

"MEMORANDUM OF UNDERSTANDING"

BETWEEN THE

BROOKVIEW COMMUNITY LEAGUE (EDMONTON) SOCIETY
&
BROOKVIEW COMMUNITY ASSOCIATION LIMITED

JANUARY 1, 2003

WHEREAS Brookview Community Association Limited (BCAL) and Brookview Community League (Edmonton) Society (BCL) have important roles and responsibilities in the Brookview community;

WHEREAS BCAL is a non-profit, community based volunteer organization established to own, manage and maintain certain community-based lands and improvements located within the geographic boundaries of Bulyea Heights (as recognized by the City of Edmonton);

WHEREAS BCAL collects mandatory fees from all Brookview homeowners (located within the boundaries of Bulyea Heights) pursuant to an encumbrance established on the title of each residential lot;

WHEREAS BCL is a registered charitable community based volunteer organization established to coordinate and run events, sports and recreation programs associated with facilities located in the Brookview community;

WHEREAS BCL collects voluntary membership fees from residents of Bulyea Heights (and, in the future, from residents in adjacent communities such as Whitemud Hills and Whitemud Creek) who wish to support the community league and participate in community league programs and utilize Brookview's facilities;

AND WHEREAS BCAL and BCL wish to establish a clear understanding of their respective roles and responsibilities and how those may relate to each other;

NOW THEREFORE, BCAL and BCL have set out the following guidelines:

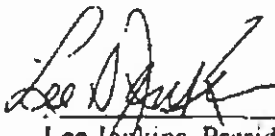
1. BCAL is responsible for the maintenance, repair and replacement of improvements located on lands owned or controlled by BCAL within Bulyea Heights. These improvements include:
 - certain walkways throughout the community including concrete sidewalks and associated landscaping such as grass, trees and light standards (for purposes of clarity, certain other walkways in the Brookview community are owned and maintained by the City of Edmonton).

- the brick feature entrance gate at Terwillegar Drive and associated signage, lighting and landscaping;
 - the brick feature entrances and associated signage, lighting and landscaping at prominent streets along Bulyea Drive; and,
 - such other improvements BCAL may build on its lands from time to time.
2. BCAL will consider requests made from time to time by BCL to pay for or contribute to the maintenance, repair and replacement of improvements located on lands leased by BCL from the City of Edmonton (Department of Parks and Recreation) located on lands adjacent to George Luck School (the "Parks Land") In accordance with the land lease arrangements with the City of Edmonton, it is intended that BCL shall acquire ownership and right in title to all such improvements placed upon the Park Lands, from time to time. As of the date hereof, these improvements include:
- a) the hockey rink;
 - b) the hockey rink change facility;
 - c) the tennis court;
 - d) the parking lot,
 - e) the playground,
 - and
 - f) such other improvements as may be purchased and placed on Parks Land from time to time by BCAL.
3. From time to time, BCAL may undertake to purchase new improvements to further enhance amenities in the community. This may include but shall not be limited to new buildings, walkway lighting, landscaping or feature entrances.
4. BCAL may undertake various repair and maintenance activities in the community, including cutting grass and snow clearing on the lands owned by BCAL.
5. BCL is responsible for entering into a lease or leases with the City of Edmonton in relation to its improvements and facilities located on the Parks Land. BCL is also responsible for arranging and maintaining appropriate all-risk property and liability insurance in respect of all such improvements in conjunction with programs currently established with the Edmonton Federation of Community Leagues. This includes all assets owned by BCL, including but not limited to, the playground, the tennis courts, the hockey rink, the parking lot and the rink change facility. BCL is responsible for the annual operating costs of the facilities. To the extent possible, BCL will participate in the maintenance, repair and replacement of such facilities by way of applying for grants and funding potentially available through sources such as government programs, service clubs, foundations, corporate sponsors, parent associations, fundraising drives, casinos or other similar sources.
6. BCL is responsible for organizing and funding community events, which may include the following: a spring cleanup, a pancake breakfast, and a winter carnival. BCL is responsible

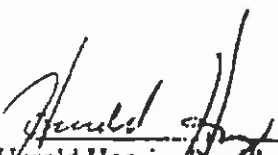
for recruiting and coordinating volunteers to organize and run programs at community facilities.

7. BCL is responsible for publishing a quarterly newsletter (more often if necessary). Contents of the newsletter will be submitted to the Community League Editor by members of both organizations, as well as any other sources deemed appropriate. Distribution of the Newsletter is the responsibility of the Community League, however, BCAL will assist by including the Newsletter in their annual January and April mailings (if the timing is appropriate).
8. The improvements and facilities located on the Parks Land are available for use by all BCAL members due to past financial contributions made in respect of the facilities by BCAL. BCAL members are not required to purchase a BCL membership to use the facilities. If a BCAL member wishes to participate in an organized activity arranged by BCL or any other community league (i.e. Soccer, Ringette, Hockey, Can-Skate, etc.), they are still required to purchase a community league membership.
9. BCL will hold an Annual Meeting in April of each year. BCAL will hold an Annual Meeting in November of each year. Reasonable notice will be provided prior to the dates of these meetings each year.
10. This agreement may be terminated by either party upon delivery of 30 days written notice to the other party.

The ultimate goal of the BCAL and BCL is to work together to meet the needs of all Brookview residents and to help create and maintain a healthy and attractive community.



Lee Jenkins, President
Brookview Community League
(Edmonton) Society



Harold Homig, President
Brookview Community Association Limited

BROOKVIEW

community association ltd

BILL OF SALE

THIS BILL OF SALE made effective this 1st day of January, 2003.

BETWEEN:

BROOKVIEW COMMUNITY ASSOCIATION LIMITED

(hereinafter called "BCAL")

- and -

BROOKVIEW COMMUNITY LEAGUE (EDMONTON) SOCIETY

(hereinafter called "BCL")

WHEREAS:

- A.** Brookview Community Association Limited and Brookview Community League (Edmonton) Society have important roles and responsibilities in the Brookview community;
- B.** BCAL is a non-profit, community based volunteer organization established to own, manage and maintain certain community-based lands and improvements located within the geographic boundaries of Bulyca Heights (as recognized by the City of Edmonton);
- C.** BCAL has paid for or contributed to the maintenance, repair and replacement of improvements located on lands leased by BCL from the City of Edmonton (Department of Parks and Recreation) located on lands adjacent to George Luck School (the "Parks Land") in accordance with requests made from time to time by BCL;
- D.** As of the date hereof, these improvements include:
 - a) the hockey rink;
 - b) the hockey rink change facility;
 - c) the tennis court;
 - d) the parking lot, and
 - e) the playground.

(the "Improvements")

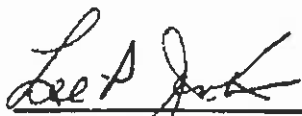
E. In accordance with the land lease arrangements with the City of Edmonton, it is intended that BCL shall acquire or maintain an ownership right to all such Improvements.

F. BCAI. desires to transfer any and all ownership rights, if any, in such Improvements to BCL in order for BCL to maintain an ownership right to all such Improvements.

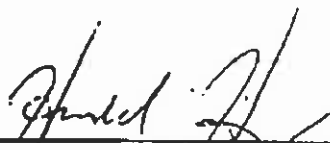
NOW THEREFORE IN CONSIDERATION of the sum of one (\$1.00) DOLLAR paid by BCL to BCAL (the receipt and sufficiency whereof is hereby acknowledged) the BCAI. absolutely assigns transfers unto the BCL. any and all ownership rights, if any, in the Improvements as listed above.

The Improvements are presently situate at the Parks Land in Bulyea Heights in the City of Edmonton, Province of Alberta.

This Bill of Sale is signed by the Presidents of BCAI. and BCL as duly authorized signing officers after approval by their respective Executives and in accordance with their respective By-Laws



**Lee Jenkins, President
Brookview Community League
(Edmonton) Society**



**Harold Hornig, President
Brookview Community
Association Limited**