

**TYENDINAGA MOHAWK COUNCIL MINUTES
AUGUST 24, 2015**

A special meeting of the Tyendinaga Mohawk Council was held on Monday, August 24, 2015 at 2:00 p.m. in the Council Chambers for a conference call with Cherie Brant, Legal Counsel for MBQ regarding LRP Partnership Opportunity-54MW Ground Mount Solar Project.

Present: Chief R. Donald Maracle Joined by conference call
Councillors: Douglas E. Maracle, and Barry Brant
Carl Ted Maracle joined by conference call.
Staff: Dan Brant, CAO

MOTION #1: Moved by Barry Brant, seconded by Douglas E. Maracle that **WHEREAS** Mohawks of the Bay of Quinte (the "**MBQ**") have been offered an opportunity to become a 50% partner on a 54MW ground mount solar project (the "**Project**") with Blue Earth Renewables Inc. ("**Blue Earth**") from the Independent Electricity System Operator's (IESO) Large Renewable Procurement Program ("**LRP I**");

AND WHEREAS the LRP I requires that a corporation to be created by MBQ ("**MBQ Corp.**"), enter into an Memoradum of Understanding with Blue Earth (the "**MOU**") that will, among other things, confirm i) that it is a 50% partner in the partnership ii) that MBQ has the option, but not the obligation, to provide its cash equity or other equity financing for its interest in the partnership and iii) that MBQ has the option to refinance the equity loan to be provided from Blue Earth at any time during the term of the Project;

AND WHEREAS the MOU contemplates that MBQ will receive a participation payment in addition to its expected equity interest in the Project in recognition of its agreement to partner at this stage in the Project and in recognition in part that the Project is located in MBQ's traditional territory;

AND WHEREAS a bid will be submitted for the right to construct a project pursuant to a LRP I Contract (a "**Contract**") from the IESO;

THEREFORE BE IT RESOLVED THAT:

1. MBQ is hereby authorized to issue, execute, deliver, enter into and perform such agreements and obligations as may be necessary for:
 - (a) The incorporation and organization of MBQ Corp.;
 - (b) The authorization (as required) of MBQ Corp to enter into the MOU and certain documents related to MOU (including without limitation a limited partnership agreement, unanimous shareholders agreement and financing agreements); and
 - (c) Any other documentation required for the purpose of the bid that confirms MBQ's interest in the Project partnership.

(together, the "Documents")
2. Daniel J. Brant, CAO of MBQ (the "Authorized Signatory") is hereby authorized to execute and deliver the Documents and all other agreements, instruments and documents as they consider necessary, desirable or useful in connection with the Documents, in such form and content with such amendments or variations as they may approve, with such input from legal and financial advisors as they deem necessary or advisable, the approval of the Nation to be conclusively proved by the Authorized Signatory's signature thereon.

Carried.

MOTION #2: Moved by Barry Brant, seconded by Douglas E. Maracle that this meeting be adjourned. (2:50 p.m.)

Carried.

Recorded by:
Shelley Bowden

Dan Brant
CAO

Chief R. Donald Maracle