

**Special Council Meeting
Aamjiwnaang First Nation
Friday, November 20, 2015 – 9:00 AM**

The Special Council Meeting was held on the above-date at the Administrative Complex Council Chambers scheduled for 9:00 A.M.

Council Members Present: Chief Chris Plain (Excused at 10:30 a.m.), Councillor Darren Henry, Councillor Ted White Sr., Councillor Sherri Crowley, Councillor Shawn Plain, Councillor John Adams, Councillor Errnol Gray, Councillor Lareina Rising

Council Member Regrets: Councillor Ronald C. Simon (Work), Councillor Randi Rogers (ILL)

Others Present:

Kelly Williams, Assistant Band Administrator (Excused at 12:15 p.m.)

June Simon, Finance Coordinator

Carole Delion, Business Development Officer

Mr. Oliver MacLaren, OKT

Ms. Liora Zimmerman, OKT

Call to Order:

Chief Chris Plain called the meeting to order at 9:12 a.m. and Councillor Daren Henry, offered a prayer.

Opening Remarks:

Chief Plain welcomed thanked all for their attendance at the Special Council Meeting and noted that he will excuse himself early as he has other commitments to attend too.

The Business Development Officer provided an update on the progress of securing financing and continued development of the wind project, and noted that Mr. Oliver MacLaren, and Ms. Liora Zimmerman, OKT, will be reviewing the presented documents.

Item #1: Overview of ALGP Financing Documents – Oliver MacLaren and Liora Zimmerman, OKT **Follow-Up:**

a) Loan Agreement and Provincial Guarantee ➤ N/A

Discussion: Mr. Oliver MacLaren, OKT, provided additional information regarding the creditor agreement, terms of loan, Fit contract confidentiality terms, scenarios for repayment of loan, management fee, priority of payment, and Schedule A – Distribution Policy. Mr. MacLaren, also noted that all presented documents are in their final form and will be presented to Walpole Island First Nation for approval as well.

b) Security Documents **Follow-Up:**

Discussion: Mr. Oliver MacLaren, OKT, provided an overview of the presented Security Documents and noted both Aamjiwnaang and Walpole Island First Nation are parties to them and the they will ensure lenders pledge. All Security Documents were reviewed and key points of interest reviewed in depth along with detailed explanation of the agreement. ➤ N/A

c) Partnership Documentation **Follow-Up:**

Discussion: Mr. Oliver MacLaren, OKT, provided an overview of the BLG Draft, that is changing as a result of taxation and it was noted there have been minor wording amendments regarding payment options. Also noted was the fact that all funds will be held in escrow until all terms of the construction have been met and construction contingency may be used to pay down the existing loan. ➤ N/A

Chief Plain excused himself at 10:30 A.M.

Motion #1. MOVED BY: Sherri Crowley
SECONDED BY: Ted White Sr.

That this Council appoints Councillor Lareina Rising, as the Special Council Meeting Chairperson.

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MOTION CARRIED

d) Direction

Discussion: Mr. Oliver MacLaren, OKT, provided additional information of the loan process and priority of repayment. It was also noted that the government has sought to amortize the loan for faster repayment. There was a request to have a visual overview of the process to assist with the project process.

Follow-Up:

➤ Mr. MacLaren, to provide a flowchart of the project process.

e) Band Council Resolution

Discussion: Ms. Liora Zimmerman, OKT, provided an overview of the presented BCR and noted that it is a newer version. All changes to the BCR were reviewed along with an explanation of why the changes were completed.

Follow-Up:

➤ N/A

There was a recommendation to assign an alternate signatory that is assigned to a separate blocked account. The blocked account is where all funds will be transferred to and all loan payments will be completed prior to any funds being distributed to project partners. The Finance Coordinator provided an update on the accounting process prior to approval of direction.

Motion #2. MOVED BY: Sherri Crowley
SECONDED BY: John Adams

That this Council designates June Simon, Finance Coordinator, as a signatory for a blocked account jointly owned by Aamjiwnaang First Nation and Walpole Island First Nation for the Grand Bend Wind Project.

MOTION CARRIED

Motion #3. MOVED BY: Darren Henry
SECONDED BY: Sherri Crowley

That this Council adopts BCR 2015-2016 #28, as presented.

MOTION CARRIED

f) Other Business

Discussion: Further discussion included: terms of loan with focus on repayment, percentage of loan ownership and payoff; insurance for the project and accident coverage; Aboriginal Entitlement has not being disputed nor factored in for compensation; and, it was noted that if any partner involved in the project wanted any changes to any of the presented documents there would have to another meeting to discuss those changes.

Follow-Up:

➤ N/A

Item #2: Band Administrator Position – In-Camera

Motion #4 & #5

Councillor John Adams, excused himself from the meeting at 11:55 A.M. for a prior commitment.

Councillor Shawn Plain declared Conflict of Interest and excused himself from the discussion at 11:55 A.M.

Item #3: Mnaasged Child and Family Services Site Coordinator – Band Representative – In-Camera

Motion #6 & #7

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Item #4: New Business

Follow-Up:

a) Councillor John Adams – Re: Economic Development Coordinator Retirement

Discussion: There was a brief discussion about the retirement celebration for the outgoing Economic Development Coordinator and it was recommended that the Assistant Band Administrator consult with the Business Development Officer prior to finalizing plans.

➤ N/A

b) Councillor Shawn Plain – Re: Bingo Hall

Follow-Up:

Discussion: Councillor Plain mentioned that he would like to see the Bingo Hall be placed back on the agenda for further discussion.

➤ Bingo Hall added to a future RCM agenda.

Item #5: Adjournment

Motion #8. MOVED BY: Sherri Crowley
SECONDED BY: Daren Henry

That this Council Adjourns at 1:05 P.M.

MOTION CARRIED

Recorded By:
Lynn M. Rosales,
A/Band Council Clerk