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HEADLINE: **ARNOLD TO TELL DEMS:** PLAY BALL, OR I'LL PLAY HARDBALL

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BODY:

SACRAMENTO - Gov. Arnold Schwarzenegger, in his State of the State address today, will veer away from last year's call for bipartisanship and threaten to bypass legislators unless they embrace his plans for major reform, according to officials familiar with the speech.

``Legislators are going to have a choice," Schwarzenegger's press secretary Margita Thompson said. ``Work with the governor to undertake reform, or side with the special interests and impede it."

Implicit in Schwarzenegger's second State of the State will be his intent to go directly to the people this fall with a governmental and fiscal reform package that would redraw legislative and congressional districts if the Democrat-controlled Legislature balks.

Democrats are already making clear they will not roll over.

Treasurer Phil Angelides on Tuesday accused Schwarzenegger of breaking his promises to voters from Day One, and unveiled a television advertising campaign to combat the governor's agenda.

Senate President Pro Tem Don Perata, D-Oakland, said he will be happy to cooperate with Schwarzenegger - when they happen to agree.

``We have a pretty good track record, in the one year he's been here, of working together." But if the governor submits his ballot measures to state voters, Democrats plan to do the same, Perata said.

``If there's going to be a gunfight at the OK Corral, we're not going to go in unarmed."

Schwarzenegger is expected to call a special legislative session - to run concurrently with the regular session that began Dec. 6 - at which legislators will have a chance to stave off a special fall election and work with Schwarzenegger to pass legislation redrawing the boundaries that determine the political makeup of the Assembly, Senate and congressional districts.

The governor wants to take this duty away from the Legislature and put it in the hands of retired judges, with the goal of creating districts that are less partisan and result in the election of more moderates.

Perata opposes that effort and believes Californians should be spared what would be their fourth consecutive fall election.

Should Schwarzenegger rebuff Democratic opposition and follow through with his proposals, political analysts say this confrontational approach - which many had expected to see from him last year - can be attributed to the fact that the budget situation has improved.

Last year, with California's credit rating near junk-bond status, the possibility of running out of cash within months and a projected \$28 billion deficit, Schwarzenegger could not afford to ignore majority Democrats.

But with those problems solved and the need to solidify the support of conservative Republicans in advance of a 2006 re-election bid, now would be the politically advantageous time to play hardball, analysts say.

Plus, the governor `` knows he can get what he wants through the initiative process," said Los Angeles-based political analyst Sherry Bebitch Jeffe.

Schwarzenegger also plans to use his speech to elaborate on the California Performance Review, his plan to overhaul state government.

He has commented little on the package of suggested reforms thus far, but is expected tonight to discuss how he will - as he said in last year's State of the State address - ``blow up boxes" and make government more responsive to the people.

The governor also intends to address education and the high cost of prescription drugs.

The administration has cited ``formulas" within the state finance system that make it impossible for revenues to keep up with expenditures, even if taxes were raised. Officials declined to comment on what Schwarzenegger plans to do to address this problem, but finance experts say there are only a handful of places for him to look, including taxpayer-funded health care and public education.

``California has developed a complex social services and health care system. We provide more benefits than many other states do," said Steve Frates, a senior fellow at the Rose Institute of State and Local Government. ``There is a concern, too, about schools and the inefficient way they are run."

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