

MINUTES OF THE NINETEENTH MEETING OF THE BOARD OF DIRECTORS OF NALCOR ENERGY HELD IN THE BOARDROOM, SIXTH LEVEL, HYDRO PLACE, ST. JOHN'S, NEWFOUNDLAND AND LABRADOR ON THURSDAY, OCTOBER 22nd, 2009 AT 12:00 P.M.

Present: J. Ottenheimer, Chair
C. Bennett
T. Clift
K. Marshall
E. Martin

Present by Telephone: G. Shortall

Present by Invitation: Gilbert Bennett, Vice-President,
Lower Churchill

Secretary: W. Chamberlain

246. CONSTITUTION OF THE MEETING

Notice for the meeting was sent on October 16, 2009. A quorum of Directors being present, the meeting was declared duly called and validly constituted for the transaction of business.

G. Bennett joined the meeting.

247. SAFETY MOMENT

W. Chamberlain presented a safety moment on cruise control and hydroplaning.

248. INNU AGREEMENTS OVERVIEW

G. Bennett circulated an Innu Agreements Overview report at the meeting and advised that this was a confidential and commercially sensitive document.

E. Martin advised that all material issues have been resolved and are currently in the process of drafting the three agreements such that they can be initialed by all parties and then approval sought to approve the agreements. Management is seeking approval to initial the Lower Churchill Impact and Benefits Agreement

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("IBA") and the Upper Churchill Redress Agreement ("UCRA") after completion of due diligence reviews and there are no substantive changes to the agreements.

All known outstanding matters between Newfoundland and Labrador and the Innu Nation with respect to Tshash Petapen have been resolved in the AIP albeit the federal government will need to agree to the Land Claims Agreement. The federal government will have a number of additional issues that will need to be resolved between themselves and the Innu Nation.

G. Bennett reviewed the purpose and rationale of the IBA and noted that payments are full final compensation for Innu not asserting or interfering with the Lower Churchill Project and Nalcor Energy will retain final decision making authority. He also reviewed the benefits to both parties and the significant IBA terms including the release, payment obligations, employment and training commitments, business opportunities and financial benefits, environmental management and implementation and dispute resolution.

G. Bennett also provided an overview of the UCRA. The UCRA purpose and rationale were reviewed. He also provided an overview of the financial compensation and corresponding release and indemnity by Innu Nation and First Nations and other significant provisions of the UCRA.

G. Bennett also noted that there has been a resolution with respect to the outstanding Newfoundland and Labrador Hydro Innu customer accounts and outlined the agreement with respect to same including mechanism for payment of the outstanding bills and future billings and that Newfoundland and Labrador Hydro will assume ownership and operational responsibility for the electrical system in Natuashish.

E. Martin advised that Management is seeking approval to initial the IBA and UCRA upon conclusion of the drafting and due diligence related to these agreements.

On motion duly made by K. Marshall, seconded by T. Clift and unanimously carried, be it resolved:


THAT approval is given for Management to initial the Lower Churchill Impact and Benefits Agreement and the Upper Churchill Redress Agreement provided that there are no substantive changes to the terms of either of these agreements.

249. OTHER BUSINESS

E. Martin advised that the Quebec and New Brunswick governments are currently negotiating the acquisition by Quebec or Hydro Quebec of the generation, transmission and other assets of New Brunswick Power.

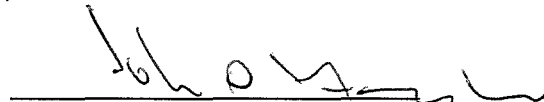
250. ADJOURNMENT

There being no further business the meeting terminated.


Secretary

Verified at a meeting held on

November 27, 2009



Chair

ACTION LIST
October 22, 2009

<p>November 21, 2008</p>	<p>Management to provide a presentation on historical information on oil and pricing in the oil commodity market (#124)</p>	<p>E. Martin</p>	<p>Future Meeting</p>
<p>September 25, 2009</p>	<p>Management assess the need for any further indemnities that may be required with respect to other officers of Nalcor Energy that are also officers of CF(L)Co.</p>	<p>E. Martin</p>	<p>Future Meeting</p>