

**TYENDINAGA MOHAWK COUNCIL MINUTES
JUNE 5, 2015**

A special meeting of the Tyendinaga Mohawk Council was held on Friday, June 5, 2015 at 9:30 a.m. in the Council Chambers.

Present: Chief R. Donald Maracle
Councillors: Douglas E. Maracle, Barry Brant and Carl Ted Maracle
Staff: Angela Maracle, Senior Director of Operations
Guest: Cherie Brant, Dickinson Wright LLP

Cherie Brant met with Council to discuss and seek authorization to enter into the Ernestown Windpark Limited Partnership Amending Letter.

MOTION #1: Moved by Carl Ted Maracle, seconded by Barry Brant
WHEREAS 2381485 ONTARIO INC. ("2381485"), a wholly owned subsidiary of 2381484 ONTARIO LIMITED ("2381484"), a wholly owned subsidiary of the Mohawks of the Bay of Quinte ("MBQ"), is a limited partner in the ERNESTOWN WINDPARK LIMITED PARTNERSHIP (the "LP");

AND WHEREAS the LP is the owner and operator of a 10MW wind farm called the Ernestown Windpark (the "Project");

AND WHEREAS the LP will be entering into a credit agreement with the National Bank of Canada as agent on behalf of lenders for long term financing for the Project;

AND WHEREAS MBQ desires to enter into a letter agreement with 2381485, 2381484, ERNESTOWN WINDPARK INC., ERNESTOWN HOLDINGS LIMITED PARTNERSHIP, KENNETH WORTH and ERNESTOWN MANAGEMENT INC. relating to the LP that, among other things, amends the Limited Partnership Agreement governing the LP (the "LP Amending Letter");

AND WHEREAS MBQ has determined that it is in the best interests of the MBQ to enter into the LP Amending Letter and to authorize and direct that 2381485 and 2381484 execute and be authorized and directed to enter into the LP Amending Letter.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Mohawk Council on behalf of MBQ be and it is hereby authorized to enter into the LP Amending Letter;
2. The Tyendinaga Mohawk Council on behalf of MBQ authorizes and directs 2381484 and 2381485 to enter into the LP Amending Letter;
3. The Tyendinaga Mohawk Council on behalf of MBQ is hereby authorized on behalf of the MBQ to execute and deliver the LP Amending Letter, subject to such variations and amendments, if any, as they in their discretion may approve, their approval of any such changes to be conclusively evidenced by their execution and delivery of the LP Amending Letter;
4. The Tyendinaga Mohawk Council on behalf of MBQ is hereby authorized and directed on behalf of and in the name of MBQ to do all other acts and things and to execute and deliver from time to time all such other documents as may in their opinion be necessary or

desirable to give effect to the foregoing. M.C.R.
#2015/16-037

Carried.

MOTION #2: Moved by Barry Brant, seconded by Carl Ted Maracle that this
meeting adjourn. (10:28 a.m.)

Carried.

Recorded by:

Chief R. Donald Maracle