

MINUTES OF THE SIXTY-SIXTH 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, MAY 21, 2013 AT 03:30 P.M.

Present in Person: E. Martin

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

Absent: L. Abbass

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

Secretary: W. Chamberlain

821. CONSTITUTION OF THE MEETING

Notice of the meeting was sent on May 17, 2013. A quorum of Directors being present, the meeting was declared duly called and validly constituted for the transaction of business.

Mr. Sturge joined the meeting.

822. SAFETY MOMENT

Mr. Chamberlain provided a safety moment on sun glare and the daily commute.

**823. APPOINTMENT OF VICE-PRESIDENT
NEWFOUNDLAND AND LABRADOR HYDRO**

On motion duly made by Mr. Shortall, seconded by Mr. Marshall and unanimously carried, it was resolved:

WHEREAS pursuant to Sub-section 12(1) of the Energy Corporation Act, the Board of Directors may appoint Officers of the Corporation;

THEREFORE BE IT RESOLVED THAT Robert Henderson be and he is hereby appointed Vice-President, Newfoundland and Labrador Hydro, effective April 1, 2013.

**824. APPOINTMENT OF VICE-PRESIDENT
SYSTEM OPERATIONS AND PLANNING**

On motion duly made by Mr. Shortall, seconded by Mr. Hawkins and unanimously carried, it was resolved:

WHEREAS pursuant to Sub-section 12(1) of the Energy Corporation Act, the Board of Directors may appoint Officers of the Corporation;

THEREFORE BE IT RESOLVED THAT Paul Humphries be and he is hereby appointed Vice-President, System Operations and Planning, effective April 1, 2013.

825. BOARDS OF DIRECTORS OF NEW SUBSIDIARIES

Mr. Sturge reviewed the New Subsidiary & Directors Discussion Paper that was circulated by email to all Board members on May 17, 2013. He advised that the purpose of the Discussion Paper was to provide background information on the formation of five new Nalcor Energy subsidiary corporations with respect to Phase 1 of the Lower Churchill Project and provide a high level overview of their purpose and key activities.

He advised that two Lower Churchill Project (LCP) subsidiary companies have been incorporated; Labrador-Island Link General Partner Corporation and Labrador-Island Link Holding Corporation, and that another four LCP subsidiary companies are expected to be incorporated in the short term being Muskrat Falls Corporation, Labrador Transmission Corporation, Labrador-Island Link Operating Corporation and Lower Churchill Management Corporation. In addition, a marketing subsidiary, Nalcor Energy Marketing Corporation, will be also incorporated to market LCP and other energy. He reviewed the key drivers for

the establishment of the new subsidiaries and the future Nalcor corporate structure.

Mr. Martin joined the meeting.

Mr. Sturge provided an overview of the legislative requirement for independent directors and the additional requirement for super independent directors that arose pursuant to the LCP indicative rating process. He reviewed the specific requirement for independent and super independent directors for each of the new Nalcor subsidiaries to be incorporated.

He provided an overview of the nature, purpose and key activities of each of the existing LCP subsidiaries as well as the future Nalcor subsidiaries to be incorporated.

In response to a question from Board members, Mr. Sturge confirmed that in addition to in-house counsel, the external law firms of McInnis Cooper, Fasken Martineau and VanNess Feldman provided legal advice and services with respect to these new Nalcor subsidiaries.

Board members were asked to consider whether they wish to be considered for appointment of the boards of directors of these new Nalcor subsidiaries and that the Secretary would be in contact with them to discuss this further.


826. IN CAMERA SESSION

The Chair advised that Board members would consider whether an in camera meeting was required at the conclusion of the Newfoundland and Labrador Hydro Board of Directors meeting immediately following this meeting.

827. TERMINATION

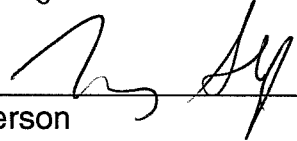
There being no further business, the meeting was terminated.

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Secretary

Verified at a meeting held on

July 3, 2013


Chairperson