participants pursuant to which each member assigned its entitlement to capacity of STS to the Authority in return for the Authority's agreement to make payments-in-aid of construction to IPA. STS commenced commercial operations in July 1986. The Department of Water and Power of the City of Los Angeles (LADWP), a member of the Authority, serves as project manager and operating agent of the Intermountain Power Project (IPP).

Hoover Uprating Project — The Authority and six participants entered into an agreement dated as of March 1, 1986, pursuant to which each participant assigned its entitlement to capacity and associated firm energy to the Authority in return for the Authority's agreement to make advance payments to the United States Bureau of Reclamation (USBR) on behalf of such participants. Construction is scheduled for completion by the end of 1996. The Authority will have an 18.68% interest in the contingent capacity of the Hoover Uprating Project (HU). All seventeen "uprated" generators of the Hoover Uprating Project have commenced commercial operations.

Mead-Phoenix Project — The Authority entered into an agreement dated as of December 17, 1991 to acquire an interest in the Mead-Phoenix Project (MP), a transmission line extending between the Westwing substation in Arizona and the Marketplace substation in Nevada. The agreement provided the Authority with an 18.31% interest in the Westwing-Mead project component, a 17.76% interest in the Mead Substation project component and a 22.41% interest in the Mead-Marketplace project component. The Authority has entered into transmission service contracts for the entire capability of its interest with nine members of the Authority on a "take or pay" basis. The Authority will have two separate and independent ownership interests in this project: one interest for the Authority's members participating in the project, and one interest for Western Area Power Administration (WAPA); WAPA will provide the funding for the WAPA interest. Construction commenced in November 1993 with an estimated commercial operations commencement date of December 1995. The Authority's share, excluding WAPA's interest, of the construction costs is estimated to be \$53.4 million. Funding was provided by a transfer of funds from the Multiple Project Fund.

Mead-Adelanto Project — The Authority entered into an agreement dated as of December 17, 1991 to acquire a 67.92% interest in the Mead-Adelanto Project (MA), a transmission line extending between the Adelanto substation in Southern California and the Marketplace substation in Nevada. The Authority has entered into transmission service contracts for the entire capability of its inter-

est with nine members of the Authority on a "take or pay" basis. The Authority will have two separate and independent ownership interests in this project: one interest for the Authority's members participating in the project, and one interest for WAPA; WAPA will provide the funding for the WAPA interest. The Authority's share, excluding WAPA's interest, of the construction costs is expected to be \$169.6 million. Funding was provided by a transfer of funds from the Multiple Project Fund. Construction of the Marketplace substation began in October 1993 and the modifications to the Adelanto substation began in December 1993. The estimated commercial operations date is December 1995. The LADWP serves as both construction and operations manager.

Multiple Project Fund — During fiscal year 1990, the Authority issued Multiple Project Revenue Bonds for net proceeds of approximately \$600 million to provide funds to finance costs of construction and acquisition of ownership interests or capacity rights in one or more projects for the generation or transmission of electric energy which were expected to be undertaken within the next five years.

In August 1992, the Authority's Board of Directors approved a resolution authorizing the use of certain proceeds of Multiple Project Revenue Bonds to finance the Authority's ownership interests in the Mead-Phoenix and Mead-Adelanto projects. Transfers made from the Multiple Project Fund are sufficient to provide for the Authority's share of the estimated costs of acquisition and construction of the two projects, including reimbursement of planning, development and other related costs.

San Juan Project — Effective July 1, 1993, the Authority purchased from Century Power Corporation a 41.80% interest in the 488 megawatt Unit 3 and common facilities of the San Juan Generating Station (SJGS), a four-unit coal-fired power generating station in New Mexico, for approximately \$193 million. The Authority allocated the purchase price to the estimated fair value of the utility plant (\$190 million) and to materials and supplies (\$3 million). The purchase has been financed through the issuance of approximately \$237 million (par value) of San Juan Project Revenue Bonds. The Authority has entered into power sales contracts for the entire capability of its interest with five members of the Authority on a "take or pay" basis.

NOTE 2 — Summary of Significant Accounting Policies:

The financial statements of the Authority are presented in conformity with generally accepted accounting principles, and substantially in conformity with accounting principles prescribed by the Federal Energy Regulatory Commission and the California Public Utilities Commission. The Authority is not subject to regulations of such commissions.

The financial statements represent the Authority's share in each jointly-owned project. The Authority's share of direct expenses of jointly-owned projects are included in the corresponding operating expense of the statement of operations. Each owner of the jointly-owned projects is required to provide their own financing.

Utility Plant — The Authority's share of all expenditures, including general administrative and other overhead expenses, payments-in-aid of construction, interest net of related investment income, deferred cost amortization and the fair value of test power generated and delivered to the participants are capitalized as utility plant construction work in progress until a facility commences commercial operation.

The Authority's share of costs associated with PVNGS is included as utility plant. Depreciation expense is computed using the straight-line method based on the estimated service life of thirty-five years. Nuclear fuel is amortized and charged to expense on the basis of actual thermal energy produced relative to total thermal energy expected to be produced over the life of the fuel. Under the provisions of the Nuclear Waste Policy Act of 1982, the Authority is charged one mill per kilowatt-hour on its share of electricity produced by PVNGS, such funds will eventually be utilized to provide for PVNGS' nuclear waste disposal. The Authority records this charge as a current year expense.

The Authority's share of costs associated with STS and SJGS are included as utility plant. Depreciation expense is computed using the straight-line method based on the estimated service lives, principally thirty-five years for STS and twenty-one years for SJGS.

Interest costs incurred in 1994 by the MA and MP projects of \$18,164,000 and \$6,605,000, respectively, are capitalized as construction work in progress as both projects are in the construction stage.

Advances for Capacity and Energy — Advance payments to USBR for the uprating of the 17 generators at the Hoover Power Plant are included in advances for capacity and energy. These advances are being reduced by the WAPA billings to participants for energy and capacity. During fiscal 1993, WAPA reimbursed \$83,000 of the advances to the participants in addition to the energy and capacity provided.

Nuclear Decommissioning — Decommissioning of PVNGS is projected to commence subsequent to the year 2022. Based upon an updated study performed by an independent engineering firm, the Authority's share of the estimated decommissioning costs is \$79.3 million in 1992 dollars. The Authority is providing for its share of the estimated future decommissioning costs over the life of the nuclear power plant through annual charges to expense which amounted to \$13.4 million in 1994 and \$12.6 million in 1993. The decommissioning liability is included as a component of accumulated depreciation and was \$62.2 million and \$48.8 million at June 30, 1994 and 1993, respectively.

A Decommissioning Fund has been established and partially funded at \$23 million at June 30, 1994.

Demolition and Site Reclamation — Demolition and site reclamation of SJGS, which involves restoring the site to a "green" condition which existed prior to SJGS construction, is projected to commence subsequent to the year 2014. Based upon a study performed by an independent engineering firm, the Authority's share of the estimated demolition costs is \$18.7 million in 1992 dollars.

The Authority is providing for its share of the estimated future demolition costs over the life of the power plant through annual charges to expense of \$3.1 million. The demolition liability is included as a component of accumulated depreciation.

As of June 30, 1994, a demolition fund has not been established by the Authority.

Unamortized Debt Expenses — Unamortized debt issue costs, including the loss on refundings, are amortized over the terms of the respective issues and are reported net of accumulated amortization. Total deferred loss on refundings, net of accumulated amortization, was \$449,680,000 and \$380,774,000 at June 30, 1994 and 1993, respectively.

Investments — Investments include United States Government and governmental agency securities and repurchase agreements which are collateralized by such securities. Additionally, the Mead-Adelanto Project, the Mead-Phoenix Project and the Multiple Project Fund's investments are comprised of an investment agreement with a financial institution earning a guaranteed rate of return. The Southern Transmission System Project has debt service reserve funds associated with the 1991 and 1992 Subordinate Refunding Series Bonds invested with a financial institution under a specific investment agreement allowed under the Bond Indenture earning a guaranteed rate of return. Investments are stated at amortized cost, which in general is not in excess of market. As discussed in Note 3, all of the investments are restricted as to their use.

Cash and Cash Equivalents — Cash and cash equivalents include cash and all investments with original maturities less than 90 days. Included in cash and cash equivalents at June 30, 1993 is \$10,000,000 of cash in escrow deposited by participants in connection with the purchase of the San Juan Project.

Revenues — Revenues consist of billings to participants for the sales of electric energy and of transmission service in accordance with the participation agreements. Generally, revenues are fixed at a level to recover all operating and debt service costs over the commercial life of the plant (see Note 6).

Debt Expense — Debt expense includes interest on debt, and the amortization of bond discounts, debt issue and refunding costs.

Arbitrage Rebate — A rebate payable to the Internal Revenue Service (IRS) results from the investment of the proceeds from the Multiple Project Revenue Bond offering in a taxable financial instrument that yields a higher rate of interest income than the cost of the associated funds. The excess of interest income over costs is payable to the IRS within five years of the date of the bond offering and each consecutive five years thereafter. The first rebate payment to the IRS is due in fiscal year 1995.

Reclassifications — Certain reclassifications have been made in the fiscal year 1993 financial statements to conform to the fiscal year 1994 presentation.

NOTE 3 — Special Funds:

The Bond Indentures for the six projects and the Multiple Project Fund require the following special funds to be established to account for the Authority's receipts and disbursements. The monies and investments held in these funds are restricted in use to the purposes stipulated in the Bond Indentures. A summary of these funds follows:

| Fund | Purpose |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Construction | To disburse funds for the acquisition and construction of the Project |
| Debt Service | To pay interest and principal related to the Revenue Bonds |
| Revenue | To initially receive all revenues and disburse them to other funds |
| Operating | To pay operating expenses |
| Reserve and Contingency | To pay capital improvements and make up deficiencies in other funds |
| General Reserve | To make up any deficiencies in other funds |
| Advance Payments | To disburse funds for the cost of acquisition of capacity |
| Proceeds Account | To initially receive the proceeds of the sale of the Multiple Project Revenue Bonds |
| Earnings Account | To receive investment earnings on the Multiple Project Revenue Bonds |
| Revolving Fund | To pay the Authority's operating expenses |
| Decommissioning Fund | To accumulate estimated future decommissioning costs of PVNGS |
| Issue Fund | To initially receive pledged revenues associated with the applicable subordinated refunding series' Indenture of Trust and pay the related interest and principal |
| Cost of Issuance Fund | To pay a portion of the costs of issuance of the 1993 Special Obligation Crossover Series Bonds |
| Escrow account - Subordinate Refunding Crossover Series | To initially receive pledged revenues associated with the components 2 and 3 of the 1993 Subordinate Refunding Crossover Series' Indenture of Trust and pay the related interest and principal |
| Acquisition Account | To disburse funds for the acquisition and construction of the Mead-Phoenix, Mead-Adelanto and San Juan projects |

All of the funds listed above, except for the Revolving Fund, are held by the respective trustees.

Special funds, in thousands, were as follows:

| | June 30, | | | |
|--------------------------------------|---------------------|----------------------|---------------------|----------------------|
| | 1994 | | 1993 | |
| | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| Palo Verde Project | \$ 202,873 | \$ 200,495 | \$ 239,460 | \$ 244,574 |
| Southern Transmission System Project | 556,556 | 563,230 | 565,753 | 567,116 |
| Hoover Upgrading Project | 24,465 | 24,422 | 28,862 | 29,038 |
| Mead-Phoenix Project | 58,501 | 58,377 | 91,443 | 91,443 |
| Mead-Adelanto Project | 162,036 | 161,516 | 246,862 | 246,862 |
| Multiple Project Fund | 260,037 | 260,037 | 258,148 | 258,148 |
| San Juan Project | 35,517 | 35,517 | 235,382 | 235,382 |
| | <u>\$ 1,299,985</u> | <u>\$ 1,303,594</u> | <u>\$ 1,665,910</u> | <u>\$ 1,672,563</u> |

Palo Verde Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------------|-------------------|-------------------|
| | 1994 | 1993 |
| Construction Fund — Initial Facilities Account | | \$ 13,333 |
| Debt Service Fund — Debt Service Account | \$ 52,142 | 48,102 |
| Debt Service Reserve Account | 81,007 | 80,888 |
| Cost of Issuance Fund | | 27 |
| Revenue Fund | | 2 |
| Operating Fund | 25,543 | 27,522 |
| Reserve and Contingency Fund | 8,428 | 7,041 |
| Decommissioning Trust Fund | 23,206 | 51,178 |
| Issue Fund | 12,494 | 11,314 |
| Revolving Fund | 53 | 53 |
| | <u>\$ 202,873</u> | <u>\$ 239,460</u> |

During fiscal 1994, the Authority used \$45.1 million of excess funds from the decommissioning and construction funds to pay current year debt service, thus reducing current year billings to participants. This amount was charged to operating revenues as a billing credit in recognition of reduced debt service on the Palo Verde Project.

Southern Transmission System Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|---------------------------------------------------------|-------------------|-------------------|
| | 1994 | 1993 |
| Construction Fund — Initial Facilities Account | \$ 3 | \$ 76 |
| Debt Service Fund — Debt Service Account | 22,148 | 37,913 |
| Debt Service Reserve Account | 75,670 | 89,879 |
| Operating Fund | 6,553 | 7,351 |
| General Reserve Fund | 6,815 | 10,335 |
| Issue Fund | 74,790 | 34,882 |
| Escrow Account — Subordinate Refunding Crossover Series | 351,017 | 365,757 |
| Revolving Fund | 10 | 10 |
| | <u>\$ 537,006</u> | <u>\$ 546,203</u> |

In addition, at June 30, 1994 and 1993, the Authority had non-interest bearing advances outstanding to IPA of \$19,550,000.

Hoover Upgrading Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------|------------------|------------------|
| | 1994 | 1993 |
| Advance Payments Fund | \$ 2,906 | \$ 9,502 |
| Operating-Working Capital Fund | 576 | 573 |
| Debt Service Fund — Debt Service Account | 1,380 | 1,363 |
| Debt Service Reserve Account | 3,087 | 3,097 |
| General Reserve Fund | 3,190 | |
| Revolving Fund | 8 | 8 |
| | <u>\$ 11,147</u> | <u>\$ 14,543</u> |

In addition, at June 30, 1994 and 1993, the Authority had advances to USBR of \$13,318,000 and \$14,319,000, respectively.

Mead-Phoenix Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------|------------------|------------------|
| | 1994 | 1993 |
| Acquisition Account | \$ 38,897 | \$ 60,930 |
| Debt Service Fund — Debt Service Account | 6,268 | 21,216 |
| Debt Service Reserve Account | 6,168 | 9,292 |
| Issue Fund | 7,163 | |
| Revolving Fund | 5 | 5 |
| | <u>\$ 58,501</u> | <u>\$ 91,443</u> |

Mead-Adelanto Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------|-------------------|-------------------|
| | 1994 | 1993 |
| Acquisition Account | \$ 103,805 | \$ 162,968 |
| Debt Service Fund — Debt Service Account | 16,989 | 58,342 |
| Debt Service Reserve Account | 17,211 | 25,552 |
| Issue Fund | 24,031 | |
| | <u>\$ 162,036</u> | <u>\$ 246,862</u> |

Multiple Project Fund — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------|-------------------|-------------------|
| | 1994 | 1993 |
| Multiple Project Fund — Proceeds Account | \$ 256,831 | \$ 256,831 |
| Earnings Account | 3,206 | 1,317 |
| | <u>\$ 260,037</u> | <u>\$ 258,148</u> |

San Juan Project — The special funds required by the Bond Indenture contain balances, in thousands, as follows:

| | June 30, | |
|------------------------------------------|------------------|-------------------|
| | 1994 | 1993 |
| Operating Reserve | \$ 557 | \$ 4,000 |
| Operating Revenue Fund | 1,838 | |
| Acquisition Account | 29 | 194,890 |
| Debt Service Fund — Debt Service Account | 6,008 | 966 |
| Debt Service Reserve Account | 18,025 | 18,026 |
| Reserve and Contingency | 9,060 | 7,500 |
| | <u>\$ 35,517</u> | <u>\$ 225,382</u> |

In addition, at June 30, 1993, the Authority held in an escrow account advances from participants of \$10,000,000 which were repaid during fiscal year 1994.

NOTE 4 — Long Term Debt:

Reference is made below to the Combined Schedule of Long-Term Debt at June 30, 1994 for details related to all of the Authority's outstanding bonds.

Palo Verde Project — To finance the purchase and construction of the Authority's share of the Palo Verde Project, the Authority issued Power Project Revenue Bonds pursuant to the Authority's Indenture of Trust dated as of July 1, 1981 (Senior Indenture), as amended and supplemented. The Authority also has issued and has outstanding Power Project Subordinated Refunding Series Bonds issued under an Indenture of Trust dated as of January 1, 1993 (Subordinated Indenture). The Subordinated Refunding Bonds were issued to advance refund certain bonds previously issued under the Senior Indenture.

The bond indentures provide that the Revenue Bonds and Subordinated Refunding Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) all revenues, incomes, rents and receipts attributable to the Palo Verde Project (see Note 6) and interest on all moneys or securities (other than in the Construction Fund) held pursuant to the Bond Indenture and (3) all funds established by the Bond Indenture.

All outstanding Power Project Revenue Bonds and Subordinated Refunding Term Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2003 (1986 Series A Bonds and 1987 Series A Bonds), 2005 (1989 Series A Bonds) and 2010 (1993 Series A Bonds). Scheduled principal maturities for the Palo Verde Project during the five fiscal years following June 30, 1994 are \$22,425,000 in 1995, \$23,855,000 in 1996, \$25,580,000 in 1997, \$27,415,000 in 1998, and \$29,175,000 in 1999. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 6.0% and 6.4%, respectively.

Southern Transmission System Project — To finance payments-in-aid of construction to IPA for construction of STS the Authority issued Transmission Project Revenue Bonds pursuant to the Authority's Indenture of Trust dated as of May 1, 1983 (Senior Indenture), as amended and supplemented. The Authority also has issued and has outstanding Transmission Project Revenue Bonds 1991 Subordinated Refunding Series and 1992 Subordinated Refunding Series issued under Indenture of Trusts dated as of March 1, 1991 and June 1, 1992, respectively. The 1991 subordinated bonds and the 1992 subordinated bonds were issued to advance refund certain bonds previously issued under the Senior Indenture.

The bond indentures provide that the Revenue Bonds and the Subordinated Refunding Series Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) all revenues, incomes, rents and receipts attributable to STS (see Note 6) and interest on all moneys or securities (other than in the Construction Fund) held

pursuant to the Bond Indenture and (3) all funds established by the Bond Indenture.

All outstanding Transmission Project Revenue and Refunding Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2003 (for the 1986 Series A Bonds), 2002 (1986 Series B Bonds) and 2007 (1988 Series A Bonds). Scheduled principal maturities for STS during the five fiscal years following June 30, 1994 are \$13,615,000 in 1995, \$14,325,000 in 1996, \$12,620,000 in 1997, \$24,045,000 in 1998, and \$23,310,000 in 1999. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 6.6% and a 6.9%, respectively.

Hoover Upgrading Project — To finance advance payments to USBR for application to the costs of the Hoover Upgrading Project, the Authority issued Hydroelectric Power Project Revenue Bonds pursuant to the Authority's Indenture of Trust dated as of March 1, 1986 (Bond Indenture).

The Bond Indenture provides that the Revenue Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) the proceeds from the sale of the bonds, (2) all revenues from sales of energy to participants (see Note 6), (3) interest or other receipts derived from any moneys or securities held pursuant to the Bond Indenture and (4) all funds established by the Indenture of Trust (except for the Interim Advance Payments Account in the Advance Payments Fund).

All outstanding Hydroelectric Power Project Revenue Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2007 for the 1981 Series A Bonds maturing on October 1, 2010 and fiscal year 2011 for the 1991 Series A bonds. Scheduled principal maturities for the Hoover Upgrading Project during the five fiscal years following June 30, 1994 are \$860,000 in 1995, \$610,000 in 1996, \$1,085,000 in 1997, \$1,130,000 in 1998, and \$1,235,000 in 1999. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 5.7% and 5.2%, respectively.

During the fiscal year, the Authority repurchased \$2.9 million of outstanding Hydroelectric Power Project Revenue Bonds with excess funds in the Advance Payments Fund. The loss on early extinguishment of debt (\$577,000) is included in unamortized debt expense and is amortized over the original life of the bond.

The Authority estimates that the total financing requirements for its interest in the Hoover Upgrading Project will approximate \$31.8 million, substantially all of which will be expended for the acquisition of entitlement to capacity.

Multiple Project Fund — To finance costs of construction and acquisition of ownership interests or capacity rights in one or more projects expected to be undertaken within the next five years, the Authority issued Multiple Project Revenue Bonds pursuant to the

Authority's Indenture of Trust dated as of August 1, 1989 (Bond Indenture), as amended and supplemented.

The Bond Indenture provides that the Revenue Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) with respect to each authorized project, the revenues of such authorized project, and (3) all funds established by the Bond Indenture.

In October 1992, \$285,010,000 and \$103,640,000 of the Multiple Project Revenue Bonds were transferred to the Mead-Adelanto Project and the Mead-Phoenix Project, respectively, to finance the estimated costs of acquisition and construction of the projects.

A total of \$153,500,000 of the outstanding Multiple Project Revenue Bonds are not subject to redemption prior to maturity. The balance of the outstanding bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2006 for the 1989 Series Bonds. The first scheduled principal maturity for the Multiple Project Revenue Bonds is \$13,500,000 in 1999. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 6.9%.

The Bond Indenture required that, at the time of issuance of the Bonds, sufficient funds were available to pay costs related to issuance of the bonds, and that such funds come from a source other than proceeds of the bonds. The LADWP advanced \$7,219,000 to the Authority for the payment of the costs. The advance plus 7.09% interest was repaid in fiscal year 1993 to the LADWP after the first transfer of bond proceeds by the Authority from the Multiple Project Fund to the Mead-Adelanto Project and the Mead-Phoenix Project.

Mead-Phoenix Project — Prior to fiscal year 1989, the Authority borrowed \$14,148,000 to finance the feasibility study and development costs of the Mead-Phoenix Project. During fiscal year 1989, the participants advanced monies to the Authority to retire the note. During the fiscal year 1993, Salt River, project manager of the Mead-Phoenix Project, reimbursed the participants for their advances to the Authority.

To finance the Authority's ownership interest in the estimated cost of the project, \$103,640,000 of the Multiple Project Revenue Bonds were transferred to the Mead-Phoenix Project in October 1992. In March 1994, the Authority issued and has outstanding \$51,835,000 of Mead-Phoenix Revenue Bonds under an Indenture of Trust dated as of January 1, 1994 (Bond Indenture). The proceeds from the Revenue Bonds, together with drawdowns from the Debt Service Fund and Project Acquisition Fund, were used to advance refund \$64,840,000 of the Multiple Project Revenue Bonds previously transferred to the Mead-Phoenix Project.

The Bond Indenture provides that the Revenue Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) all revenues, incomes, rents and receipts attributable to Mead-Phoenix (see Note 6) and interest on all moneys or securities and

(3) all funds established by the Bond Indenture.

All outstanding Mead-Phoenix Revenue Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2018 for the 1994 Series Bonds. The first scheduled principal maturity for the Mead-Phoenix Revenue Bonds is \$3,040,000 in 2006. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 6.7% and 6.9%, respectively.

Mead-Adelanto Project — To finance the Authority's ownership interest in the estimated cost of the project, \$285,010,000 of the Multiple Project Revenue Bonds were transferred to the Mead-Adelanto Project in October 1992. In March 1994, the Authority issued and has outstanding \$173,955,000 of Mead-Adelanto Revenue Bonds under an Indenture of Trust dated as of January 1, 1994 (Bond Indenture). The proceeds of the Revenue Bonds, together with drawdowns from the Debt Service Fund and Project Acquisition Fund, were used to advance refund \$178,310,000 of the Multiple Project Revenue Bonds previously transferred to the Mead-Adelanto Project.

The Bond Indenture provides that the Revenue Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) all revenues, incomes, rents and receipts attributable to Mead-Adelanto (see Note 6) and interest on all moneys or securities and (3) all funds established by the Bond Indenture.

All outstanding Mead-Adelanto Revenue Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2018 for the 1994 Series Bonds. The first scheduled principal maturity for the Mead-Adelanto Revenue Bonds is \$10,135,000 in 2006. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 6.5% and 6.9%, respectively.

San Juan Project — To finance the costs of acquisition of an ownership interest in Unit 3 of the San Juan Project, the Authority issued San Juan Project Revenue Bonds pursuant to the Authority's Indenture of Trust dated as of January 1, 1993 (Bond Indenture).

The Bond Indenture provides that the Revenue Bonds shall be special, limited obligations of the Authority payable solely from and secured solely by (1) proceeds from the sale of bonds, (2) all revenues, incomes, rents and receipts attributable to San Juan (see Note 6) and interest on all moneys or securities and (3) all funds established by the Bond Indenture.

All outstanding San Juan Project Revenue Bonds, at the option of the Authority, are subject to redemption prior to maturity.

The Bond Indenture requires mandatory sinking fund installments to be made beginning in fiscal year 2012 for the 1993 Series A Bonds. The first scheduled principal maturity for the San Juan Project Revenue Bonds is \$6,065,000 in 1997. The average interest rate on outstanding debt during fiscal year 1994 and 1993 was 5.6%.

Refunding Bonds — In March 1994, the Authority issued \$173,955,000 of Mead-Adelanto Project Revenue Bonds and \$51,835,000 of Mead-Phoenix Project Revenue Bonds to refund \$243,150,000 of previously issued Multiple Project Revenue Bonds which were transferred to the Mead-Adelanto and Mead-Phoenix projects during fiscal year 1993. The refunding is expected to reduce total debt service payments over the next 21 years by approximately \$41,529,000 (the difference between the debt service payments on the old and new debt) and is expected to result in a net present value savings of approximately \$18,119,000.

In July 1993, the Authority issued \$150,010,000 of Transmission Project Revenue Refunding Bonds to refund \$123,890,000 of previously issued bonds of the Southern Transmission System Project. The refunding is expected to reduce total debt service payments over the next 30 years by approximately \$16,947,000 (the difference between the debt service payments on the old and new debt) and is expected to result in an overall net present value savings of approximately \$7,478,000.

In connection therewith, the net proceeds of the refunding bonds have been invested in securities of the United States Government, the principal and interest from which will be sufficient to fund the remaining principal, interest and call premium payments on the refunded bonds until the stated first call dates of the respective issues. Accordingly, all amounts related to the refunded bonds have been removed from the balance sheet and the cost of refunding the debt is included in unamortized debt expense.

In July 1992, the Authority issued \$475,000,000 of Southern Transmission Project Revenue Bonds to refund \$385,385,000 of previously issued bonds. Principal and interest with respect to the 1992 bonds are allocated into four separate components. Each of components 1, 2 and 3 is secured by and payable from investments in its escrow fund until scheduled crossover dates. Component 4 proceeds of \$14,100,000 were used to advance refund approximately \$9,000,000 of bonds in fiscal year 1993. On the Component 1 Crossover date (January 1, 1994), Component 1 proceeds of \$13,959,000 were used to advance refund \$13,455,000 of previously issued bonds in fiscal year 1994. Proceeds from components 2 and 3 of \$357,132,000 were placed in an irrevocable trust and will be used to redeem \$318,385,000 of bonds currently included within long-term debt at scheduled call dates. The combined refunding is expected to reduce total debt service payments over the next 25 years by approximately \$52,585,000 and is expected to result in an overall net present value savings of approximately \$25,060,000.

Until the bonds to be refunded by components 2 and 3 are called, interest on the bonds is payable from interest earned on investments with a financial institution under a specific investment agreement purchased out of the proceeds of the sales and held in bank escrow accounts. After the monies in the escrow accounts are applied to redeem the bonds to be called, primarily through 1996,

interest on the bonds will be payable from revenues. The trust account assets (\$351,017,000 in escrow accounts and \$2,300,000 in unamortized debt expense at June 30, 1994) and liabilities (\$353,317,000, net of bond discounts, at June 30, 1994) for components 2 and 3 are included in the Authority's financial statements. The revenue bonds to be refunded are also included in the financial statements until the scheduled call dates, at which time the refunded bonds and related trust account assets will be removed from the balance sheet and the cost of refunding the debt will be included in unamortized debt expenses. Interest earnings on investments in the escrow accounts are presented net of an equal amount of interest expense on the Subordinate Refunding Crossover Series Bonds in the Authority's financial statements. In addition, interest receivable for the escrow accounts is offset by accrued interest payable at fiscal year end and is included in the escrow cash account in the financial statements.

In January 1992, \$70,680,000 of Palo Verde Special Obligation Crossover Series Bonds were issued, the proceeds of which were placed in an irrevocable trust and will be used to redeem \$69,125,000 of bonds currently included within long term debt at scheduled call dates.

Until the bonds to be refunded by the Palo Verde Special Obligation Crossover Series Bonds are called, interest on the Palo Verde Special Obligation Crossover Series Bonds is payable from interest earned on securities of the United States Government purchased out of the proceeds of the sales and held in bank escrow accounts. After the monies in the escrow accounts are applied to redeem the bonds to be called, primarily through 1996, interest on the Palo Verde Special Obligation Crossover Series Bonds will be payable from revenues. The trust account assets and the liability for the Palo Verde Special Obligation Crossover Series Bonds are not included in the Authority's financial statements. At June 30, 1994 and 1993, \$73,399,000 and \$72,975,000, respectively, of these trust assets have been offset against the Palo Verde Special Obligation Crossover Series Bonds.

At June 30, 1994 and 1993, the aggregate amount of debt considered to be extinguished was \$3,300,050,000 and \$2,919,555,000, respectively.

Interest Rate Swap — In fiscal year 1991, the Authority entered into an Interest Rate Swap agreement with a third party for the purpose of hedging against interest rate fluctuations arising from the issuance of the Transmission Project Revenue Bonds, 1991 Subordinate Refunding Series as variable rate obligations. The notional amount of the Swap Agreement is equal to the par value of the bond (\$292,900,000 at June 30, 1994). The Swap Agreement provides for the Authority to make payments to the third party on a fixed rate basis at 6.38%, and for the third party to make reciprocal payments based on a variable rate basis (2.1% at June 30, 1994). The bonds mature in 2019.

COMBINED SCHEDULE OF LONG-TERM DEBT
AT JUNE 30, 1994
(In thousands)

| Project | Series | Date of Sale | Effective Interest Rate | Maturity on July 1 | Total |
|-------------------------------------------------------------------------------|----------------|-----------------|----------------------------|-----------------------|---------------------|
| Principal: | | | | | |
| Palo Verde Project Revenue and Refunding Bonds | 1983A | 04/08/83 | 8.8% | 1994 | \$ 1,825 |
| | 1984A | 07/18/84 | 10.3% | 1994 to 1995 | 3,960 |
| | 1985A | 05/22/85 | 8.7% | 1994 to 1999 | 6,780 |
| | 1985B | 07/02/85 | 9.1% | 1994 to 2000 | 18,920 |
| | 1986A | 03/13/86 | 8.2% | 1994 to 2006 | 73,840 |
| | 1986B | 12/16/86 | 7.2% | 1994 to 2017 | 117,640 |
| | 1987A | 02/11/87 | 6.9% | 1994 to 2017 | 253,965 |
| | 1989A | 02/15/89 | 7.2% | 1994 to 2015 | 292,280 |
| | 1992A | 01/01/92 | 6.0% | 1994 to 2010 | 25,265 |
| | 1993A | 03/01/93 | 5.5% | 1994 to 2017 | 370,765 |
| | | | | | <u>1,165,240</u> |
| Southern Transmission System Project Revenue and Refunding Bonds | 1984B | 10/17/84 | 10.2% | 1994 to 1997 | 3,775 |
| | 1985A | 08/15/85 | 8.9% | 1994 to 1999 | 1,560 |
| | 1986A | 03/18/86 | 8.0% | 1994 to 2021 | 107,300 |
| | 1986B | 04/29/86 | 7.5% | 1994 to 2023 | 401,570 |
| | 1988A | 11/22/88 | 7.2% | 1994 to 2015 | 154,085 |
| | 1991A | 4/17/91 | 6.4% | 1994 to 2019 | 292,900 |
| | 1992 Comp 1, 4 | 7/20/92 | 6.1% | 1994 to 2021 | 35,866 |
| | 1992 Comp 2, 3 | 7/20/92 | 6.1% | 1997 to 2021 | 439,134 |
| | 1993A | 7/01/93 | 5.4% | 1994 to 2023 | 150,010 |
| | | | | | <u>1,586,200</u> |
| Hoover Uprating Project Revenue and Refunding Bonds | 1986A | 08/13/86 | 8.1% | 1994 to 2017 | 5,170 |
| | 1991 | 08/01/91 | 6.2% | 1994 to 2017 | 32,295 |
| | | | | | <u>37,465</u> |
| Multiple Project Revenue Bonds | | | | | |
| Mead-Phoenix Project | 1989 | 01/04/90 | 6.9% | 1999 to 2020 | 38,800 |
| Mead-Adelanto Project | 1989 | 01/04/90 | 6.9% | 1999 to 2020 | 106,700 |
| Multiple Project | 1989 | 01/04/90 | 6.9% | 1999 to 2020 | 259,100 |
| | | | | | <u>404,600</u> |
| Mead-Phoenix Project Revenue Bonds | 1994A | 03/01/94 | 5.3% | 2006 to 2015 | 51,835 |
| Mead-Adelanto Project Revenue Bonds | 1994A | 03/01/94 | 5.3% | 2006 to 2015 | 173,955 |
| San Juan Project Revenue Bonds | 1993 | 06/01/93 | 5.6% | 1997 to 2020 | 237,375 |
| Total principal amount | | | | | <u>3,656,670</u> |
| Unamortized bond discount: | | | | | |
| Palo Verde Project | | | | | (126,853) |
| Southern Transmission System Project | | | | | (165,865) |
| Hoover Uprating Project | | | | | (3,790) |
| Mead-Phoenix Project | | | | | (4,516) |
| Mead-Adelanto Project | | | | | (13,529) |
| Multiple Project Fund | | | | | (17,673) |
| San Juan Project | | | | | (9,504) |
| Total unamortized bond discount | | | | | <u>(341,730)</u> |
| | | | | | 3,314,940 |
| Long-term debt due within one year | | | | | (36,900) |
| Total long-term debt, net | | | | | <u>\$ 3,278,040</u> |

Bonds which have been refunded are excluded from this schedule.

NOTE 5 – Disclosures about Fair Value of Financial Instruments:

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and cash equivalents/Escrow account - Subordinate Refunding Crossover Series — The carrying value approximates fair value because of the short maturity of those instruments.

Investments/Decommissioning trust fund/Crossover escrow accounts — The fair values of investments are estimated based on quoted market prices for those or similar investments.

Long-term debt/Special Obligation Crossover Series Bonds/Subordinate Refunding Crossover Series — The fair value of the Authority's debt is estimated based on the quoted market prices for the same or similar issues or on the current average rates offered to the Authority for debt of approximately the same remaining maturities, net of the effect of a related interest rate swap agreement.

The estimated fair values of the Authority's financial instruments are as follows (in thousands):

| | June 30, | | | |
|---------------------------------------------------------|----------------|----------------------|----------------|----------------------|
| | 1994 | | 1993 | |
| | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| Cash and cash equivalents | \$ 125,356 | \$ 125,400 | \$ 73,863 | \$ 73,900 |
| Escrow account – Subordinate Refunding Crossover Series | 351,017 | 349,700 | 365,757 | 365,800 |
| Decommissioning trust fund | 23,206 | 22,600 | 51,178 | 53,900 |
| Investments | 746,282 | 741,500 | 1,115,379 | 1,118,900 |
| Long-term debt | 2,961,623 | 3,159,600 | 2,968,701 | 3,398,500 |
| Subordinate Refunding Crossover Series | 353,317 | 364,300 | 368,312 | 403,300 |
| Unrecognized financial instruments: | | | | |
| Special Obligation Crossover Series Bonds | 70,680 | 74,000 | 70,680 | 72,700 |
| Crossover escrow accounts | 73,399 | 73,000 | 72,975 | 75,800 |

NOTE 6 – Power Sales and Transmission Service Contracts:

The Authority has power sales contracts with ten participants of the Palo Verde Project (see Note 1). Under the terms of the contracts, the participants are entitled to power output from the Palo Verde Nuclear Generating Station and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service on Power Project Revenue Bonds and other debt. The contracts expire in 2030 and, as long as any Power Project Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

The Authority has transmission service contracts with six participants of the Southern Transmission System Project (see Note 1). Under the terms of the contracts, the participants are

entitled to transmission service utilizing the Southern Transmission System Project and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service on Transmission Project Revenue Bonds and other debt. The contracts expire in 2027 and, as long as any Transmission Project Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

In March 1986, the Authority entered into power sales contracts with six participants of the Hoover Upgrading Project (see Note 1). Under the terms of the contracts, the participants are entitled to capacity and associated firm energy of the Hoover Upgrading Project and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service whether or not the Hoover Upgrading Project or any part thereof has been completed, is operating or is operable, or its service is suspended, interfered with, reduced or curtailed or terminated in whole or in part. The contracts expire in 2018 and as long as the Hydroelectric Power Project Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

In August 1992, the Authority entered into transmission service contracts with nine participants of the Mead-Phoenix Project (see Note 1). Under the terms of the contracts, the participants are entitled to transmission service utilizing the Mead-Phoenix Project and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service on the Multiple Project Revenue Bonds and other debt, whether or not the Mead-Phoenix Project or any part thereof has been completed, is operating and operable, or its service is suspended, interfered with, reduced or curtailed or terminated in whole or in part. The contracts expire in 2030 and, as long as any Multiple Project Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

In August 1992, the Authority entered into transmission service contracts with nine participants of the Mead-Adelanto Project (see Note 1). Under the terms of the contracts, the participants are entitled to transmission service utilizing the Mead-Adelanto Project and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service on the Multiple Project Revenue Bonds and other debt, whether or not the Mead-Adelanto Project or any part thereof has been completed, is operating and operable, or its service is suspended, interfered with, reduced or curtailed or terminated in whole or in part. The contracts expire in 2030 and, as long as any Multiple Project Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

In January 1993, the Authority entered into power sales contracts with five participants of Unit 3 of the San Juan Project (see Note 1). Under the terms of the contracts, the participants are entitled to power output of the San Juan Project and are obligated to make payments on a "take or pay" basis for their proportionate share of operating and maintenance expenses and debt service on

the San Juan Revenue Bonds and other debt, whether or not the Unit 3 of the San Juan Project or any part thereof is operating or operable, or its service is suspended, interfered with, reduced or curtailed or terminated in whole or in part. The contracts expire in 2030 and, as long as any San Juan Revenue Bonds are outstanding, cannot be terminated or amended in any manner which will impair or adversely affect the rights of the bondholders.

NOTE 7 – Costs Recoverable from Future Billings to Participants:

Billings to participants are designed to recover "costs" as defined by the power sales and transmission service agreements. The billings are structured to systematically provide for debt service requirements, operating funds and reserves in accordance with these agreements. Those expenses, according to generally accepted accounting principles (GAAP), which are not included as "costs" are deferred to such periods as they are intended to be recovered through billings for the repayment of principal on related debt.

Costs recoverable from future billings to participants are comprised of the following:

| | Balance June 30, 1993 | Fiscal 1994 Activity | Balance June 30, 1994 |
|------------------------------------------------------------------------|-----------------------------|----------------------------|-----------------------------|
| GAAP Items not included in billings to participants: | | | |
| Depreciation of plant | \$ 252,256 | \$ 48,097 | \$ 300,353 |
| Amortization of bond discount, debt issue costs, and cost of refunding | 148,648 | 28,773 | 177,421 |
| Nuclear fuel amortization | 15,563 | 1,247 | 16,810 |
| Decommissioning expense | 42,207 | 16,513 | 58,720 |
| Interest expense | 5,110 | | 5,110 |
| Bond requirements included in billings to participants: | | | |
| Operations and maintenance, net of Investment Income | (45,503) | 443 | (45,060) |
| Costs of acquisition of capacity - STS | (18,350) | | (18,350) |
| Reduction in debt service billings due to transfer of excess funds | 40,999 | 45,174 | 86,173 |
| Principal repayments | (147,005) | (36,945) | (183,950) |
| Other | (20,001) | (4,943) | (24,944) |
| | <u>\$ 273,924</u> | <u>\$ 98,359</u> | <u>\$ 372,283</u> |

NOTE 8 – Commitments and Contingencies:

As a participant in the PVNGS, the Authority could be subject to assessment of retroactive insurance premium adjustments in the event of a nuclear incident at the PVNGS or at any other licensed reactor in the United States.

The Authority is involved in various legal actions. In the opinion of management, the outcome of such litigation or claims will not have a material effect on the financial position of the Authority or the respective separate projects.

Palo Verde — In March 1993, a tube ruptured in the steam generator at Palo Verde Unit 2 and resulted in an outage of the unit until September 1993. Upon further investigation of all three units, the operating level was reduced to approximately 86% of capacity in October 1993 to mitigate further tube degradation during assessment of the damage. The operator implemented several remedial actions and returned Units 1 and 3 to near 100% capacity during July 1994. It is anticipated that Unit 2 will be returned to full power by the end of 1994.

Under the Palo Verde Nuclear Generating Station ("PVNGS") Participation Agreement, if an owner defaults in the performance of its obligation, non-defaulting owners shall (in proportion to their generation entitlement shares) remedy the default, either by advancing the necessary funds and/or commencing to render the necessary performance. On January 8, 1992, an owner of a portion of PVNGS filed for protection under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court. Subsequent to the Chapter 11 filing, the owner is under a court order to continue making payments to PVNGS. Pre-petition general unsecured claims that remained unpaid as of June 30, 1993 were approximately \$9.3 million (the Authority's share was \$550,000). During fiscal 1994, a reorganization plan was proposed by the defaulting owner and PVNGS collected the \$9.3 million. However, the \$9.3 million, including SCPPA's share, must be repaid back to the defaulting owner if the proposed reorganization is not completed.

The Authority is unable to predict (i) how long the Bankruptcy court order will continue to remain in effect, (ii) the impact the Chapter 11 proceedings will have on the owner's performance of obligations with respect to PVNGS generally, or (iii) what costs will be incurred by the Authority and the other owners of PVNGS if the owner fails to perform obligations with respect to PVNGS.

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SUPPLEMENTAL FINANCIAL INFORMATION
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SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
PALO VERDE PROJECT
SUPPLEMENTAL BALANCE SHEET
(In thousands)

| | June 30, | |
|------------------------------------------------------------------------------------------------|--------------|--------------|
| | 1994 | 1993 |
| ASSETS | | |
| Utility plant: | | |
| Production | \$ 609,308 | \$ 606,728 |
| Transmission | 14,146 | 14,140 |
| General | 2,633 | 2,387 |
| | 626,087 | 623,255 |
| Less - Accumulated depreciation | 188,019 | 159,082 |
| | 438,068 | 464,173 |
| Construction work in progress | 8,612 | 10,453 |
| Nuclear fuel, at amortized cost | 15,456 | 13,876 |
| Net utility plant | 462,136 | 488,502 |
| Special funds: | | |
| Decommissioning fund | 23,206 | 51,178 |
| Investments | 115,609 | 151,087 |
| Interest receivable | 1,350 | 1,732 |
| Cash and cash equivalents | 62,708 | 35,463 |
| | 202,873 | 239,460 |
| Accounts receivable | 1,043 | 1,885 |
| Materials and supplies | 10,347 | 10,060 |
| Costs recoverable from future billings to participants | 184,859 | 118,415 |
| Unamortized debt expenses, less accumulated amortization of \$59,661 and \$47,672 | 222,062 | 234,146 |
| | \$ 1,083,320 | \$ 1,092,468 |
| LIABILITIES | | |
| Long-term debt | \$ 1,015,962 | \$ 1,034,370 |
| Current liabilities: | | |
| Long-term debt due within one year | 22,425 | 19,825 |
| Accrued interest | 31,404 | 28,414 |
| Accounts payable and accrued expenses | 13,529 | 9,859 |
| | 67,358 | 58,098 |
| Commitments and contingencies | - | - |
| | \$ 1,083,320 | \$ 1,092,468 |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
PALO VERDE PROJECT
SUPPLEMENTAL STATEMENT OF OPERATIONS
(In thousands)

| | Year Ended June 30, | |
|------------------------------------------------------------------|---------------------|-------------|
| | 1994 | 1993 |
| Operating revenue: | | |
| Sales of electric energy | \$ 120,388 | \$ 124,914 |
| Billing credit (Note 3) | (45,174) | |
| | 75,214 | 124,914 |
| Operating expenses: | | |
| Nuclear fuel | 5,510 | 7,788 |
| Other operations | 27,094 | 28,561 |
| Maintenance | 9,327 | 7,673 |
| Depreciation | 19,311 | 19,046 |
| Decommissioning | 13,401 | 12,560 |
| Total operating expenses | 74,643 | 75,628 |
| Operating income | 571 | 49,286 |
| Investment income | 12,182 | 12,129 |
| Income before debt expense | 12,753 | 61,415 |
| Debt expense | 79,197 | 81,058 |
| Costs recoverable from future billings to participants | (\$ 66,444) | (\$ 19,643) |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
PALO VERDE PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS
(In thousands)

| | <i>Year Ended June 30,</i> | |
|---------------------------------------------------------------------------------|----------------------------|------------------|
| | 1994 | 1993 |
| Cash flows from operating activities: | | |
| Costs recoverable from future billings to participants | (\$ 66,444) | (\$ 19,643) |
| Adjustments to arrive at net cash provided by (used for) operating activities – | | |
| Depreciation | 19,311 | 19,046 |
| Decommissioning | 13,401 | 12,560 |
| Amortization of nuclear fuel | 5,510 | 7,788 |
| Amortization of debt costs | 16,389 | 14,478 |
| Changes in assets and liabilities: | | |
| Decommissioning fund | 27,972 | (3,138) |
| Interest receivable | 382 | (427) |
| Accounts receivable | 842 | 405 |
| Materials and supplies | (287) | 2,948 |
| Other assets | (288) | 111 |
| Accrued interest | 2,990 | (5,971) |
| Accounts payable and accrued expenses | 3,670 | (1,183) |
| Net cash provided by operating activities | <u>23,448</u> | <u>26,974</u> |
| Cash flows from investing activities: | | |
| Payments for construction of facility | (11,856) | (13,364) |
| Purchases of investments | (171,311) | (148,259) |
| Proceeds from sale of investments | 206,789 | 119,825 |
| Net cash provided by investing activities | <u>23,622</u> | <u>(41,798)</u> |
| Cash flows from capital and related financing activities: | | |
| Proceeds from sale of bonds | | 353,142 |
| Payment for defeasance of revenue bonds | | (346,824) |
| Repayment of principal on long-term debt | (19,825) | (17,735) |
| Payment for bond issue costs | | (4,100) |
| Net cash used for capital and related financing activities | <u>(19,825)</u> | <u>(15,517)</u> |
| Net increase (decrease) in cash and cash equivalents | 27,245 | (30,341) |
| Cash and cash equivalents at beginning of year | 35,463 | 65,804 |
| Cash and cash equivalents at end of year | <u>\$ 62,708</u> | <u>\$ 35,463</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the year for interest (net of amount capitalized) | <u>\$ 59,818</u> | <u>\$ 68,099</u> |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
PALO VERDE PROJECT
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)**

| | Construction Fund Initial Facilities Account | Debt Service Fund | Cost of Issuance Fund | Revenue Fund | Operating Fund | Reserve & Contingency Fund | 1994 Issue Fund | Decommis- sioning Funds I & II | Total |
|-----------------------------------------------------------------------|-------------------------------------------------------|-------------------------|-----------------------------|-----------------|-------------------|----------------------------------|-----------------------|-----------------------------------------|----------------|
| Balance at June 30, 1993 | \$ 13,165 | \$ 127,665 | \$ 27 | \$ | \$ 27,244 | \$ 6,962 | \$ 11,166 | \$ 51,003 | \$ 237,232 |
| Additions: | | | | | | | | | |
| Investment earnings | 257 | 8,334 | | 66 | 1,092 | 272 | 743 | 2,047 | 12,811 |
| Distribution of investment earnings | | (8,207) | | 10,265 | (1,043) | (272) | (743) | | |
| Revenue from power sales | | | | 78,826 | 111 | 7 | | | 78,944 |
| Distribution of revenues | | 36,577 | | (89,107) | 41,232 | 5,974 | 5,324 | | |
| Distribution of investments | (12,831) | 42,760 | | | | | | (29,929) | |
| Transfer from escrow for principal and interest payments | | 237,220 | | | | | | | 237,220 |
| Miscellaneous | (413) | 484 | (27) | 122 | | | | (71) | 95 |
| Total | (12,987) | 317,168 | (27) | 172 | 41,392 | 5,981 | 5,324 | (27,953) | 329,070 |
| Deductions: | | | | | | | | | |
| Construction expenditures | 178 | | | | | 4,605 | | | 4,783 |
| Operating expenditures | | | | | 36,000 | | | | 36,000 |
| Fuel costs | | | | | 7,159 | | | | 7,159 |
| Payment of principal | | 19,825 | | | | | | | 19,825 |
| Interest paid | | 59,818 | | | | | | | 59,818 |
| Payment of principal and interest on escrow bonds | | 233,212 | | | | | 4,008 | | 237,220 |
| Interest paid on investment purchases | | 84 | | | 24 | | 1 | | 109 |
| Miscellaneous | | 172 | | | | | | 5 | 177 |
| Total | 178 | 313,111 | — | — | 43,183 | 4,605 | 4,009 | 5 | 365,091 |
| Balance at June 30, 1994 | \$ — | \$ 131,722 | \$ — | \$ 172 | \$ 25,453 | \$ 8,338 | \$ 12,481 | \$ 23,045 | \$ 201,211 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$1,350 and \$1,732 and Decommissioning Fund accrued interest receivable of \$142 and \$396 at June 30, 1994 and 1993, respectively, nor do they include total amortized net investment discounts of \$170 and \$100 at June 30, 1994 and 1993, respectively.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SOUTHERN TRANSMISSION SYSTEM PROJECT
SUPPLEMENTAL BALANCE SHEET
(In thousands)

| | <i>June 30,</i> | |
|------------------------------------------------------------------------------------------------|-----------------|--------------|
| | <i>1994</i> | <i>1993</i> |
| ASSETS | | |
| Utility plant: | | |
| Transmission | \$ 675,301 | \$ 674,778 |
| General | 18,893 | 18,893 |
| | 694,194 | 693,671 |
| Less - Accumulated depreciation | 154,656 | 134,966 |
| | 539,538 | 558,705 |
| Construction work in progress | 897 | 1,236 |
| Net utility plant | 540,435 | 559,941 |
| Special funds: | | |
| Investments | 135,314 | 150,779 |
| Advance to Intermountain Power Agency | 19,550 | 19,550 |
| Interest receivable | 2,122 | 2,671 |
| Cash and cash equivalents | 48,553 | 26,996 |
| Escrow account - Subordinate Refunding Crossover Series | 351,017 | 365,757 |
| | 556,556 | 565,753 |
| Accounts receivable | 4,409 | 868 |
| Costs recoverable from future billings to participants | 168,594 | 150,953 |
| Unamortized debt expenses, less accumulated amortization of \$42,918 and \$39,515 | 181,473 | 171,390 |
| | \$ 1,451,467 | \$ 1,448,905 |
| LIABILITIES | | |
| Long-term debt | \$ 1,053,403 | \$ 1,037,741 |
| Subordinate Refunding Crossover Series | 353,317 | 368,312 |
| Current liabilities: | | |
| Long-term debt due within one year | 13,615 | 10,290 |
| Accrued interest | 28,606 | 29,931 |
| Accounts payable and accrued expenses | 2,526 | 2,631 |
| | 44,747 | 42,852 |
| Commitments and contingencies | | |
| | \$ 1,451,467 | \$ 1,448,905 |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SOUTHERN TRANSMISSION SYSTEM PROJECT
SUPPLEMENTAL STATEMENT OF OPERATIONS
(In thousands)

| | Year Ended June 30, | |
|------------------------------------------------------------------|---------------------|-------------|
| | 1994 | 1993 |
| Operating revenue: | | |
| Sales of transmission services | \$ 87,756 | \$ 88,245 |
| Operating expenses: | | |
| Other operations | 11,243 | 11,062 |
| Maintenance | 3,586 | 3,010 |
| Depreciation | 19,691 | 19,575 |
| Total operating expenses | 34,520 | 33,647 |
| Operating income | 53,236 | 54,598 |
| Investment income | 10,965 | 9,346 |
| Income before debt expense | 64,201 | 63,944 |
| Debt expense | 81,842 | 83,203 |
| Costs recoverable from future billings to participants | (\$ 17,641) | (\$ 19,259) |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SOUTHERN TRANSMISSION SYSTEM PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS**
(In thousands)

| | Year Ended June 30, | |
|----------------------------------------------------------------------------------|---------------------|------------------|
| | 1994 | 1993 |
| Cash flows from operating activities: | | |
| Costs recoverable from future billings to participants | (\$ 17,641) | (\$ 19,259) |
| Adjustments to arrive at net cash provided by (used for) operating activities -- | | |
| Depreciation | 19,691 | 19,575 |
| Amortization of debt costs | 11,474 | 10,148 |
| Changes in assets and liabilities: | | |
| Interest receivable | 549 | 471 |
| Accounts receivable | (3,541) | 724 |
| Other assets | (427) | (22) |
| Accrued interest | (1,325) | (699) |
| Accounts payable and accrued expenses | (105) | 274 |
| Net cash provided by operating activities | <u>8,675</u> | <u>11,212</u> |
| Cash flows from investing activities: | | |
| Payments for construction of facility | 339 | (1,145) |
| Purchases of investments | (98,844) | (89,450) |
| Proceeds from sale of investments | <u>129,049</u> | <u>84,600</u> |
| Net cash provided by (used for) investing activities | <u>30,544</u> | <u>(5,995)</u> |
| Cash flows from capital and related financing activities: | | |
| Proceeds from sale of bonds | 142,012 | 381,994 |
| Payment for defeasance of revenue bonds | (148,240) | (15,245) |
| Repayment of principal on long-term debt | (10,290) | (11,795) |
| Payment for bond issue costs | (1,144) | (104) |
| Amount deposited in escrow accounts related to crossover bonds | | <u>(365,757)</u> |
| Net cash used for capital and related financing activities | <u>(17,662)</u> | <u>(10,907)</u> |
| Net increase (decrease) in cash and cash equivalents | 21,557 | (5,690) |
| Cash and cash equivalents at beginning of year | <u>26,996</u> | <u>32,686</u> |
| Cash and cash equivalents at end of year | <u>\$ 48,553</u> | <u>\$ 26,996</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the year for interest (net of amount capitalized) | <u>\$ 70,994</u> | <u>\$ 73,882</u> |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SOUTHERN TRANSMISSION SYSTEM PROJECT
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | Construction Fund-Initial Facilities Account | Debt Service Fund | Revenue Fund | Operating Fund | General Reserve Fund | Issue Fund | Escrow Fund | Total |
|-------------------------------------------------------------|-------------------------------------------------------|-------------------------|-----------------|-------------------|----------------------------|---------------|----------------|----------------|
| Balance at June 30, 1993 | \$ 76 | \$ 125,562 | \$ — | \$ 7,339 | \$ 10,276 | \$ 34,673 | \$ 364,603 | \$ 542,529 |
| Additions: | | | | | | | | |
| Bond Proceeds | | | | | | 13,838 | | 13,838 |
| Investment earnings | 1 | 6,477 | 101 | 229 | 524 | 3,201 | 19,260 | 29,793 |
| Distribution of investment earnings | | (6,349) | 10,263 | (229) | (485) | (3,200) | | |
| Revenue from transmission sales | | | 84,388 | | | | | 84,388 |
| Distribution of revenue | | 43,806 | (95,340) | 14,414 | 37,120 | | | |
| Transfer from escrow for principal and interest payments | | 718,917 | | | | 21,497 | | 740,414 |
| Other transfers | | | 588 | | (40,590) | 49,391 | (9,389) | |
| Total | 1 | 762,851 | — | 14,414 | (3,431) | 84,727 | 9,871 | 868,433 |
| Deductions: | | | | | | | | |
| Bond issue costs | | 1,144 | | | | | | 1,144 |
| Payments-in-aid of construction | 73 | | | | | | | 73 |
| Operating expenditures | | | | 15,203 | | 250 | | 15,453 |
| Payment of principal | | 9,790 | | | | 500 | | 10,290 |
| Interest paid | | 48,025 | | | | 33,335 | 10,397 | 91,757 |
| Payment of principal and interest on escrow bonds | | 728,206 | | | | 10,958 | | 739,164 |
| Premium and interest paid on investment purchases | | 175 | | | 44 | | | 219 |
| Transfer to escrow account for refunding issues | | 4,464 | | | | | 14,319 | 18,783 |
| Total | 73 | 791,804 | — | 15,203 | 44 | 45,043 | 24,716 | 876,883 |
| Balance at June 30, 1994 | \$ 4 | \$ 96,609 | \$ — | \$ 6,550 | \$ 6,801 | \$ 74,357 | \$ 349,758 | \$ 534,079 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$2,122 and \$2,671 at June 30, 1994 and 1993, respectively, nor do they include total amortized net investment discount of \$805 and \$1,003 at June 30, 1994 and 1993, respectively.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
HOOVER UPRATING PROJECT
SUPPLEMENTAL BALANCE SHEET
(In thousands)**

| | <i>June 30,</i> | |
|---------------------------------------------------------------------------------------|------------------|------------------|
| | 1994 | 1993 |
| ASSETS | | |
| Special funds: | | |
| Investments | \$ 5,616 | \$ 12,965 |
| Advances for capacity and energy, net | 13,318 | 14,319 |
| Interest receivable | 80 | 179 |
| Cash and cash equivalents | 5,451 | 1,399 |
| | <u>24,465</u> | <u>28,862</u> |
| Costs recoverable from future billings to participants | 6,661 | 4,556 |
| Unamortized debt expenses, less accumulated amortization of \$615 and \$487 | 3,730 | 3,599 |
| | <u>\$ 34,856</u> | <u>\$ 37,017</u> |
| LIABILITIES | | |
| Long-term debt | \$ 32,815 | \$ 35,529 |
| Current liabilities: | | |
| Long-term debt due within one year | 860 | 905 |
| Accrued interest | 518 | 542 |
| Accounts payable and accrued expenses | 663 | 41 |
| | <u>2,041</u> | <u>1,488</u> |
| Commitments and contingencies | | |
| | <u>\$ 34,856</u> | <u>\$ 37,017</u> |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
HOOVER UPRATING PROJECT
SUPPLEMENTAL STATEMENT OF OPERATIONS
(In thousands)**

| | <i>Year Ended June 30,</i> | |
|------------------------------------------------------------------|----------------------------|-------------------|
| | 1994 | 1993 |
| Operating revenue: | | |
| Sales of electric energy | \$ 2,469 | \$ 2,922 |
| Operating expenses: | | |
| Capacity charges | 1,345 | 1,130 |
| Energy charges | 964 | 697 |
| Other operations | 341 | 290 |
| Reimbursement of advances for capacity and energy | 83 | 83 |
| Total operating expenses | <u>2,650</u> | <u>2,200</u> |
| Operating income | (181) | 722 |
| Investment income | 500 | 732 |
| Income before debt expense | 319 | 1,454 |
| Debt expense | 2,424 | 2,463 |
| Costs recoverable from future billings to participants | <u>(\$ 2,105)</u> | <u>(\$ 1,009)</u> |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
HOOVER UPRATING PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS
(In thousands)

| | <i>Year Ended June 30,</i> | |
|--------------------------------------------------------------------------|----------------------------|-----------------|
| | 1994 | 1993 |
| Cash flows from operating activities: | | |
| Costs recoverable from future billings to participants | (\$ 2,105) | (\$ 1,009) |
| Adjustments to arrive at net cash used for operating activities – | | |
| Amortization of debt costs | 292 | 292 |
| Changes in assets and liabilities: | | |
| Interest receivable | 99 | 55 |
| Accounts receivable | | 1 |
| Other assets | 5 | 5 |
| Accrued interest | (24) | (3) |
| Accounts payable and accrued expenses | 622 | (1) |
| Net cash used for operating activities | <u>(1,111)</u> | <u>(660)</u> |
| Cash flows from investing activities: | | |
| Purchases of investments | | (10,680) |
| Proceeds from sale of investments | 7,349 | 11,010 |
| Advances for capacity and energy, net | 1,001 | 41 |
| Net cash provided by investing activities | <u>8,350</u> | <u>371</u> |
| Cash flows from capital and related financing activities: | | |
| Payment for defeasance of revenue bonds | (2,282) | |
| Repayment of principal on long-term debt | (905) | (310) |
| Net cash used for capital and related financing activities | <u>(3,187)</u> | <u>(310)</u> |
| Net increase (decrease) in cash and cash equivalents | 4,052 | (599) |
| Cash and cash equivalents at beginning of year | 1,399 | 1,998 |
| Cash and cash equivalents at end of year | <u>\$ 5,451</u> | <u>\$ 1,399</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during year for interest (net of amount capitalized) | <u>\$ 2,155</u> | <u>\$ 2,174</u> |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
HOOVER UPRATING PROJECT
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | Advance Payments Fund | Interim Advance Payments Fund | Revenue Fund | Operating Working Capital Fund | Debt Service Account | Debt Service Reserve Account | General Reserve Account | Total |
|-------------------------------------|-----------------------------|----------------------------------------|-----------------|-----------------------------------------|----------------------------|---------------------------------------|-------------------------------|--------------|
| Balance at June 30, 1993 | \$ 8,815 | \$ 561 | \$ — | \$ 560 | \$ 1,357 | \$ 3,083 | \$ — | \$ 14,376 |
| Additions: | | | | | | | | |
| Investment earnings | 357 | 22 | 1 | 31 | 11 | 156 | 21 | 599 |
| Discount on investment purchases | 7 | | | | 20 | | 5 | 32 |
| Distribution of investment earnings | 267 | (22) | (1) | (31) | (31) | (156) | (26) | |
| Revenue from power sales | | | 3,078 | | | | | 3,078 |
| Distribution of revenues | | | (3,078) | | 3,078 | | | |
| Transfer for interest payment | | | | | 2,315 | | | 2,315 |
| Miscellaneous transfers | (6,658) | 1,196 | | | (11) | | 5,473 | |
| Total | <u>(6,027)</u> | <u>1,196</u> | <u>—</u> | <u>—</u> | <u>5,382</u> | <u>—</u> | <u>5,473</u> | <u>6,024</u> |
| Deductions: | | | | | | | | |
| Advances for capacity and energy | | 1,308 | | | | | | 1,308 |
| Administrative expenditures | 335 | | | | | | | 335 |
| Interest paid | | | | | 4,470 | | | 4,470 |
| Payment of principal | | | | | 905 | | 2,272 | 3,177 |
| Total | <u>335</u> | <u>1,308</u> | <u>—</u> | <u>—</u> | <u>5,375</u> | <u>—</u> | <u>2,272</u> | <u>9,290</u> |
| Balance at June 30, 1994 | \$ 2,453 | \$ 449 | \$ — | \$ 560 | \$ 1,364 | \$ 3,083 | \$ 3,201 | \$ 11,110 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$80 and \$179 at June 30, 1994 and 1993, respectively, nor do they include total amortized net investment premiums of \$43 and \$12 at June 30, 1994 and 1993, respectively.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-PHOENIX PROJECT
SUPPLEMENTAL BALANCE SHEET**
(In thousands)

| | June 30, | |
|-------------------------------------------------------------------------------|-----------|-----------|
| | 1994 | 1993 |
| ASSETS | | |
| Utility plant: | | |
| Construction work in progress | \$ 16,831 | \$ 6,076 |
| Special funds: | | |
| Investments | 56,164 | 88,178 |
| Interest receivable | 2,332 | 3,260 |
| Cash | 5 | 5 |
| | 58,501 | 91,443 |
| Accounts receivable | 27 | 13 |
| Prepaid construction | 2,589 | |
| Unamortized debt expenses, less accumulated amortization of \$218 and \$62 | 10,917 | 2,246 |
| | \$ 88,865 | \$ 99,778 |
| LIABILITIES | | |
| Long-term debt | \$ 86,119 | \$ 96,395 |
| Arbitrage rebate payable | 204 | |
| Current liabilities: | | |
| Accrued interest | 2,505 | 3,303 |
| Accounts payable | 37 | 80 |
| Total current liabilities | 2,542 | 3,383 |
| Commitments and contingencies | | |
| | \$ 88,865 | \$ 99,778 |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-PHOENIX PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS**
(In thousands)

| | Year Ended June 30, | |
|---------------------------------------------------------------|---------------------|----------|
| | 1994 | 1993 |
| Cash flows from operating activities: | \$ — | \$ — |
| Cash flows from investing activities: | | |
| Interest received on investments | 6,655 | 1,657 |
| Payment of interest on long-term debt | (6,605) | (1,651) |
| Payments for construction of facility | (12,524) | (5,322) |
| Purchases of investments | (6,665) | (97,384) |
| Proceeds from sale of investments | 18,942 | 7,831 |
| Reimbursement from WAPA | 187 | |
| Reimbursement from project manager | | 14,048 |
| Net cash used for investing activities | (10) | (80,821) |
| Cash flows from capital and related financing activities: | | |
| Proceeds from sale of bonds | 76,721 | |
| Payment for defeasance of revenue bond | (76,115) | |
| Transfer of funds from Multiple Project Fund | | 97,373 |
| Payment for bond issue costs | (596) | (2,303) |
| Proceeds from advances from participants | | (14,249) |
| Net cash provided by capital and related financing activities | 10 | 80,821 |
| Net increase in cash and cash equivalents | — | — |
| Cash and cash equivalents at beginning of year | 5 | 5 |
| Cash and cash equivalents at end of year | \$ 5 | \$ 5 |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-PHOENIX PROJECT
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | Acquisition Account | Debt Service Account | Debt Service Reserve Account | Issue Fund | Total |
|------------------------------------------------------|------------------------|----------------------------|---------------------------------------|---------------|-----------|
| Balance at June 30, 1993 | \$ 58,757 | \$ 20,463 | \$ 8,963 | \$ — | \$ 88,183 |
| Additions: | | | | | |
| Bond proceeds | | | | 7,667 | 7,667 |
| Investment earnings | 4,397 | 1,411 | 670 | 177 | 6,655 |
| Transfer of investments | | 832 | (832) | | |
| Reimbursement from WAPA | 187 | | | | 187 |
| Total | 4,584 | 2,243 | (162) | 7,844 | 14,509 |
| Deductions: | | | | | |
| Construction expenditures | 12,524 | | | | 12,524 |
| Interest paid | | 6,605 | | | 6,605 |
| Transfer to escrow accounts | 13,643 | 10,176 | 2,885 | | 26,704 |
| Premium and interest paid on investment purchases | | | | 69 | 69 |
| Bond issue costs | | | | 596 | 596 |
| Total | 26,167 | 16,781 | 2,885 | 665 | 46,498 |
| Balance at June 30, 1994 | \$ 37,174 | \$ 5,925 | \$ 5,916 | \$ 7,179 | \$ 56,194 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$2,332 and \$3,260 at June 30, 1994 and 1993, respectively, nor do they include total amortized net investment premiums of \$25 at June 30, 1994.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-ADELANTO PROJECT
SUPPLEMENTAL BALANCE SHEET
(In thousands)**

| | June 30, | |
|------------------------------------------------------------------------------------------|------------|------------|
| | 1994 | 1993 |
| ASSETS | | |
| Utility plant: | | |
| Construction work in progress | \$ 75,518 | \$ 21,197 |
| Special funds: | | |
| Investments | 155,892 | 237,991 |
| Interest receivable | 6,144* | 8,871 |
| | 162,036 | 246,862 |
| Accounts receivable | 5 | 1 |
| Prepaid construction | 6,650 | |
| Unamortized debt expenses, less accumulated amortization of \$616 and \$171 | 31,059 | 6,167 |
| | \$ 275,268 | \$ 274,227 |
| LIABILITIES | | |
| Long-term debt | \$ 267,126 | \$ 265,088 |
| Arbitrage rebate payable | 508 | |
| Current liabilities: | | |
| Accrued interest | 7,603 | 9,082 |
| Accounts payable | 31 | 57 |
| Total current liabilities | 7,634 | 9,139 |
| Commitments and contingencies | | |
| | \$ 275,268 | \$ 274,227 |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-ADELANTO PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS
(In thousands)**

| | Year Ended June 30, | |
|-------------------------------------------------------------------------|---------------------|-----------|
| | 1994 | 1993 |
| Cash flows from operating activities: | \$ — | \$ — |
| Cash flows from investing activities: | | |
| Interest received on investments | 17,840 | 4,547 |
| Payments of interest on long-term debt | (18,164) | (4,540) |
| Payments for construction of facility | (56,971) | (19,688) |
| Purchases of investments | (20,733) | (267,782) |
| Proceeds from sale of investments | 77,934 | 26,020 |
| Reimbursement from WAPA | 60 | |
| Net cash used for investing activities | (34) | (261,443) |
| Cash flows from capital and related financing activities: | | |
| Proceeds from sale of bonds | 215,628 | |
| Payment for defeasance of revenue bonds | (213,593) | |
| Payment for bond issue costs | (2,001) | (6,332) |
| Transfer of funds from Multiple Project Fund | | 267,775 |
| Net cash provided by capital and related financing activities | 34 | 261,443 |
| Net increase in cash and cash equivalents | — | — |
| Cash and cash equivalents at beginning of year | — | — |
| Cash and cash equivalents at end of year | \$ — | \$ — |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MEAD-ADELANTO PROJECT
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | <i>Acquisition Account</i> | <i>Debt Service Account</i> | <i>Debt Service Reserve Account</i> | <i>Issue Fund</i> | <i>Total</i> |
|---------------------------------------------------|--------------------------------|-------------------------------------|-------------------------------------------------|-----------------------|-------------------|
| Balance at June 30, 1993 | \$ 157,072 | \$ 56,272 | \$ 24,647 | \$ — | \$ 237,991 |
| Additions: | | | | | |
| Bond proceeds | | | | 25,732 | 25,732 |
| Investment earnings | 11,530 | 3,880 | 1,844 | 586 | 17,840 |
| Transfer of investments | | 2,289 | (2,289) | | |
| Reimbursement from WAPA | 60 | | | | 60 |
| Total | <u>11,590</u> | <u>6,169</u> | <u>(445)</u> | <u>26,318</u> | <u>43,632</u> |
| Deductions | | | | | |
| Construction expenditures | 56,971 | | | | 56,971 |
| Interest paid | | 18,164 | | | 18,164 |
| Transfer to escrow accounts | 12,361 | 27,983 | 7,935 | | 48,279 |
| Premium and interest paid on investment purchases | | | | 233 | 233 |
| Bond issue costs | | | | 2,001 | 2,001 |
| Total | <u>69,332</u> | <u>46,147</u> | <u>7,935</u> | <u>2,234</u> | <u>125,648</u> |
| Balance at June 30, 1994 | <u>\$ 99,330</u> | <u>\$ 16,294</u> | <u>\$ 16,267</u> | <u>\$ 24,084</u> | <u>\$ 155,975</u> |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$6,144 and \$8,871 at June 30, 1994 and 1993, respectively, nor do they include total amortized net investment premiums of \$83 at June 30, 1994.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MULTIPLE PROJECT FUND
SUPPLEMENTAL BALANCE SHEET
(In thousands)**

| | <i>June 30,</i> | |
|-------------------------------|-------------------|-------------------|
| | 1994 | 1993 |
| ASSETS | | |
| Special funds: | | |
| Investments | \$ 250,819 | \$ 248,997 |
| Interest receivable | 9,218 | 9,151 |
| | \$ 260,037 | \$ 258,148 |
| LIABILITIES | | |
| Long-term debt | \$ 241,427 | \$ 240,989 |
| Arbitrage rebate payable | 3,855 | 8,903 |
| Deferred costs | 6,499 | |
| Current liabilities: | | |
| Accrued interest | 8,256 | 8,256 |
| Commitments and contingencies | | |
| | \$ 260,037 | \$ 258,148 |

See notes to financial statements.

**SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MULTIPLE PROJECT FUND
SUPPLEMENTAL STATEMENT OF CASH FLOWS
(In thousands)**

| | <i>Year Ended June 30,</i> | |
|-----------------------------------------------------------|----------------------------|-------------|
| | 1994 | 1993 |
| Cash flows from operating activities: | \$ — | \$ — |
| Cash flows from investing activities: | | |
| Interest received on investments | 18,335 | 37,991 |
| Payments of interest on long-term debt | (16,512) | (35,088) |
| Purchases of investments | (1,823) | (2,904) |
| Proceeds from sale of investments | | 365,149 |
| Net cash provided by investing activities | — | 365,148 |
| Cash flows from capital and related financing activities: | | |
| Transfer of funds to Mead-Adelanto Project | | (267,775) |
| Transfer of funds to Mead-Phoenix Project | | (97,373) |
| Net cash used for capital and financing activities | — | (365,148) |
| Net increase in cash and cash equivalents | — | — |
| Cash and cash equivalents at beginning of year | — | — |
| Cash and cash equivalents at end of year | \$ — | \$ — |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
MULTIPLE PROJECT FUND
SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | Proceeds Account | Debt Service Account | Earnings Account | Total |
|--------------------------------------------|---------------------|----------------------------|---------------------|-----------------|
| Balance at June 30, 1993 | \$ 247,727 | \$ — | \$ 1,270 | \$ 248,997 |
| Additions: | | | | |
| Investment earnings | 18,208 | | 126 | 18,334 |
| Transfer to earnings account | (18,208) | | 18,208 | |
| Transfer to debt service account | | 16,512 | (16,512) | |
| Total | <u>—</u> | <u>16,512</u> | <u>1,822</u> | <u>18,334</u> |
| Deductions: | | | | |
| Interest paid | | (16,512) | | (16,512) |
| Total | <u>—</u> | <u>(16,512)</u> | <u>—</u> | <u>(16,512)</u> |
| Balance at June 30, 1994 | \$ 247,727 | \$ — | \$ 3,092 | \$ 250,819 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$9,218 and \$9,151 at June 30, 1994 and 1993, respectively.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
 SAN JUAN PROJECT
 SUPPLEMENTAL BALANCE SHEET
 (In thousands)

| | June 30, | |
|-------------------------------------------------------------------------------------|------------|------------|
| | 1994 | 1993 |
| ASSETS | | |
| Utility plant: | | |
| Production | \$ 183,309 | |
| General | 7,681 | |
| | 190,990 | |
| Less - Accumulated depreciation | 12,207 | |
| | 178,783 | |
| Construction work in process | 627 | \$ 633 |
| Net utility plant | 179,410 | 633 |
| Special funds: | | |
| Investments | 26,868 | 225,382 |
| Interest receivable | 10 | |
| Cash and cash equivalents | 8,639 | 10,000 |
| | 35,517 | 235,382 |
| Accounts receivable | 1,222 | |
| Materials and supplies | 5,019 | |
| Costs recoverable from future billings to participants | 12,169 | |
| Unamortized debt expenses, less accumulated amortization of \$314 in 1994 | 3,834 | 3,833 |
| Total assets | \$ 237,171 | \$ 239,848 |
| LIABILITIES | | |
| Long-term debt | \$ 227,871 | \$ 227,569 |
| Current liabilities: | | |
| Accrued interest | 5,994 | 966 |
| Accounts payable | 3,306 | 1,313 |
| Total current liabilities | 9,300 | 2,279 |
| Advances from participants | 10,000 | 10,000 |
| Commitments and contingencies | | |
| Total liabilities | \$ 237,171 | \$ 239,848 |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SAN JUAN PROJECT
SUPPLEMENTAL STATEMENT OF OPERATIONS
FOR THE YEAR ENDED JUNE 30, 1994
(In thousands)

| | |
|-------------------------------------------------------------------------|---------------------------|
| Operating revenue: | |
| Sales of electric energy | <u>\$ 49,000</u> |
| Operating expenses: | |
| Other operation | 381 |
| Maintenance | 37,564 |
| Depreciation | 9,095 |
| Decommissioning | <u>3,112</u> |
| Total operating expenses | <u>50,152</u> |
| Operating loss | (1,152) |
| Investment income | <u>1,621</u> |
| Income before debt expense | 469 |
| Debt expense | <u>12,638</u> |
| Costs recoverable from future billings to participants | <u>(\$ 12,169)</u> |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
SAN JUAN PROJECT
SUPPLEMENTAL STATEMENT OF CASH FLOWS
(In thousands)

| | <i>Year Ended June 30,</i> | |
|-------------------------------------------------------------------------------------------|----------------------------|------------------|
| | 1994 | 1993 |
| Cash flows from operating activities: | | |
| Costs recoverable from future billings to participants | (\$ 12,169) | |
| Adjustments to arrive at net cash provided by (used for) operating activities – | | |
| Depreciation | 9,095 | |
| Decommissioning | 3,112 | |
| Amortization of debt costs | 616 | |
| Changes in assets and liabilities: | | |
| Interest receivable | (10) | |
| Accounts receivable | (1,222) | |
| Materials and supplies | (5,019) | |
| Other assets | (139) | |
| Accrued interest | 5,028 | |
| Accounts payable and accrued expenses | 1,993 | |
| <u>Net cash provided by operating activities</u> | <u>1,285</u> | |
| Cash flows from investing activities: | | |
| Payments for construction of facility | (627) | |
| Purchase of electric plant | (190,357) | |
| Purchases of investments | (33,817) | (\$ 225,382) |
| Proceeds from sale of investments | 232,331 | |
| <u>Net cash provided by (used for) investing activities</u> | <u>7,530</u> | <u>(225,382)</u> |
| Cash flows from capital and related financing activities: | | |
| Proceeds from sale of bonds | | 226,667 |
| Payment of bond issue costs | (176) | (1,285) |
| (Repayment to) advances from participants | (10,000) | 10,000 |
| <u>Net cash (used for) provided by capital and related financing activities</u> | <u>(10,176)</u> | <u>235,382</u> |
| Net (decrease) increase in cash and cash equivalents | (1,361) | 10,000 |
| Cash and cash equivalents at beginning of year | 10,000 | — |
| Cash and cash equivalents at end of year | <u>\$ 8,639</u> | <u>\$ 10,000</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the year for interest (net of amount capitalized) | <u>\$ 6,027</u> | <u>\$ —</u> |

See notes to financial statements.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
 SAN JUAN PROJECT
 SUPPLEMENTAL SCHEDULE OF RECEIPTS AND DISBURSEMENTS IN FUNDS
 REQUIRED BY THE BOND INDENTURE FOR THE YEAR ENDED JUNE 30, 1994
 (In thousands)

| | Revenue Fund | Operating Fund | Project Fund | Reserve & Revenue Contingency | Operating Reserve | Service Reserve | Debt Debt Service | Total |
|-------------------------------------|-----------------|-------------------|-----------------|-------------------------------------|----------------------|--------------------|-------------------------|------------|
| Balance at June 30, 1993 | \$ — | \$ — | \$ 194,891 | \$ 7,500 | \$ 4,000 | \$ 18,025 | \$ 966 | \$ 225,382 |
| Additions: | | | | | | | | |
| Investment earnings | 19 | 41 | 25 | 368 | 27 | 1,006 | 27 | 1,513 |
| Discount on investment purchases | 4 | 3 | 2 | 12 | 12 | | 56 | 89 |
| Distribution of investment earnings | 1,552 | (44) | | (380) | (39) | (1,006) | (83) | |
| Revenue from power sales | 47,836 | | | | | | | 47,836 |
| Distribution of revenues | (15,848) | 13,670 | | | | | 2,178 | |
| Transfer of investments | | (440) | | | | | 440 | |
| Miscellaneous transfers | (33,563) | 25,972 | 75 | 1,557 | (3,444) | | 9,403 | |
| Total | — | 39,202 | 102 | 1,557 | (3,444) | — | 12,021 | 49,438 |
| Deductions: | | | | | | | | |
| Bond issue costs | | | 857 | | | | | 857 |
| Administrative expenditures | | 36,823 | | | | | | 36,823 |
| Payments for utility plant | | 544 | 194,106 | | | | | 194,650 |
| Interest paid | | | | | | | 6,993 | 6,993 |
| Total | — | 37,367 | 194,963 | — | — | — | 6,993 | 239,323 |
| Balance at June 30, 1994 | \$ — | \$ 1,835 | \$ 30 | \$ 9,057 | \$ 556 | \$ 18,025 | \$ 5,994 | \$ 35,497 |

This schedule summarizes the receipts and disbursements in funds required under the Bond Indenture and has been prepared from the trust statements. The balances in the funds consist of cash and investments at original cost. These balances do not include accrued interest receivable of \$10 at June 30, 1994, nor do they include total amortized net investment discount of \$10 at June 30, 1994.



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