

January 9, 2001

John Davidson, City Manager
City of Redlands
35 Cajon Street
Redlands, CA 92373

LETTER AGREEMENT
REGARDING CONFIDENTIALITY OF SCE INFORMATION

Dear John:

In the process of briefing you regarding the potential for rotating outages this summer, and the manner in which the Southern California Edison Company (SCE) would conduct rotating outages should they become necessary, SCE has provided you with boundary descriptions of the portions of circuit groups (to be used in rotating outages) that affect the City of Redlands. In addition, SCE has established a procedure by which we will provide you with advance notification of possible rotating outages, including an estimate of the circuit groups that will likely be affected. The boundary descriptions and the advance notification procedure are hereinafter referred to as the "Protected Information."

As you know, the Protected Information could be used to identify customers who will be without power – it is very sensitive in nature and, in the wrong hands, could be misused to harm your citizens and our customers. Nevertheless, SCE is willing to provide this information to the City of Redlands in order to assist you in your emergency planning efforts, to protect the safety and security of your citizens and our customers, since we recognize that this information also can be extremely useful in developing emergency response plans. By countersigning this letter agreement, you agree on behalf of the City of Redlands and its employees and agents, to maintain the confidentiality of the Protected Information, to use it only for your city's emergency planning purposes, and to take reasonable steps to prevent its public dissemination. If you are unable to agree to the terms of this letter agreement, we will provide you with less detailed (and therefore less sensitive) information for you to use in preparing your emergency response.

If the City of Redlands is requested or required by any third party pursuant to the Public Records Act (the "PRA") to disclose the Protected Information, then the City of Redlands agrees to provide prompt written notice to SCE of that PRA request or requirement. SCE shall have the right to seek a

protective order or other appropriate remedy concerning such disclosure, and we will provide prompt written notice to the City of Redlands, either that we intend to pursue such remedies or that we decline to do so. If, after adequate notice of the PRA request or requirement, SCE informs the City of Redlands that it declines to seek a protective order or other remedy concerning that particular PRA request or requirement, then the City of Redlands' subsequent disclosure of Protected Information in response to that PRA request or requirement will not constitute a breach of the Letter Agreement.

CITY OF REDLANDS, CALIFORNIA



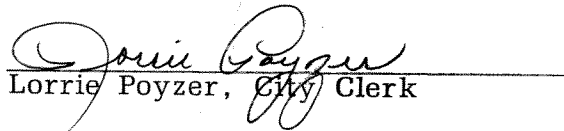
Beverly Powell, Region Manager



Pat Gilbreath, Mayor

Date 1/9/01Date January 16, 2001

ATTEST:


Lorrie Poyzer, City Clerk