

**TYENDINAGA MOHAWK COUNCIL MINUTES
NOVEMBER 14, 2017**

A meeting of the Tyendinaga Mohawk Council was held on Tuesday, November 14, 2017 at 6:00 p.m. in the Council Chambers for Local Business.

Present: Chief R. Donald Maracle
Councillors: Stacia L. Loft, Carl E. (Ted) Maracle and Douglas E. Maracle

Regrets: Debra A. Vincent

Staff: David Souliere, CAO; Angela Maracle, Senior Director of Operations; Shelley Bowden, Executive Administrative Assistant

Tyendinaga Learning Centre Group: Glenda "Sam" Maracle, Lacey Maracle, Paul Latchford, Lorelei Maracle, Ken Sparks and Ainsley Leween attended to discuss the Developing Our Futures Phase 2 Project.

MOTION #1: Moved by Douglas E. Maracle, seconded by Stacia L. Loft to utilize the Casino Rama funds under the Economic Development in the amount of \$31,280.00 for the Developing Our Future Phase 2 Project for the 2017-18 fiscal year. M.C.R. #2017/18-065. Carried.

Councillor Douglas E. Maracle left.

MOTION #2: Moved by Stacia L. Loft, seconded by Carl E. (Ted) Maracle to approve to participate in acquiring shares in Ontario Hydro under the Sovereign Wealth Initiative at no risk to MBQ and to sign the agreement. Carried.

MOTION #3: Moved by Stacia L. Loft, seconded by Carl E. (Ted) Maracle that WHEREAS on October 27, 2015, June 29, 2016 and May 3, 2017, the Chiefs in Assembly passed resolutions authorizing the Chiefs Committee on Energy/Hydro One Shares to negotiate and formalize an agreement in principle whereby Her Majesty the Queen in Right of Ontario, as represented by the Minister of Energy (the "Province") will: (i) sell to First Nations in Ontario up to 14,875,000 shares of Hydro One Limited at a fixed price of \$18.00 per share (financed by the Province); and (ii) make a contribution of up to \$45,000,000 to First Nations in Ontario for their collective benefit and to promote long term wealth creation for First Nations (the "Transaction");

AND WHEREAS the negotiations between the Province and the Chiefs Committee on Energy/Hydro One Shares resulted in the Province entering into a Share Purchase and Contribution Agreement and a Term Loan Agreement dated the 30th day of June, 2017 with OFN Power Holdings LP ("Power Holdings LP"), OFN Capital Wealth Fund LP ("Capital Wealth LP"), and the Ontario First Nations Sovereign Wealth LP (the "Sovereign Wealth LP") which set out the terms and conditions of the Transaction (collectively, the "Transaction Agreements");

AND WHEREAS the undersigned Mohawks of the Bay of Quinte (the "First Nation") desires to become a limited partner of the Sovereign Wealth LP and a shareholder of OFN Asset Management GP Corp. (the "Sovereign GP");

AND WHEREAS the Sovereign Wealth LP shall be the sole limited partner of Power Holdings LP and Capital Wealth LP, each established in connection with the transactions contemplated by the

Disclaimer: Comments of individual members may not necessarily reflect the opinion of the whole Council.

Transaction Agreements, and the structure and governance of those entities are set out in their respective limited partnership agreements and in the shareholders agreement governing Sovereign GP (collectively, the "Formation Documents"); and

AND WHEREAS in order to become a limited partner of the Sovereign Wealth LP the First Nation must execute and deliver: (i) the commitment set out in Schedule "A" (the "Commitment"); and (ii) the waiver set out in Schedule "B" (the "Waiver"), copies of which have been reviewed by Chief and Council on behalf of the First Nation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The First Nation hereby confirms having authorized members of its Chief and Council and/or its technical representatives to obtain information on its behalf to satisfy the First Nation as to: (i) the purpose and function of the Sovereign Wealth LP, Power Holdings LP and Capital Wealth LP; (ii) the terms, conditions and obligations contained in the Formation Documents and the Transaction Agreements; and (iii) the consequences of a breach of the Commitment and the impact of certain related provisions of the Transaction Agreements.

2. The Chief and/or any Council Member (the "Authorized Signatory") is/are hereby authorized to, for and on behalf of the First Nation: (i) execute and deliver a limited partnership agreement and related documents with respect to the Sovereign Wealth LP pursuant to which the First Nation will become a limited partner thereof; (ii) subscribe for one (1) common share of the Sovereign GP and enter into a shareholders agreement with respect thereto; (iii) execute and deliver the Commitment and the Waiver; (iv) and do all such further acts and things, execute and deliver such further documents and agreements, and give such further assurances as the Authorized Signatory, in his or her sole discretion, considers necessary, desirable or useful in connection with the transactions contemplated in the Formation Documents and the Transaction Agreements.

3. The First Nation hereby: (i) subscribes for and agrees to take up one (1) common share in the capital of Sovereign GP ("Share") and tenders herewith one dollar (\$1.00) in full payment of the aggregate subscription price for such Share; and (ii) requests that such Share be issued to the First Nation as fully paid and non-assessable and that a certificate representing such Share be issued in the name of the First Nation.

4. The First Nation hereby subscribes for a limited partner interest in Sovereign Wealth LP and tenders herewith one dollar (\$1.00) in full payment.

Carried.

MOTION #4: Moved by Stacia L. Loft, seconded by Carl E. (Ted) Maracle to schedule an internal Culberson Tract Claim meeting on December 1, 2017 at 1:00 p.m.

Carried.

MOTION #5: Moved by Stacia L. Loft, seconded by Carl E. (Ted) Maracle to approve to review the Sanitation and Purification Policies before March 2018.

Carried.

TMC went into private for Local Business

Recorded by:
Shelley Bowden

Executive Administrative Assistant

Chief R. Donald Maracle