ORDINANCE NO. 481-96

AN ORDINANCE OF THE CITY OF HELENA
CONSENTING TO THE TRANSFER AND CONVEYANCE
BY THE UTILITIES BOARD OF THE CITY OF HELENA OF
SAID BOARD'S NATURAL GAS DISTRIBUTION SYSTEM
TO ALABAMA GAS CORPORATION

WHEREAS, Alabama Gas Corporation (the "Company") and The Utilities Board of the City of Helena (the "Board") have entered into a Purchase Agreement dated 2.5, 1996, pursuant to which, subject to the terms stated therein, the Board has agreed to transfer and convey its natural gas distribution system to the Company:

NOW, THEREFORE, be it ordained by the Mayor and the City Council of the City of Helena, Alabama as follows:

1. The Mayor and City Council of the City of Helena, Alabama hereby authorize and consent to the transfer and conveyance by the Board of its natural gas distribution system to Alabama Gas Corporation pursuant to the Agreement.

2. The Mayor and the Clerk of the City are hereby authorized and directed to execute and deliver to the Company and/or the Board for and in the name of the City, any certificates and other instruments, including instruments of conveyance, and to do any and all other acts and things as they shall deem necessary, convenient, or appropriate to effectuate said transfer and conveyance of the System and the Clerk of the City is hereby authorized to affix the corporate seal of the City and to attest the same on any and all such instruments.

PASSED, ADOPTED AND APPROVED this 5 day of February, 1996

[Signature]
Mayor of the City of Helena, Alabama

AUTHENTICATED:

[Signature]
City Clerk
After completion of the reading of said Ordinance (Consenting to the Transfer and Conveyance by the Gas Board of the City of Helena of said Board's Natural Gas Distribution System to Alabama Gas Corporation), Council member [Name] moved that the rules be suspended and that unanimous consent of those present be given for the immediate consideration of said Ordinance. This motion was duly seconded by Council member [Name], and upon a call of the roll by the Clerk, upon the adoption of said motion, the following voted Aye:

Charles W. Pennhal, Lenny Bearden, Connie Beady, Billy D. Harius, Jim Leipnir, Jerry Pati

Nay: None. Whereupon the result of the vote was announced, and the Mayor declared the rules suspended.

Council member [Name] then moved that the said Ordinance be adopted. This motion was duly seconded by Council member [Name] and upon a call of the roll by the Clerk, upon the motion to the said Ordinance, the following voted Aye:

Charles W. Pennhal, Lenny Bearden, Connie Beady, Billy D. Harius, Jim Leipnir, Jerry Pati

Nay: None. Whereupon the result of the vote was announced, and the Mayor declared the rules suspended.

Council member [Name] then moved that the said Ordinance be adopted. This motion was duly seconded by Council member [Name] and upon a call of the roll by the Clerk, upon the motion to adopt the said Ordinance, the following voted Aye:

Charles W. Pennhal, Lenny Bearden, Connie Beady, Billy D. Harius, Jim Leipnir, Jerry Pati
Nay:  

Whereupon the result of the vote was announced and the Mayor declared the said Ordinance passed and adopted.

* * *

There being no further business to come before said meeting and upon motion of Council member [Name Redacted] and seconded by Council member [Name Redacted], the meeting adjourned.

[Signature]

Mayor of the City of Helena, Alabama

[Signature]

Clerk of the City of Helena, Alabama

STATE OF ALABAMA )
) SHELBY COUNTY )

I, the undersigned [Name Redacted], Clerk of the City of Helena, Alabama, do hereby certify that the above and foregoing is a true and correct copy of an extract from the minutes of the regular meeting of the City Council of the City of Helena, Alabama, held on the 5 day of February, 1996 at 7:00 o'clock PM., which said extract correctly sets forth all the proceedings of said meeting relating to Ordinance No. 481-96 consenting to the conveyance of the Helena gas system.

Witness my hand and the seal of said City this 5 day of February, 1996.

[Signature]

Clerk of the City of Helena, Alabama