


**EPCOR WHITE ROCK WATER INC.**  
**(the "Company")**

**CERTIFICATE**

Reference is made to the asset purchase agreement dated as of September 28, 2015 (the "**Purchase Agreement**") between the Company and the City of White Rock (the "**City**").

The undersigned does hereby certify in her capacity as Associate General Counsel of the Company, and not in her personal capacity, that attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the sole voting shareholder of the Company on October 29, 2015 authorizing the execution, performance and delivery of the Purchase Agreement and the transactions contemplated thereby, which authorizations have not been altered, amended or repealed and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30<sup>th</sup> day of October, 2015.



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Hanan Campbell, Associate General Counsel

**EXHIBIT "A"**

**"EPCOR WHITE ROCK WATER INC.  
CONSENT RESOLUTION**

As a result of the transfer of powers of the Directors of EPCOR White Rock Water Inc. (the "**Company**") to the undersigned pursuant to Article 10.9 of the Articles of the Company, the undersigned, being able to exercise all of the rights, powers, duties and liabilities that would otherwise be vested in the directors of the Company, hereby consents and adopts in writing the following resolutions as of October 29, 2015.

**Approval of Asset Purchase Agreement and Related Transactions**

**WHEREAS** the Company desires to sell certain utility assets (the "**Assets**") to the City of White Rock (the "**City**") on the terms set forth in an asset purchase agreement dated September 28, 2015 between the Company and the City (the "**Purchase Agreement**").

**IT IS RESOLVED THAT:**

1. The sale by the Company of the Assets to the City is hereby approved.
2. The execution and delivery to the City of the Purchase Agreement is hereby approved, ratified and confirmed.
3. The Company is authorized to enter into and deliver all documents, elections, forms, agreements, instruments and certificates (collectively, the "**Documents**") required by, applicable to or necessary to give effect to the foregoing resolutions and to perform all of its obligations, covenants, liabilities and obligations under the Purchase Agreement, the Documents and the transactions contemplated thereby.
4. Any one or more of the directors and officers of the Company are authorized to execute the Documents on behalf of the Company and take such further and other action as shall appear necessary or desirable or as shall be reasonably required in order to carry out fully the foregoing resolutions and the obligations of the Company with respect to the Purchase Agreement and the Documents, including without limitation the making of elections contemplated to be made by the Purchase Agreement pursuant to the *Income Tax Act* (Canada), the *Excise Tax Act* (Canada) or the tax legislation of any other jurisdiction, as they may consider or necessary or desirable.
5. These resolutions may be signed in counterparts and may be delivered by facsimile or other electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date set forth above."