

Listuguj Mi'gmaq Government Order-In-Council



Chronological no.: 2435	Subject: Advances by the Mi'gma'wei Mawio'ni Resources L.P. (MMRLP)	Originated by:
The Council of the Listuguj Mi'gmaq Government		District Gespe'gewa'gi
Date of duly convened meeting	D : M : Y 1 4 0 3 1 9	Province Gepeg

WHEREAS MMRLP was formed as a limited partnership under the laws of Quebec pursuant to the Initial Limited Partnership Agreement of MMRLP among Mi'gma'wei Mawio'ni Business Corporation ("MMBC" or "General Partner"), as general partner, and Listuguj Mi'gmaq Government ("Listuguj"), La Nation Micmac de Gespeg ("Gespeg") and Micmacs of Gesgapegiag Band ("Gesgapegiag"), as special partners, dated November 5, 2013 ("Initial LPA");

WHEREAS the Initial LPA was amended and restated by the Amended and Restated Limited Partnership Agreement of MMRLP among MMBC, as general partner, and Listuguj, Gespeg, Gesgapegiag and Mi'gma'wei Mawio'ni Secretariate ("MMS"), as special partners, dated April 14, 2014 ("ARLPA");

WHEREAS on November 27, 2017 Mesgi'g Ugsu's'n (MU) Wind Farm L.P. paid to Innergex Renewable Energy Inc., out of what would otherwise have been a distribution payable to MMRLP, the amount of \$384,019.00 on behalf of Listuguj, which amount was owing by Listuguj to Innergex Renewable Energy Inc. pursuant to a promissory note dated March 13, 2014, and whereas this amount was advanced to Listuguj as an advance against future distributions to be made by MMRLP (the "Listuguj Advance");

WHEREAS on November 27, 2017 Mesgi'g Ugsu's'n (MU) Wind Farm L.P. paid to Innergex Renewable Energy Inc., out of what would otherwise have been a distribution payable to MMRLP, the amount of \$649,339.32 on behalf of Gesgapegiag, which amount was owing by Gesgapegiag to Innergex Renewable Energy Inc. pursuant to a promissory note dated March 14, 2014, and whereas this amount was advanced to Gesgapegiag as an advance against future distributions to be made by MMRLP (the "Gesgapegiag Advance");

Moved: Sky Metallic
 Seconded: George Martin
 Abstain: Marsha Vicaire/Gary Metallic Sr./Gordon Isaac Jr./Calvin Barnaby
 Opposed: -
 Status: Passed Defeated Tabled

Quorum 7

_____ Councillor Lloyd Alcon	 Chief Darci Gray	_____ Councillor Dolly Barnaby
 Councillor Chad Gedeon	 Councillor Calvin Barnaby	_____ Councillor George Martin
_____ Councillor Scott Martin	_____ Councillor Gordon Isaac Jr.	 Councillor Sky Metallic
_____ Councillor Wendell Metallic	 Councillor Gary Metallic Sr.	_____ Councillor Marsha Vicaire
	 Councillor Emma Swanson	

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NOW, THEREFORE, BE IT RESOLVED:

THAT, the Listuguj Advance and the Gesgapegiag Advance are hereby confirmed as being advances against future distributions to be made by MMRLP and that such advances shall remain outstanding without interest until such time as Gesgapegiag, Gespeg and Listuguj agree on amendments to the ARLPA to specify how and in what proportions distributions are to be paid to the special partners from profits available for distribution.

THAT the General Partner is hereby authorized to make an Advance to Gespeg in the amount of \$649,339.32 on the same terms and conditions as the Listuguj Advance and the Gesgapegiag Advance set out above (the "Gespeg Advance").

THAT, it is specifically understood and agreed that this resolution and the fact of making the Listuguj Advance, the Gesgapegiag Advance and the Gespeg Advance shall not be interpreted as amending the ARLPA in any manner or determining how and in what proportions distributions shall be made to special partners under the ARLPA, it being further understood and agreed that the terms and conditions determining such distributions shall be governed by the ARLPA as it may be amended by agreement of the parties thereto from time to time.

THAT, it will be the only one and last time a distribution is to be made by MMRLP before the partners have agreed on distribution proportions and amended the ARLPA.

THAT the Band Chief, acting alone, is hereby authorized and directed, for and on behalf and in the name of the Band, to sign any other agreements, documents and writings and to do all other acts and things that he, in his sole discretion, may consider necessary, desirable or useful to give effect to the foregoing resolutions.