

**MINUTES OF THE NINETY-FIFTH MEETING OF THE BOARD OF DIRECTORS  
OF NALCOR ENERGY HELD IN THE BOARDROOM, SIXTH LEVEL, HYDRO  
PLACE, ST. JOHN'S, NEWFOUNDLAND AND LABRADOR ON FRIDAY,  
MARCH 18, 2016 AT 11:30 A.M.**

---

**Present in Person:** K. Marshall, Chair  
E. Martin, Member

**Present by Phone:** T. Clift, Member  
G. Shortall, Member  
L. Abbass, Member

**Secretary:** M. Roberts, Vice-President HROE

**1246. CONSTITUTION OF THE MEETING**

Notice for the meeting was sent on March 15, 2016. A quorum of members being present, the meeting was declared duly called and validly constituted for the transaction of business.

**1247. SAFETY MOMENT**

Mr. Roberts provided a safety moment.

**1248. 2015 PERFORMANCE CONTRACTS**

Given the current economic conditions and the Government Renewal Initiative, the implications of paying and not paying 2015 Performance Contracts were discussed by the Board. The Board noted the possibility of potential legal consequences associated with not paying contracts based on work completed in the previous year. Several potential alternatives to a one time, lump sum payout were raised; however, it was decided that further legal advice was required in order to make an informed decision.

The Chair advised that he and the Board had reviewed a legal opinion which had been prepared by McInnes Cooper for Nalcor on the matter, noting that he intended to seek a separate legal opinion for the Board from an independent firm. The Chair advised that the Shareholder had not yet been consulted on the matter as the Board was not in a position to formulate a decision regarding the payout of 2015 Performance Contracts.

**1249. 2016 PERFORMANCE CONTRACT STATUS**

Mr. Roberts advised that Performance Contracts for the 2016 year had already been arranged and, for the most part, were approved and finalized. The Board agreed that the 2016 program and the program design going forward would also require further consideration by legal advisors, the Compensation Committee and the Board.

**1250. 2016 SALARY ADMINISTRATION – UNION AND NON-UNION**

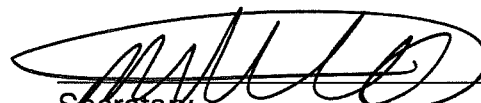
The Board agreed to postpone this issue until a later meeting once an independent legal opinion has been obtained and a meeting with the Shareholder had taken place.

**1251. IN CAMERA SESSION**

Mr. Roberts left the meeting and the members of the Board participated in an in camera session.

**1252. TERMINATION**

There being no further business, the meeting was terminated.

  
Secretary

Adopted at a meeting held on

June 14, 2016  
[Signature]  
Chairperson