

APPROVED
As to Form L. Demond
As to Content Richard

BY-LAW NO. 11071

BEING A BY-LAW TO ESTABLISH
"EDMONTON POWER CORPORATION"

WHEREAS a municipality may carry on the business of operating a public utility;

AND WHEREAS the businesses of generating, transmitting and distributing electrical power, the provision of power services, electrical energy, and related products (the "Business") within the City of Edmonton and elsewhere, are currently carried on by The City of Edmonton and in particular, by that department of The City of Edmonton known as Edmonton Power;

AND WHEREAS the Municipal Council of The City of Edmonton pursuant to Bylaw 10234 as amended established a board of management known as the Edmonton Power Authority to manage and operate Edmonton Power;

AND WHEREAS the Municipal Council of The City of Edmonton deems that it is in the best interests of The City of Edmonton that the operations of Edmonton Power be provided through a wholly owned subsidiary corporation to be known as Edmonton Power Corporation;

AND WHEREAS following the incorporation of Edmonton Power Corporation certain agreements and instruments will be required to provide for the rights and obligations of The City of Edmonton and Edmonton Power Corporation with respect to the provision of power services and products and with respect to the relationship between The City of Edmonton and Edmonton Power Corporation;

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NOW THEREFORE the Municipal Council of The City of Edmonton, duly assembled, enacts as follows:

1. This Bylaw may be cited as the Edmonton Power Corporation ByLaw.

2. The City of Edmonton is hereby authorized to establish Edmonton Power Corporation as a subsidiary corporation for the purposes of carrying on the Business as permitted by law and in accordance with this ByLaw, its articles of incorporation, bylaws and any unanimous shareholder agreements as approved by The City of Edmonton from time to time.

3. The City of Edmonton shall hold all of the issued shares of Edmonton Power Corporation.

4. Following the incorporation of Edmonton Power Corporation, The City of Edmonton may sell, assign or transfer to Edmonton Power Corporation and Edmonton Power Corporation may acquire such assets, rights and obligations as may be mutually agreed by the Municipal Council of The City of Edmonton and Edmonton Power Corporation.

5. Subject to the Electric Utilities Act and any other applicable legislation, during the period in which Edmonton Power Corporation holds an exclusive right from The City of Edmonton to provide a utility service in all or part of the City of Edmonton, all persons other than Edmonton Power Corporation shall be prohibited from providing the same or a similar utility service in all or such part of the City of Edmonton in which Edmonton Power Corporation is authorized to provide such service.

6. Bylaw 10234, as amended to establish the Edmonton Power Authority shall be repealed upon the day immediately following the date upon which all or substantially all of the property and assets of The City of Edmonton relating to the Business currently managed by Edmonton Power Authority are

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beneficially transferred to Edmonton Power Corporation and a certificate signed by the City Manager certifying the date of such transfer shall be conclusive proof of that fact.

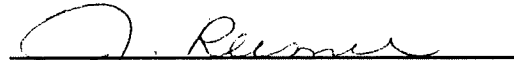
READ a first time June 26, 1995.

READ a second time June 26, 1995.

READ a third time June 27, 1995.

SIGNED AND PASSED June 27, 1995.

THE CITY OF EDMONTON


MAYOR


CITY CLERK