

MINUTES OF THE FIFTIETH MEETING OF THE BOARD OF DIRECTORS OF NALCOR ENERGY HELD IN THE BOARDROOM, SIXTH LEVEL, HYDRO PLACE, ST. JOHN'S, NEWFOUNDLAND AND LABRADOR ON WEDNESDAY, MAY 23, 2012 AT 09:00 A.M.

Present in Person: E. Martin, Acting Chair
 T. Clift
 K. Marshall

Present by Telephone: G. Shortall

Present by Invitation: D. Sturge, Vice-President and Chief Financial Officer
 R. Hull, General Mgr. Commercial & Financing
 M. Bradbury, General Mgr. Finance Lower Churchill
 G. Jones, Manager Business Development
 R. Henderson, Mgr. System Operations & System Integration

Present by Invitation by Telephone: L. Hoyt, McInnes Cooper

Secretary: W. Chamberlain

659. CHAIR OF THE MEETING

In the absence of the appointment of a Chair of the Board of Directors, Mr. Martin acted as Chair of the meeting.

660. CONSTITUTION OF THE MEETING

A quorum of current Directors being present, the meeting was declared duly called and validly constituted for the transaction of business.

661. SAFETY MOMENT

662. OVERVIEW OF NALCOR/EMERA FORMAL AGREEMENTS

Mr. Martin stated that the purpose of this meeting is to provide the Board members with an overview of the Nalcor/Emera formal agreements ("Formal Agreements"). A summary document on the Nalcor/Emera Formal Agreements dated May 15, 2012 was circulated to Board members by email on May 17, 2012 ("Summary") and hard copies were also provided at the meeting.

Mr. Hull advised that a detailed Term Sheet between Nalcor and Emera was completed in the fall of 2010 and confirmed that the Formal Agreements reflect the Term Sheet in all material respects with some minor changes.

The Board was provided with an overview of the commercial highlights and key terms and conditions of the Formal Agreements as provided and outlined in the Summary. The Formal Agreements are in draft final form and are subject to completion of a due diligence review by the parties. It was noted that two new corporate entities, being the General Partnership and Limited Partnership, will be incorporated prior to execution of the Nalcor/Emera formal agreements and these companies will require the appointment of independent directors to their respective Board of Directors.

Mr. Martin stated that the Labrador transmission assets will be constructed first to facilitate water management and provide for two transmission routes out of the Province.

Board members commented that they found the review of the Nalcor/Emera formal agreements very informative and useful.

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663.

TERMINATION

There being no further business, the meeting was terminated.


Secretary

Verified at a meeting held on

June 28, 2012


Chairperson