

MINUTES OF THE FIFTY-SEVENTH MEETING OF THE BOARD OF DIRECTORS OF NALCOR ENERGY HELD IN THE BOARDROOM, SIXTH LEVEL, HYDRO PLACE, ST. JOHN'S, NEWFOUNDLAND AND LABRADOR ON TUESDAY, NOVEMBER 13, 2012 AT 12:30 P.M.

Present in Person: E. Martin

Present by Telephone: T. Styles, Chair
L. Abbass
E. Breen
T. Clift
K. Marshall
G. Shortall

Present by Invitation: D. Sturge, Vice-President Finance
and Chief Financial Officer

Absent: A. Hawkins

Secretary (acting): P. Hickman

734. CONSTITUTION OF THE MEETING

Notice of the meeting was sent out to Directors on November 6, 2012. A quorum of Directors being present, the Chair declared the meeting duly called and validly constituted for the transaction of business.

735. SAFETY MOMENT

Mr. Hickman provided a safety moment on safety footwear.

736. UPDATE MUSKRAT FALLS PROJECT

The Chair stated that the purpose of the meeting was to provide the Board members with an update on activities relating to the Muskrat Falls Project, including the Labrador-Island Link and the Maritime Link.

Mr. Martin stated that there had not been much change since the previous update to the Board. Nalcor is still waiting to hear from the Federal Government

57th Nalcor Energy Board Meeting
November 13, 2012
Page 2 of 3

with respect to the federal loan guarantee (FLG). He asked Mr. Sturge to update the Board on activities relating to the FLG.

Mr. Sturge stated that although nothing formal has been forthcoming from the Federal Government with respect to the FLG since the previous meeting of the Board, there had been communications with the Federal Government's advisor, which indicates that there is work being done on the FLG by the Federal Government.

Mr. Sturge then reported on the status of the credit rating process for the Corporation. Standard and Poor's, Moody's and DBRS are all carrying out the credit rating process with respect to Nalcor and based on DG3 information and it is anticipated that all three will provide a rating by November 23rd. He stated that he does not anticipate a change in the credit ratings from those previously provided by these three rating agencies.

Mr. Martin then discussed communication efforts that had been carried out by the government, with the support of Nalcor, with respect to the Muskrat Falls Project. He stated that the House of Assembly is scheduled to be opened the week of November 19th and at some point during the sitting of the House there will be a debate on the Muskrat Falls Project.

Mr. Martin then asked each of the Directors individually if they had any questions with respect to the Project or felt that they required further information.

The Chair inquired as to whether the fact that the FLG has not been finalized will affect the credit ratings provided by the three credit agencies. Mr. Sturge said that it would not as the process was carried out on the assumption that there will be no FLG.

Mr. Clift inquired as to whether there will be any information provided by the credit agencies that could be made public in support of the Project. Mr. Sturge stated that this will not be the case as the credit ratings at this stage are only indicative and are confidential. The first public ratings will not be made until the summer of 2013 at the earliest. Mr. Clift also noted that he had visited the website setup in relation to Muskrat Falls and was impressed with it. He inquired as to whether there was any information as to the volume of users. Mr. Martin stated that he would obtain that information and forward it to the Board.


Mr. Martin then discussed with the Board the information that they would expect to see at the meeting at which they would be asked to sanction the Muskrat Falls Project. The Directors indicated that they feel they have received sufficient information to make a decision, but it was agreed that Board members would give this item further consideration.

737. NEXT MEETING

The next meeting of the Board will be a conference call held on Tuesday, November 20th at 1:00pm.

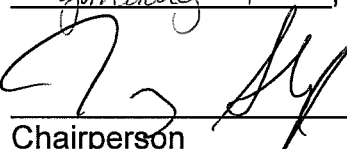
738. TERMINATION

There being no further business, the meeting was terminated.



Secretary

Verified at a meeting held on

January 18, 2013


Chairperson