

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

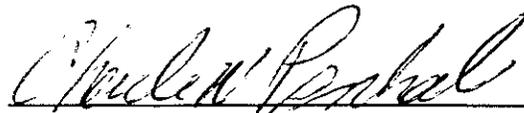
WHEREAS, Alabama Gas Corporation (the "Company") and The Utilities Board of the City of Helena (the "Board") have entered into a Purchase Agreement dated Feb. 5, 1996, pursuant to which, subject to the terms stated therein, the Board has agreed to transfer and convey its natural gas distribution system 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

  
\_\_\_\_\_  
Mayor of the City of Helena, Alabama

AUTHENTICATED:

  
\_\_\_\_\_  
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 Sam LeFebvre 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 Billy D. Harris, and upon a call of the roll by the Clerk, upon the adoption of said motion, the following voted Aye:

Charles W. Penhale, Lenny Bearden, Connie Brady,  
Billy D. Harris, Sam LeFebvre & Jerry Pate

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

Council member Lenny Bearden then moved that the said Ordinance be adopted. This motion was duly seconded by Council member Sam LeFebvre and upon a call of the roll by the Clerk, upon the motion to the said Ordinance, the following voted

Aye: Charles W. Penhale, Lenny Bearden, Connie Brady,  
Billy D. Harris, Sam LeFebvre, & Jerry Pate

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

Council member Connie Brady then moved that the said Ordinance be adopted. This motion was duly seconded by Council member Jerry Pate and upon a call of the roll by the Clerk, upon the motion to adopt the said Ordinance, the

following voted Aye: Charles W. Penhale, Lenny Bearden,  
Connie Brady, Billy D. Harris, Sam LeFebvre & Jerry Pate

