

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

February 21, 2018

Minutes of the meeting of the Yukon Development Corporation held on the 21st day of February 21, 2018 at 11:00 a.m. in Boardroom 2A of 303 Alexander Street.

PRESENT: Joanne Fairlie, Chair
Collin Young
Michael Lauer
Dan Reams
William LeBarge
Jackie Bazett
Darren Kates
Skyler Hougen
Jackie Bazett

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Blaine Anderson, CFO
Lisa Jarvis Corporate Secretary

Regrets:

FORMALITIES

Joanne Fairlie, occupied the Chair, and Lisa Jarvis, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 11:00AM.

Changes and Additions to Agenda:

On a motion by Michael Lauer, and seconded by Darren Kates the agenda for the Yukon Development Corporation Board of Directors meeting, February 21, 2018, was accepted.

Dates of Next Meetings

It was confirmed that the meeting dates are May 24, 2018 / August 23, 2018 / November 15, 2018 / January 10, 2019 for the Audit Committee, and May 25, 2018 / August 24/2018 / November 16, 2018 / January 11/ 2019 for the Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the December 8, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #18-001

On a motion by Dan Reams and seconded by Michael Lauer the minutes of the Board of Directors meeting held December 8, 2017, were verified as a true and correct record.

CARRIED 2018 - 001

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING
February 21, 2018
PAGE 2 of 6**

PREVIOUS MEETING ACTION ITEMS

- Board Self-Assessment
 - Board members are requested to fill out the assessments and return them.
 - Old Crow LEC lighting and IERI for other communities

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- Attended YEC Board meeting – discussion on refurbishment of two transmission lines Aishihik and Faro.
- YEC board concerned with the timing of funding ~~delates to proceed with the related to capital~~ projects.
- Weekly conference call with President.
- Bi-weekly meeting with Minister
- Bi-weekly meeting with YEC.
- Met with new Chair of YEC – discussion on governance.
- IERI coming forward with an update.
- Minister would like YDC to look at equity opportunities with Yukon First Nations.
- Minister will meet with both boards for a full day meeting. EMR / EcDev and Finance will be in attendance.

The President provided an update to the Board:

- We have a capital request from YEC.
- President was in Ottawa to discuss the funding for Stewart Keno Transmission Line. This is a government priority.
- Putting together a project list for Arctic Energy Fund.
- Minister has requested a calendar of YDC announcements.

CREDIT CARD LIMIT FOR CORPORATE SECRETARY

On a motion by Collin Young and seconded by Dan Reams

BE IT RESOLVED THAT the Board of Directors approved that the ~~Lisa Jarvis~~, Corporate Secretary's Visa limit be increased to \$8,000.00.

Carried: 2018-002

YEC AGM WAIVER

A copy of the YEC AGM Waiver was provided to the Board members for review and resolution.

Advice Package #18 – 002

On a Motion by Michael Lauer and seconded by Jackie Bazett

BE IT RESOLVED THAT the YEC AGM Waiver for June 2017 was approved as presented ~~by the Yukon Development Corporation Board of Directors.~~

Carried: 2018-003

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING
February 21, 2018
PAGE 3 of 6**

On a motion by Jackie Bazett and seconded by Michael Lauer

BE IT RESOLVED THAT the Board of Directors reaffirmed the email resolutions appointing members ~~to for~~ the YEC Board of Directors, appointments.

The email resolutions are as follows:

BE IT RESOLVED THAT the following new appointments be made to the Yukon Energy Corporation Board of Directors:
Lesley Cabbott, Chair
Gary Jones, Member
Simon LaPointe, Member

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BE IT RESOLVED THAT the following reappointment be made to the Yukon Energy Corporation Board of Directors:
Susan Craig, Member

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Carried: 2018-004

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on February 21, 2018.

**YDC Financials
Q4 and Cashflow**

On a motion by Michael Lauer and seconded by Jackie Bazett

BE IT RESOLVED THAT the YDC Financial Q4 Statements ~~were~~ approved as presented.

Carried: 2018-005

On a motion by Skyler Hougen and seconded by Michael Lauer

BE IT RESOLVED THAT the Cash-flow update ~~was~~ approved as presented.

Carried: 2018-006

YEC Financials

On a motion by Michael Lauer and seconded by Darren Kates

BE IT RESOLVED THAT the YEC 2017 Q4 Financial Statements ~~was~~ accepted for information as presented.

Carried: 2018-007

On a motion by Michael Lauer and seconded by Darren Kates

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING
February 21, 2018
PAGE 4 of 6**

BE IT RESOLVED THAT the Yukon Corporation Board of Directors hereby approves the President of Yukon Development Corporation to retain outside counsel, ~~for legal work within the Corporation.~~

Carried: 2018-008

PROJECTS UPDATES

SUBSIDIARY ACCOUNTABILITY MANUAL - SAM

A copy of the Board Update on the Subsidiary Accountability Manual was provided to board members for review

Advice Package #18-003

A copy of the updated Subsidiary Accountability Manual (SAM) was provided to board members for information

Advice Package #18-004

On a motion by Collin Young and seconded by Michael Lauer

BE IT RESOLVED THAT the Board of Directors approves the Chair of the Yukon Development Corporation sign the Subsidiary Accountability Manual and that the Subsidiary Accountability Manual be forwarded to the Minister for his approval and signaturesigning.

Carried: 2018-009

INTER-JURISDICTIONAL TRANSMISSION CONNECTION

A copy of Inter-Jurisdictional Transmission Connection Board update was provided to board members for review

Advice Package #18-005

- The Board of directors discussed the Inter-Jurisdictional Transmission Connection.

OIC – EXPANSION OF MANDATE

A copy of the Board Update on the OIC Expansion Mandate was provided to board members for review

Advice Package #18-006

The Board of Directors discussed the potential for an expansion to the OIC.

REGULAR RATE REVIEW

A copy of the Board Update on the Regular Rate Review was provided to board members for review

Advice Package #18-007

BUSINESS CARE FOR THERMAL & BATTERY

A copy of the Board Update on the Business Care for Thermal and Battery was provided to board members for review

Advice Package #18-008

YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING
February 21, 2018
PAGE 5 of 6

- Discussion amongst ~~the Board members on the addition of analytical work on tank rental vs purchase~~ ~~Board members on the rental of thermal.~~
- Chair asked YEC to:
 - Check with OAG on ~~whether rental would be considered long term debt~~ ~~the business case for effect on the debt cap.~~
 - Check with YUB if ~~rental would be there is~~ an acceptable solution ~~to with the N1. Legal opinion required.~~

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MANAGEMENT BOARD SUBMISSION FOR YEC CAPITAL

A copy of the Board Update on the Management Board Submission for YEC Capital was provided to board members for review

Advice Package #18-009

LOAN REPAYMENT SUBMISSION

A copy of the Board Update on the Loan Repayment Schedule was provided to board members for review

Advice Package #18-010

OFFICE SPACE

The Board received an update on the YDC Office Space project.

- The President gave a brief update on the Office space for YDC.

Concerned Yukoners Group

- There was discussion among the Board members regarding concerned Yukoners and JP Pinard.
- ~~Interest to do something with the group.~~
- YDC has met with them. President to follow up with further discussions.
- Communications on energy should be developed ~~Press release on energy should be completed.~~

PNWER

PNWER will be held in Spokane Washington, July 22 to 26, 2018.

Those Board members who have not previously attended. Please let the Chair know if you are interested in attending this year. If more than one person would like to attend the names will go in a hat and the name drawn will be the individual attending. The Corporate Secretary will make all travel arrangements.

INNOVATIVE RENEWABLE ENERGY INITIATIVE (IREI)

A copy of the Board Update on the Regular Rate Review was provided to board members for review

Advice Package #18-011

A copy of the IREI Policy and Advice Package was distributed at the meeting for Board members review.

Advice Package #18-012

A copy of the IREI Policy and Advice Package was distributed at the meeting for Board members review.

Advice Package #18-013

YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING
February 21, 2018
PAGE 6 of 6

- Geoff Woodhouse updated the board on the current status.
- Management Board approved the fund.
- This is retroactive to January 1, 2018.
- ~~Portfolio of \$15 million for energy products.~~

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 3:10 PM.

Chair

Corporate Secretary

CORRESPONDENCE / INFORMATION

- *YEC Operations Report, February 2018*
- *YEC Corporate Business Development Report Q4*
- *YEC Legal and Regulatory Report*
- *YEC Large Capital Approval Report*
- *YEC Protection Upgrades Project Report*
- *YEC Building Upgrade Charter*
- *YEC Building Upgrade Presentation*
- *YEC Transmission Refurbishment*
- *YEC Corporate Re-Branding*
- *YEC Capital Projects Presentations*
- *YEC Capital Projects Presentations*
- *Aishihik Controls Project Report*
- *Aishihik Relicensing Report*
- *YEC Communications / Infrastructure Project Report*
- *YEC Dam Safety Report*
- *YEC LNG 3rd Engine Project*
- *YEC LNG 3rd Engine Project*
- *Southern Lakes Report*
- *YEC Southern Lakes Report*
- *YEC Energy Storage System*
- *YEC New Thermal Project Report*

ACTION ITEMS:

- IERI Update background on green energy and Arctic Energy Funds.
- Send Risk Assessment document to Board members.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

May 22, 2018

Minutes of the meeting of the Yukon Development Corporation held on the 22nd day of May, 2018 at 11:00 a.m. in Boardroom 2A of 303 Alexander Street.

PRESENT: Joanne Fairlie, Chair
Collin Young
Michael Lauer
Dan Reams
Skyler Hougen
Michael Pemberton
Peter Kirby

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Blaine Anderson, CFO
Lisa Jarvis Corporate Secretary
Geoff Woodhouse

Regrets:

Darren Kates

FORMALITIES

Joanne Fairlie, occupied the Chair, and Lisa Jarvis, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 11:07AM.

Changes and Additions to Agenda:

On a motion by Dan Reams and seconded by Collin Young the agenda for the Yukon Development Corporation Board of Directors meeting, May 22, 2018, was accepted.

Dates of Next Meetings

It was confirmed that the meeting dates are August 9, 2018 for the Audit Committee, and August 10, 2018 for the Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the February 21, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #18-014

On a motion by Michael Lauer and seconded by Dan Reams the minutes of the Board of Directors meeting held February 21, 2018, were verified as a true and correct record as amended.

CARRIED 2018 - 010

PREVIOUS MEETING ACTION ITEMS

There were no previous action items.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- There have been regular bilateral meetings with the Minister.
- YDC has had bilateral meetings with YEC.
- There have been a couple of tri-lateral meetings with the Minister, YDC and YEC.
- There has been discussion on the SAM, YEC Capital, Stewart Keno Funding options and IRIE discussions.

The President provided an update to the Board:

- We have had a successful time in the Legislature.
- SKTL draft submission has been reviewed with the Minister.
- We have six projects submitted with IRIE.
- Options re amendments to the YDC OIC are being developed.
- YDC continues to work with EMR re development of the IPP policy.
- The Minister has asked that a Sub-Committee be struck to discuss debt cap / YEC Finances / Governance and First Nation partnerships.

REAFFIRMATION OF YEC BOARD MEMBERS

On a motion by Michael Pemberton and seconded by Collin Young:

BE IT RESOLVED THAT the Board of Directors reaffirmed the email resolution appointing a member to the Yukon Energy Corporation Board of Directors.

The email resolution is as follows:

BE IT RESOLVED THAT the following new appointment be made to the Yukon Energy Corporation Board of Directors:

Gina Nagano

Carried: 2018-011

APPOINTMENT OF OFFICERS FOR 2018

The Chair explained that it was necessary to appoint corporate officers for 2018 pursuant to *Yukon Development Corporation Act*, *Corporate Governance Act* and annual requirements of Bylaw No. 2. The President is a statutory appointment pursuant to the *Corporate Governance Act* and the *Yukon Development Corporation Act*. Officer appointments need to be legally in place to facilitate business continuity.

Upon a motion by Michael Lauer and seconded by Skyler Hougen :

BE IT RESOLVED THAT the Board appoints the following Officers of the corporation to hold office until they leave their positions or the Board makes new appointments prior to or through the annual appointment process:

President & Chief Executive Officer
Chief Financial Officer
Corporate Secretary

Justin Ferbey
Blaine Anderson
Lisa Jarvis

CARRIED YDC: 2018 – 012

APPOINTMENT OF COMMITTEE CHAIRS FOR 2018

Following discussion, it was recommended that the current Committee Chairs be re-appointed and Committee Membership be discussed at the next meeting to permit new members to participate.

Upon a motion by Dan Reams and seconded by Michael Pemberton:

BE IT RESOLVED THAT the Board of Directors of Yukon Development Corporation approves:

1. the appointment of Michael Lauer as Vice Chair for the Yukon Development Corporation Board of Directors for a one-year period;
2. the re-appointment of Collin Young to the Audit Committee Chair for the Yukon Development Corporation Board of Directors for a one-year period; and
3. the appointment of Michael Lauer as Chair of the Governance Committee for the Yukon Development Corporation Board of Directors for a one-year period

CARRIED YDC: 2018 – 013

Michael Pemberton and Sklyer Hougen agreed to sit on the Governance Committee and Peter Kirby agreed to sit on the Audit Committee.

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on May 22, 2018.

OFFICE OF THE AUDITOR GENERAL

A copy of the Auditor General Report "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results" dated *May 22, 2018, for the year ended December 31, 2017*, was provided for Board members' review.

Advice Package #18 – 015

The YDC Audit Committee hereby recommended the Auditor General's report be accepted as presented. There being no changes suggested by the Board:

On a motion by Michael Lauer and seconded by Peter Kirby:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Auditor General's Report "*Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 22, 2018 for the year ended December 31, 2017*", as presented.

CARRIED YDC: 2018 – 014

YDC CONSOLIDATED FINANCIAL STATEMENTS

A copy of the YDC 2017 Consolidated Financial Statements was provided to the board for their review.

Advice Package #18 – 016

The CFO reviewed the YDC 2017 Consolidated Financial Statements with the Board of Directors.

The Audit Committee recommended the YDC Consolidated Financial Statements be accepted as presented. The Board discussed the Financial Statements.

On a motion made by Dan Reams and seconded by Michael Lauer:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the Yukon Development Corporation 2017 Audited Consolidated Financial Statements, as presented.

CARRIED YDC: 2018-015

YDC - Q-1 2018 FINANCIAL UPDATE

A copy of the YDC Q-1 2018 Non-Consolidated Financial Statements was provided to the Board for review

Advice Package #18 – 017

The Audit Committee recommended that the Board accept the YDC Q-1 Non-Consolidated Financial Statements as presented.

On a motion by Michael Lauer and seconded by Peter Kirby:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Yukon Development Corporation 2018 Q-1 Non-Consolidated Financial Statements, as presented.

CARRIED YDC: 2018-016

YDC 2018 CASH FLOW

A copy of the Q-1 YDC 2018 Cash Flow was to the Board for their review.

Advice Package #18 – 018

The Audit Committee recommended that the Board accept the Q-1 YDC 2018 Cash Flow as presented.

On a motion by Dan Reams and seconded by Michael Lauer:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC 2018 Cash Flow, as presented.

CARRIED YDC: 2018-018

YEC 2018 Q1 FINANCIAL STATEMENTS

A Copy of the YEC 2018 Q1 Financial Statements were provided to the Board for review and information
Advice Package #18 – 019

YEC CASH FLOW PROJECTION

A Copy of the YEC Cash Flow Projection were provided to the Board for review and Information
Advice Package #18 – 020

YEC CAPITAL PROJECTS UPDATES

Stewart Keno
2018 YEC Capital Request Management Board Submission

YDC BUSINESS PLAN

The Board will meet in August to discuss the Business Plan.

RISK ASSESSMENT UPDATE

CORPORATE SECRETARY SIGNING AUTHORITY

On a motion by Dan Reams and seconded by Peter Kirby:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approves the Corporate Secretary's signing limit be increased to \$5,000.00.

CARRIED YDC: 2018 – 019

JOINT BOARD MEETING DEBRIEF

The Board of Directors held a round table discussion on the Joint Board meeting held in April. Some take away items:

- More education for YEC on the YDC legislation and our commitments/responsibilities to Yukon government.
- More education for YDC on roles and responsibilities of YEC Board
- Improved communication between the Boards
- More joint meetings may be beneficial

FINANCIAL REVIEW

A copy of the Board Update on the Financial Review was provided to board members for review
Advice Package #18-021

Geoff Woodhouse updated the Board on the Financial Review.

- YEC coming forward more frequently and with larger requests due to aging infrastructure and electrical demand.

- Government wants a financial review of YEC and YDC.
- YDC is working in conjunction with the Department of Finance.
- RFP being developed.
- Requesting an objective review of the current and future financial health of the organizations and recommendations for improvements if needed.

OIC #1995/090 REVIEW AND REGULAR RATE INCREASES

A copy of the Board Update on the OIC #1995/090 Review and Regular Rate Increases was provided to board members for review.

Advice Package #18-022

A copy of the Intergroup Report on the OIC #1995/090 Review and Regular Rate Increases was provided to board members for review.

Advice Package #18-023

A copy of the OIC #1995/090 Review and Regular Rate Increases Presentation was distributed to board members for review at the meeting.

Advice Package #18-024

- Cam Osler from Intergroup joined the board meeting via teleconference to review the documents with the board members.
- The Board of Directors discussed the Intergroup report, OIC #1995/090 and regularly scheduled rate reviews.
- Cam will provide an update and options at the next Board meeting.

BC/YUKON TRANSMISSION CONNECTION – MIDGARD REPORT

A copy of the Board Update on the BC/Yukon Transmission Connection was provided to board members for review.

Advice Package #18-025

A copy of the BC/Yukon Transmission Connection Midgard Report was provided to board members for review.

Advice Package #18-026

- The Board members discussed the BC/Yukon Transmission Connection.
- The workplan is the next step.

INNOVATIVE RENEWABLE ENERGY INITIATIVE

A copy of the IRIE Fund Update was provided to board members for review.

Advice Package #18-027

- The Board members received an update on IRIE from Geoff Woodhouse.
- The board discussed the accepted and pending projects.

ACCOUNTABILITY MANUAL - SAM

A copy of the Subsidiary Accountability Manual (SAM) was provided to board members for information

Advice Package #18-028

- The Board of Directors discussed the SAM and concerns of the subsidiary
- The board agreed to a facilitated discussion: Michael Pemberton, Peter Kirby and Michael Lauer agreed to participate in the facilitated discussion. Skyler Hougen will be an alternate.

YEC AGM WAIVER

A copy of the 2018 YEC AGM Waiver was provided to the Board members for review and resolution.

Advice Package #18 – 029

On a Motion by Skylar Hougen and seconded by Michael Lauer

BE IT RESOLVED THAT the YEC AGM Waiver for May 2018 was approved with potential changes to the Audit and fiscal period as per Regulations.

Carried: 2018-020

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 5:15 PM.

Chair

Corporate Secretary

CORRESPONDENCE / INFORMATION

YEC 2018 Business Plan

Advice Package #18-030

YEC 2018 Business Plan Presentation

Advice Package #18-031

YEC Asset Management Framework Charter

Advice Package #18-032

YEC Brushing Contract Award

Advice Package #18-033

YEC Internal KPIs

Advice Package #18-034

YEC Q1 2018 Operations Report

Advice Package #18-035

YEC Q1 Environmental Report

Advice Package #18-036

YEC Q1 Legislative and Regulatory Report

Advice Package #18-037

YEC Asset Management Project Report

Advice Package #18-038

YEC Capital Project Update

Advice Package #18-039

YEC AH Relicensing Report

Advice Package #18-040

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING**

014

May 22, 2018

PAGE 8 of 8

YEC Aishihik Controls Project	<i>Advice Package #18-041</i>
YEC Breaker Replacement Project	<i>Advice Package #18-042</i>
YEC Building Upgrades Project	<i>Advice Package #18-043</i>
YEC Communications Project	<i>Advice Package #18-044</i>
YEC Dam Safety Report	<i>Advice Package #18-045</i>
YEC DSM Project Report	<i>Advice Package #18-046</i>
YEC Energy Storage Project Report	<i>Advice Package #18-047</i>
YEC LND 3 rd Engine Project Report	<i>Advice Package #18-048</i>
YEC Mayo Overhaul Project Report	<i>Advice Package #18-049</i>
YEC New Thermal Project Report	<i>Advice Package #18-050</i>
YEC SLESP Project Report	<i>Advice Package #18-051</i>
YEC Transmission Line Refurbishment Project Report	<i>Advice Package #18-052</i>
YEC WHR Upgrading Stagegate Charter	<i>Advice Package #18-053</i>

ACTION ITEMS:

- Facilitated discussion re accountability requirements with YEC/YDC Board members
- Options re OIC #1995/090 and regularly scheduled rate reviews.

YUKON DEVELOPMENT CORPORATION AUDIT COMMITTEE MEETING

May 22, 2018

Minutes of the meeting of the Yukon Development Corporation Audit Committee held May 22, 2018 in the Boardroom of Economic Development – 303 Alexander Street.

PRESENT: Collin Young, Chair
Joanne Fairlie
Dan Reams

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Lisa Jarvis, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Mr. Young occupied the Chair and Mrs. Jarvis was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 8:00AM.

On a motion by Dan Reams and seconded by Joanne Fairlie the agenda was accepted with an addition.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the February 21, 2018 meeting, a copy was included in the Committee package for review.

Advice package #18-012

On a motion by Joanne Fairlie and seconded by Dan Reams the minutes of the Audit Committee meeting held on February 21, 2018, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Subsidiary Accountability Manual (to be updated at the board meeting)
- Bylaws. RFP to be drafted for outside counsel.

TELECONFERENCE WITH THE AUDITOR GENERAL

At 8:15 am, Michelle Spence Director on the Audit, Terry DeYoung, Assistant Auditor General and Andrew Ross, Project Leader, representing the Office of the Auditor General of Canada (“OAG”) attended the meeting via conference call.

YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
May 22, 2018
Page 2 of 5

Auditor General of Canada “Report to the Audit Committee Annual Audit Results”

A copy of the Auditor General Report dated *May 22, 2018 for the year ended December 31, 2017* was provided for members’ review. ***Advice package - #18-013***

- The representatives of the OAG reviewed the draft copy of the *Yukon Development Corporation Report to the Audit Committee, Annual Audit Results, May 22, 2018 for the year ended December 31, 2017*,
- YDC Audit Committee and OAG representatives discussed the OAG report; audited consolidated financial statements, and results of the audit;
- Risk issues identified: General Rate Application (YEC) and related impact on regulated revenue and rate regulated expenditures;
- OAG identified that there are no major issues arising from the YEC audit or the YDC Consolidated Financial Statements audit.

The call with the Auditor General’s office terminated at 8:45 am.

On a motion by Dan Reams and seconded by Joanne Fairlie:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors accept the “*Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 22, 2018, for the year ended December 31, 2017*” as presented.

CARRIED: YDC A/C: 2018-005

YDC Consolidated Financial Statements

A copy of the YDC 2017 Audited Consolidated Financial Statements was provided to the Committee for their review.

Advice package #18-014

- The Committee reviewed and discussed the draft YDC 2017 Consolidated Financial Statements.

On a motion made by Joanne Fairlie and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2017 Audited Consolidated Financial Statements as presented.

CARRIED: YDC A/C: 2018-006

YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
May 22, 2018
Page 3 of 5

STANDING ITEMS

ANNUAL REPORT

- The Annual report will be forwarded to board members electronically for review.

YDC FINANCIAL UPDATES

A copy of the YDC 2018 Q1 non-consolidated Proforma Financial Statements was included in the Committee package for review. *Advice package #18-015*

- The CFO reviewed and discussed the 2018 Q1 Proforma Financial Statements with the Audit Committee.

On a motion by Dan Reams and seconded by Joanne Fairlie:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 Q1 non-consolidated Proforma Financial Statements as presented.

CARRIED: YDC A/C: 2018-007

A copy of the YDC 2018 proforma Cash-flow update was included in the Committee package for review.

Advice package #18-016

- The CFO reviewed the YDC 2018 proforma Cashflow with the Audit Committee.

On a motion by Joanne Fairlie and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 proforma Cashflow update as presented.

CARRIED: YDC A/C: 2018-008

YEC FINANCIAL AND OPERATIONS REPORT UPDATES

A copy of the YEC 2018 Q1 Financial Statements was included in the Committee package for review *Advice package #18-017*

- The CFO reviewed the YEC 2018 Q1 Financial Statements with the Audit Committee as an information item.

A copy of the YEC 2018 Cash Flow was included in the Committee package for review.

Advice package #18-018

- The CFO reviewed the YEC Cashflow with the Audit Committee as an information item.

YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
May 22, 2018
Page 4 of 5

Debt/Equity True Up:

- The committee discussed the debt/equity true up for YEC.

A copy of the Stewart Keno Transmission Project Committee Paper was included in the Committee package for review.

Advice package #18-019

- The committee discussed the funding options for the Stewart Keno Transmission Project and their respective impact on rates. It was recommended that the options be included in the submission being forwarded to Management Board.

Information on the options included in the 2018 YEC Capital Request Management Board Submission was provided in the Committee package for review.

- The committee discussed the options and supported their inclusion in 2018 YEC Capital Request Management Board Submission.

Advice package #18-020

Copies of the following YEC Projects were included in the Committee package for review:

- | | |
|---|-------------------------------|
| • Aishihik Control Systems and Electrical Upgrades Q1-2018 Report | <i>Advice package #18-021</i> |
| • Aishihik Generation Station Water Use Licence Renewal | <i>Advice package #18-022</i> |
| • Asset Management Framework | <i>Advice package #18-023</i> |
| • Breaker Replacement Program | <i>Advice package #18-024</i> |
| • Building Assessment Capital Works Q1 2019 | <i>Advice package #18-025</i> |
| • Communications Infrastructure Project | <i>Advice package #18-026</i> |
| • Dam Safety Q1 – 2018 | <i>Advice package #18-027</i> |
| • Demand Side Management 2018 | <i>Advice package #18-028</i> |
| • Energy Storage System Q1- 2018 | <i>Advice package #18-029</i> |
| • LNG 3 rd Engine Project | <i>Advice package #18-030</i> |
| • MH2 Major Overhaul | <i>Advice package #18-031</i> |
| • New Thermal Plan | <i>Advice package #18-032</i> |
| • Southern Lakes Enhanced Storage Project | <i>Advice package #18-033</i> |
| • Transmission Line Refurbishment Project | <i>Advice package #18-034</i> |
| • WH4 Upgrading Project | <i>Advice package #18-035</i> |

The Committee reviewed and discussed the projects.

YDC BYLAWS

- The President gave a verbal update on the Bylaws, which are still with YG Justice;

YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
May 22, 2018
Page 5 of 5

GST APPEAL

- The CFO updated the committee on the appeal;
- The ruling has based been based on YDC Legislation;
- Recommended to look at applying for Government rebate and looking into being included on YG list of GST exempt departments and government agents.

YDC BUSINESS PLAN

The Board to develop a business plan in August 2018 for a half-day session.

RISK ASSESSMENT UPDATE

The President updated the committee on the Risk Assessment
Justin and Andrew to complete the Terms of Reference for the Ministerial Sub-Committee.

ANNUAL AUDIT REPORT

The Audit Committee Chair gave a verbal overview of the need for an Annual Audit Committee Report.
The Audit Committee Chair will forward the draft report for inclusion in the Annual Report.

CORPORATE SECRETARY SIGNING LIMIT

On a motion by Dan Reams and seconded by Joanne Fairlie:

the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the
YDC 2018 proforma Cashflow update as presented.

CARRIED: YDC A/C: 2018-009

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at
10:19 AM.

Chair

Secretary

ACTION ITEMS

- The Annual report will be forwarded to board members electronically for review.
- RFP to be drafted to contract outside counsel to work on Bylaws and other Corporate legal requirements as needed.

YUKON DEVELOPMENT CORPORATION AUDIT COMMITTEE MEETING

August 23, 2018

Minutes of the meeting of the Yukon Development Corporation Audit Committee held August 23, 2018 in the Meeting Room 2A of Economic Development – 303 Alexander Street.

PRESENT: Collin Young, Chair
Joanne Fairlie
Dan Reams
Peter Kirby

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Lisa Jarvis, Corporate Secretary - Regrets
Blaine Anderson, CFO – Regrets
Lucy-Anne Kay – Minute taker

FORMALITIES

Mr. Young occupied the Chair and Lucy-Anne Kay was recording secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:00 AM.

The Chair and members welcomed Mr. Peter Kirby to the Audit Committee.

On a motion by Peter Kirby and seconded by Dan Reams the agenda was accepted with additions.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the May 22, 2018 meeting, a copy was included in the Committee package for review. *Advice package #18-036*

On a motion by Dan Reams and seconded by Joanne Fairlie the minutes of the Audit Committee meeting held on May 22, 2018, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Subsidiary Accounting Manual – an update will be provided at the board meeting
- By-Laws – an update will be provided at the board meeting

STANDING ITEMS

YDC FINANCIAL UPDATES

A copy of the YDC 2018 Q2 non-consolidated Proforma Financial Statements was included in the Committee package for review. *Advice package #18-037*

August 23, 2018

Page 2 of 4

- The Chair reviewed the YDC 2018 Q2 non-consolidated Proforma Financial Statements with the Audit Committee.

On a motion by Joanne Fairlie and seconded by Peter Kirby:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 Q2 non-consolidated Proforma Financial Statements as presented.

CARRIED: YDC A/C: 2018-010

A copy of the YDC 2018 proforma Cash Flow update was included in the Committee package for review.

Advice package #18-038

- The Chair reviewed the YDC 2018 Q2 proforma Cash Flow with the Audit Committee.

On a motion by Peter Kirby and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 proforma Cashflow update as presented.

CARRIED: YDC A/C: 2018-011

YEC FINANCIAL AND OPERATIONS REPORT UPDATES

A copy of the YEC 2018 Q2 Financial and Operational Statement was included in the Committee package for review.

Advice package #18-039

- The Chair reviewed the YEC 2018 Q2 Financial and Operational Statement with the Audit Committee.
- The Committee accepted the YEC 2018 Q2 Financial and Operational Statements for information

A copy of the YEC 2018 Cash Flow was included in the Committee package for review.

Advice package #18-040

- The Chair reviewed the YEC 2018 Cash Flow with the Audit Committee/
- The Committee accepted the YEC 2018 Cash Flow as information.

Copies of the following YEC Projects were included in the Committee package for review:

- YEC 2018 Q2 Aishihik Control Systems Report *Advice package #18-041*
- YEC 2018 Q2 Aishihik Relicensing Report *Advice package #18-042*
- Communications Infrastructure Project *Advice package #18-043*
- Energy Storage Project Report *Advice package #18-044*
- Environmental Report *Advice package #18-045*
- Internal KPIs Final *Advice package #18-046*

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING**

022

August 23, 2018

Page 3 of 4

- | | |
|--|-------------------------------|
| • Legislative and Regulatory Report Final | <i>Advice package #18-047</i> |
| • LNG 3 rd Engine Project Final | <i>Advice package #18-048</i> |
| • New Thermal Project Report | <i>Advice package #18-049</i> |

The Audit Committee reviewed and discussed the projects.

YDC PROJECT/CONTRACT UPDATES

The President updated the committee on YDC Project/Contract Updates

- Midgard Consulting: contract to study issues on electrical transmission line interconnect with BC Hydro ("BC Interconnection study").
- Intergroup Consulting: OIC 1995-090 set to expire - to be discussed at board meeting.
- PwC Consulting: RFP complete and contract will be awarded when Terms of Reference are finalized. Contract for Third³rd Party Review of YDC and YEC's financial viability
- Strategy Corporation: Expressions of interest complete, and contract will be awarded to provide assistance to obtain Federal funding for transmission projects.
- Solar Crosswalk Lights: collaborating with EMR re purchase and installation of two solar crosswalk lights in Whitehorse.

2018 YEC CAPITAL REQUEST MANAGEMENT BOARD SUBMISSION UPDATE

Management board submission was approved.

AISHIHIK GENERATING STATION WATER USE LICENSE RENEWAL

The Audit Committee held a discussion on YEC's license renewal project.

CFO CONTRACT

President will review the terms for contract renewal.

GST APPEAL AND CRA LETTERS

The Chair updated the audit committee on the appeal decision.

RISK ASSESSMENT UPDATE

The President updated the committee on the Risk Assessment.

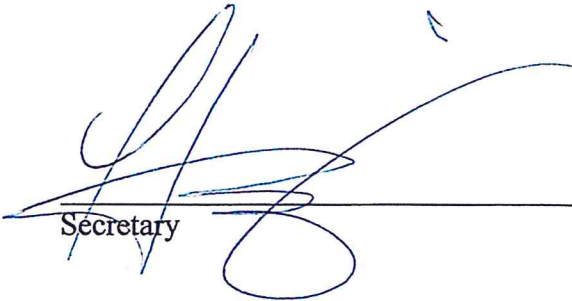
YDC AUDIT COMMITTEE PLANNER

The Chair distributed a meeting planner for information to the board.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:30 AM.


Chair


Secretary

ACTION ITEMS

- President to bring Midgard Consulting contract forward to the board meeting should a resolution be required;
- Audit committee members to review and return comments on the meeting planner before the next Audit Committee meeting

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

August 24, 2018

Minutes of the meeting of the Yukon Development Corporation held on the 24th day of August, 2018 at 9:00 a.m. in the Library at the High Country Inn.

PRESENT: Joanne Fairlie, Chair
Collin Young
Michael Lauer
Dan Reams
Skyler Hougen
Peter Kirby
Darren Kates
Tosh Southwick

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Blaine Anderson, CFO - Regrets
Lisa Jarvis, Corporate Secretary - Regrets
Geoff Woodhouse, Senior Policy Analyst
Michael Prochazka – Regrets
Cam Osler – InterGroup Consultants

Minutes: Lucy-Anne Kay

Regrets: Michael Pemberton

FORMALITIES

Joanne Fairlie, occupied the Chair, and Lucy-Anne Kay, took minutes at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:02 AM.

Changes and Additions to Agenda:

On a motion by Michael Lauer and seconded by Dan Reams the agenda for the Yukon Development Corporation Board of Directors meeting, August 24, 2018, was accepted as presented.

Dates of Next Meetings

It was confirmed that the meeting dates are October 11, 2018 for the Audit Committee, and October 12, 2018 for the Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the May 22, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #18-054

August 24, 2018

PAGE 2 of 6

On a motion by Collin Young and seconded by Dan Reams the minutes of the Board of Directors meeting held February 21, 2018, were verified as a true and correct record as amended.

CARRIED 2018 - 021

PREVIOUS MEETING ACTION ITEMS

- Facilitated discussion on accountability requirements has been added to the agenda under item 8.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- Attended several YEC meetings, Tri-lateral and Bi-Lateral meetings – many of the items discussed at these meetings are included in the Audit Committee and Board Meeting agendas.

The President provided an update to the Board:

- House to sit in October – preparing briefing notes
- Looking forward to period 4 variance
- Protocol letter on the desk of the Minister
- IRE is fully expensed; Minister is in Old Crow announcing solar project today
- Met with Price Waters Cooper – job to be concluded in October
- KPMG draft report should be received prior to next meeting

REAFFIRMATION OF ANNUAL REPORT EMAIL RESOLUTION

A copy of the email recommendation is included in the package for the Board of Director's review.

Advice Package #18 – 055

On a motion by Michael Lauer and seconded by Collin Young:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accept the 2017 Annual Report as presented/

Carried: 2018-022

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on August 23, 2018.

YDC - Q-2 2018 FINANCIAL UPDATE

A copy of the YDC Q-2 2018 Non-Consolidated Financial Statements was provided to the Board for review

Advice Package #18 – 056

The Audit Committee recommended that the Board accept the YDC Q-2 Non-Consolidated Financial Statements as presented.

August 24, 2018

PAGE 3 of 6

On a motion by Michael Lauer and seconded by Dan Reams.

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Yukon Development Corporation 2018 Q-2 Non-Consolidated Financial Statements, as presented.

CARRIED YDC: 2018-023

YDC 2018 CASH FLOW

A copy of the Q-2 YDC 2018 Cash Flow was provided to the Board for their review.

Advice Package #18 – 057

The Audit Committee recommended that the Board accept the Q-2 YDC 2018 Cash Flow as presented.

On a motion by Tosh Southwick and seconded by Michael Lauer:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC 2018 Cash Flow, as presented.

CARRIED YDC: 2018-024

YEC 2018 Q2 FINANCIAL STATEMENTS

A Copy of the YEC 2018 Q2 Financial Statements were provided to the Board for review and information

Advice Package #18 – 058

CFO CONTRACT

Audit Committee Chair updated the board on CFO Contract.

GST APPEAL

Audit Committee Chair updated the board on YDC's GST appeal decision.

RISK ASSESSMENT UPDATE

Audit Committee Chair updated the board on the Risk Assessment.

UPDATES

Bylaws

The President updated the board on bylaw renewal; currently before the Department of Justice. Will be going out for an RFP for legal counsel.

Facilitated discussion re Subsidiary Accountability

The President updated the board on the facilitated discussion with the subsidiary. The Chair provided background information.

Financial Review

The President updated the board on the financial review and provided background information. The Chair provided background information.

BC Interconnect & Strategy Group Contracts

The President updated the board on BC Interconnect & Strategy Group contracts.

On a motion by Michael Lauer and seconded by Collin Young:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approve the Midgard Contracts to a total value of \$150,000

CARRIED YDC: 2018-025

On a motion by Dan Lauer and seconded by Peter Kirby:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approve the Strategy Group Contracts to a total value of \$50,000

CARRIED YDC: 2018-026

Mandate Expansion

The President gave an update on the Minister's proposed mandate expansion.

Relocation of Office

The President gave an update on the relocation of the office to the Innovation Hub.
Mr. Woodhouse informed the move could happen in October.

Website

The President gave an update on the website. YDC is seeking an exemption from being included in Yukon Government website.

IREI

The President gave an update and the Board discussed projects receiving funding from IREI, which is fully committed.

Mr. Woodhouse informed that YDC is currently seeking some exemptions from the conditions imposed by the Federal Government on their Arctic Energy Fund.

OIC #1995/090 REVIEW AND REGULAR RATE INCREASES

A copy of the Board Update on the OIC #1995/090 Review and Regular Rate Increases Report was provided to board members for review.

Advice Package #18-059

- Mr. Osler gave a presentation on the approaches, key issues, analysis and recommendations.
- Several issues identified: OIC 1995/90 expiring on December 31, 2018, rate balancing, regular YUB Rate Reviews, inclusion of LNG in fuel rider, rate of return, less costly and onerous rate review process,

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING**

August 24, 2018

PAGE 5 of 6

028

On a motion by Michael Lauer and seconded by Collin Young:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors have reviewed the Rate Policy Review-Scoping Report and hereby agree to the following recommendations:

1. Continue provisions of OIC without any end date;
2. Adjust the fuel rider provision in Section 8 to include all fossil fuels;
3. Retain the current Section 2(2) provision with respect to YEC's Return on Equity;
4. Develop a set of objective criteria that would trigger a rate review and set a maximum allowable period between rate reviews; and
5. Continue to review alternatives to reduce time and cost of existing rate review process and to include the effort as part of YDC work plan over the next 12 months.
6. Ask YUB to conduct a cost of service review to obtain updated information on the proportionate share rate class.

CARRIED YDC: 2018-027

YDC BUSINESS PLAN

Mr. Woodhouse provided background information on the YDC Business Plan and provided copies of the Performance Plan to the board.

The President explained the process and gave an update on work done to date.

CONFLICT OF INTEREST

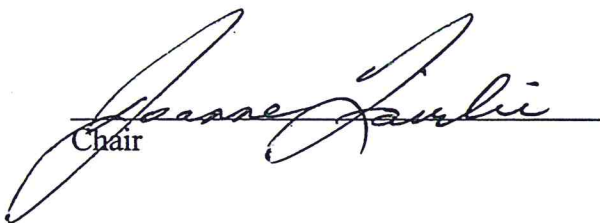
Members of the board completed conflict of interest declarations and provided an oral information to the Board on any conflicts of interest.

IN CAMERA SESSION

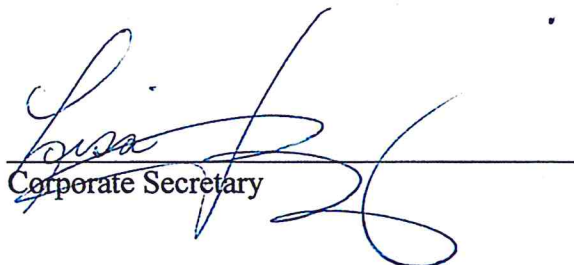
No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 3:00 PM.



Chair



Corporate Secretary

CORRESPONDENCE / INFORMATION

- YEC 2018 Q2 Aishihik Control Systems Report
- YEC 2018 Q2 Aishihik Relicensing Report
- Communications Infrastructure Project
- Energy Storage Project Report
- Environmental Report
- Internal KPIs Final

Advice Package #18-060
Advice Package #18-061
Advice Package #18-062
Advice Package #18-063
Advice Package #18-064
Advice Package #18-065

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING**

029

August 24, 2018

PAGE 6 of 6

- Legislative and Regulatory Report Final
- LNG 3rd Engine Project Final
- New Thermal Project Report

Advice Package #18-066

Advice Package #18-067

Advice Package #18-068

ACTION ITEMS:

- Business Plan to be made available to board members (Business Plan which is presented to ECO).
- Add internal work plans to October agenda

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING**

October 11, 2018

Minutes of the meeting of the Yukon Development Corporation Audit Committee held October 11, 2018 in the Meeting Room 2B of Economic Development – 303 Alexander Street.

PRESENT: Collin Young, Chair
Joanne Fairlie
Dan Reams

Also, present with the consent of the Committee:
Justin Ferbey, President and CEO
Lisa Jarvis, Corporate Secretary
Blaine Anderson, CFO
Lori Lemieux – New Corporate Secretary

Regrets: Peter Kirby

FORMALITIES

Mr. Young occupied the Chair and Mrs. Jarvis was Corporate Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 1:00 PM.

Mr. Young welcomed Lori Lemieux as the incoming Corporate Secretary and thanked Lisa Jarvis for her many years of dedicated service.

On a motion by Dan Reams and seconded by Joanne Fairlie the agenda was accepted as presented with additions.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the August 23, 2018 meeting, a copy was included in the Committee package for review.

Advice package #18-050

On a motion by Joanne Fairlie and seconded by Dan Reams the minutes of the Audit Committee meeting held on August 23, 2018, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Subsidiary Accounting Manual – an update will be provided at the board meeting
- By-Laws – an update will be provided at the board meeting:
 - The Corporation will put an RFP out for legal counsel.

STANDING ITEMS

YDC FINANCIAL UPDATES

A copy of the YDC 2018 Q3 non-consolidated Financial Statements was included in the Committee package for review.

Advice package #18-051

- The CFO reviewed the YDC 2018 Q3 non-consolidated Financial Statements with the Audit Committee. The Committee discussed the Q3 non-consolidated Financial Statements with the CFO.

On a motion by Dan Reams and seconded by Joanne Fairlie:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 Q3 non-consolidated Financial Statements as presented.

CARRIED: YDC A/C: 2018-012

A copy of the YDC 2018 Q3 Cash Flow update was included in the Committee package for review.

Advice package #18-052

- The CFO reviewed the YDC 2018 Q3 Cash Flow with the Audit Committee.

On a motion by Joanne Fairlie and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 Q3 Cashflow update as presented.

CARRIED: YDC A/C: 2018-013

YEC FINANCIAL AND OPERATIONS REPORT UPDATES

YEC Q3 Financial documents were not available at the time of the meeting.

A copy of the YEC 5 Year Capital Plan was provided to committee members for review.

Advice package #18-053

The committee discussed the YEC 5 Year Capital Plan. The committee accepted the YEC 5 Year Capital Plan for information at this time, noting that the content had been submitted for inclusion in the Yukon Government's 5 Year Capital planning process. No request from YEC re funding for 2019 capital projects has been received to date.

YDC BUDGET

A copy of the YDC Budget was included in the Committee package for review.

Advice package #18-054

The President updated the committee on the budget. The Committee discussed the budget.

On a motion by Dan Reams and seconded by Joanne Fairlie:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC Budget update as presented.

CARRIED: YDC A/C: 2018-014

UPDATES

SOUTHERN LAKES WATER LICENCING ADJUSTMENT PROJECT

The Audit Committee discussed the current status of the Southern Lakes water licencing project. Further consultation may be required.

AISHIHIK GENERATING STATION WATER USE LICENCE RENEWAL

The Audit Committee discussed the current status of Aishihik water licencing project. Discussions are ongoing between CAFN and the Yukon Government.

CFO CONTRACT

The Committee discussed the CFO contract.

On a motion by Joanne Fairlie and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors renew the CFO Contract with Blaine Anderson to include a 5% increase with similar terms.

CARRIED: YDC A/C: 2018-015

FINANCIAL REVIEW

- The President updated the committee. There is no report at this time. Report should be completed by end of October 2018.

RISK ASSESSMENT UPDATE

The President updated the committee on the Risk Assessment.

YDC AUDIT COMMITTEE PLANNER

A copy of the Audit Committee Planner was included in the Package for review

Advice package #18-055

A copy of a sample Audit Committee Planner was included in the Package for review.

Advice package #18-056

On a motion by Dan Reams and seconded by Joanne Fairlie:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC Audit Committee Meeting Planner as presented.

CARRIED: YDC A/C: 2018-016

FINANCIAL AUTHORITY AND VISA FOR NEW CORPORATE SECRETARY

On a motion by Joanne Fairlie and seconded by Dan Reams:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors approve signing authority in the amount of \$5,000.00 for Lori Lemieux.

CARRIED: YDC A/C: 2018-017

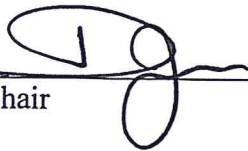
On a motion by Dan Reams and seconded by Joanne Fairlie :

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors approve a Visa expense limit for Lori Lemieux in the amount of \$10,000.00 for Corporation business.

CARRIED: YDC A/C: 2018-018

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 2:39 PM.


Chair


Secretary

ACTION ITEMS

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

October 12, 2018

Minutes of the meeting of the Yukon Development Corporation held on the 12th day of October, 2018 at 9:00 a.m. in the Library Boardroom of the High Country Inn.

PRESENT: Joanne Fairlie, Chair
Collin Young
Michael Lauer
Dan Reams
Skyler Hougen
Michael Pemberton
Darren Kates
Tosh Southwick

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Blaine Anderson, CFO
Lisa Jarvis Corporate Secretary
Lori Lemieux A/Corporate Secretary
Geoff Woodhouse
Michael Prochazka

Regrets: Peter Kirby

FORMALITIES

Joanne Fairlie, occupied the Chair, and Lisa Jarvis, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:00 am.

Changes and Additions to Agenda:

On a motion by Michael Lauer and seconded by Collin Young the agenda for the Yukon Development Corporation Board of Directors meeting, August 24, 2018, was accepted.

Dates of Next Meetings

The next meeting dates are To be determined for the Audit Committee, and To be determined for the Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the August 24, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #18-069

On a motion by Tosh Southwick and seconded by Michael Pemberton the minutes of the Board of Directors meeting held August 24, 2018, were verified as a true and correct record as amended.

CARRIED 2018 - 028

PREVIOUS MEETING ACTION ITEMS

There were no previous action items.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- The Chair confirmed her term with Yukon Development Corporation Board of Directors will be complete on October 27, 2018.
- Michael Pemberton will be the incoming Chair.
- It was suggested the new Chair hold a meeting before the end of 2018 and a training session for newly appointed board members.
- The Chair has had three teleconferences with the Yukon Energy Corporation Board of Directors to discuss:
 - Southern Lakes Energy Project
 - The Board had a discussion on the project.
 - Aishihik Water Licence
 - The Board discussed the Aishihik Water Licence project.
 - Diesel Rentals
 - The Board received an update from Dan Reams on how other areas in North America are dealing with backup generators.
- The Chair also attended regular Bilateral meetings with the Minister at which the Minister was kept aware of YDC projects and issues.

The President provided an update to the Board:

- The Dept of Finance will communicate with Yukon Energy Corporation indicating that YEC's financial needs to be provided to the Yukon government before December on an annual basis.
- It is expected that the results of financial viability review of both corporations will be available at the end of October.
- A facilitated Governance meeting between representatives of YEC and YDC is scheduled for Monday, October 15th. The Deputy Minister of Finance will also be in attendance.
- Communications: Minister visited Old Crow and the Minister intends to visit more communities this winter to discuss IRIE.
- We may be responsible for the distribution of Arctic Energy Fund, and are looking at distribution criteria.
- First Nation Partnerships: The Policy requires renewal. We need a negotiation mandate.
- Policy on Energy and Environment. There is a government group working on this policy.
- BC Connector: This will be discussed later in the agenda.

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on August 23, 2018.

YDC - Q-3 2018 FINANCIAL UPDATE

A copy of the YDC Q-3 2018 Non-Consolidated Financial Statements was provided to the Board for review

Advice Package #18 – 070

The Audit Committee recommended that the Board accept the YDC Q-3 Non-Consolidated Financial Statements as presented.

On a motion by Michael Lauer and seconded by Tosh Southwick:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Yukon Development Corporation 2018 Q-3 Non-Consolidated Financial Statements, as presented.

CARRIED YDC: 2018-029

YDC 2018 CASH FLOW

A copy of the Q-3 YDC 2018 Cash Flow was provided to the Board for their review.

Advice Package #18 – 071

The Audit Committee recommended that the Board accept the Q-3 YDC 2018 Cash Flow as presented.

On a motion by Darren Kates and seconded by Michael Lauer:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC 2018 Q-3 Cash Flow, as presented.

CARRIED YDC: 2018-030

A copy of the YEC 5-Year Capital Plan was provided to the Board for their review.

Advice Package #18 – 072

A copy of the YDC Budget was provided to the Board for their review.

Advice Package #18 – 073

On a motion by Michael Lauer and seconded by Michael Pemberton:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approves the YDC Budget as presented.

CARRIED YDC: 2018-031

UPDATES

AISHIHIK WATER LICENCING RENEWAL

CFO CONTRACT

On a motion by Tosh Southwick and seconded by Skylar Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approves the renewal of the CFO contract to include a 5% increase with similar terms.

CARRIED YDC: 2018-032

FINANCIAL REVIEW

YEC CAPITAL PROJECT UPDATE

RISK ASSESSMENT UPDATE

YDC MEETING PLANNER

On a motion by Tosh Southwick and seconded by Mike Pemberton:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC Meeting Planner as presented.

CARRIED YDC: 2018-033

FINANCIAL AUTHORITY FOR AND VISA FOR NEW CORPORATE SECRETARY

On a motion by Michael Lauer and seconded by Darren Keates:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approves a signing limit of \$5,000 for Lori Lemieux, Corporate Secretary.

CARRIED YDC: 2018 – 034

On a motion by Michael Pemberton and seconded by Skyler Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby approves a Visa expense limit for Lori Lemieux, Corporate Secretary, in the amount of \$10,000.00 for Corporation business.

CARRIED YDC: 2018 – 035

APPOINTMENT OF CORPORATE SECRETARY

The Chair introduced and welcomed Lori Lemieux the incoming Corporate Secretary. A copy of the Resolution was provided to Board Members for their review.

Advice Package #18 – 074

On a motion by Michael Lauer and seconded by Collin Young:

BE IT RESOLVED THAT the Board appoints the following Officer of the corporation to hold office until they leave their position or the Board makes a new appointment prior to or through the annual appointment process:

- (a) effective October 12, 2018: Corporate Secretary: Lori Lemieux

CARRIED YDC: 2018 – 036

The Chair of the Audit Committee thanked the Board of Directors and Chair for the work over the years.

The Chair reminded the Board of Directors, due to upcoming changes in Board membership, there will need to be new Chairs for the Audit and Governance Committees. A Vice Chair will also be required for the Board of Directors.

UPDATES

ACCOUNTABILITY MANUAL - SAM

A copy of the Subsidiary Accountability Board Update was provided to board members for information

Advice Package #18-075

The Subsidiary Accountability Manual was discussed with the Board members.

- The Chair gave an overview of the details on how we got to SAM.
- There was discussion among the board members.
 - The documented governance between YDC and YEC was identified as needed to support the Government Business Enterprise standing. The draft SAM was worked on by the two previous boards of YDC and YEC. There are new challenges with the SAM.
 - There is a meeting with YEC on Monday to discuss governance between the two corporations. Yukon government Department of Finance will also be in attendance.
 - YDC and YEC staff work well together.
 - The Auditor General of Canada does not favour mirror boards.
 - Discussion on YEC financial reporting and our responsibilities.
 - Discussed YDC's responsibilities to Yukon government.

FINANCIAL REVIEW

A copy of the Board Update on the Financial Review was provided to board members for review

Advice Package #18-076

- The Financial Review came out of the SAM discussion.
- This report is looking at the financial viability of both corporations.
- The report will also look at YEC's financial viability on a go forward basis.
- Price-Water-House-Cooper has been contracted to conduct the review.

BC INTERCONNECT REPORT

A copy of the Board Update on the BC Interconnect was provided to board members for review

Advice Package #18-077

- Geoff Woodhouse gave an overview of the potential project.
- This will be a large project going forward.
- Benefits are enormous to Yukon's economy.
- The capacity with dams will still be required to be maintained if transmission lines went down.
- Minister has requested that YDC lead the project.
- As a first step, we are looking at federal funding, We are working with Strategy Group to determine way forward with Federal Government.
- A viable renewable energy strategy is required.

A copy of the Midgard Report on BC Interconnect was provided to board members for review

Advice Package #18-078

STRATEGY GROUP REPORT

A copy of the Strategy Group Report was provided to board members for review

Advice Package #18-079

- The consulting firm is helping with how we go about funding and wording with the federal government.
- Two funds have been identified.
- A Communication strategy will be provided by Strategy Group as a next step.

- Yukon needs 100M/W of more use to make the project viable.
- It will be a risk if there are no large mining projects coming on line.
- Yukon government will be working on renewable energy source and looking at an electrification strategy.

OIC #1995/090 REVIEW AND REGULAR RATE INCREASES

A copy of the Board Update on the OIC #1995/090 Review and Regular Rate Increases was provided to board members for review.

Advice Package #18-080

A copy of the Decision Note was distributed at the meeting for the board members' information.

Advice Package #18-081

- The President gave an overview of the Rate Rebalancing and Rate Review.
- The OIC will be expiring in December 2018.
- The OIC will be done in two parts, so that the urgent matter can be resolved as soon as possible. The other issues will be dealt with in a second OIC in approximately 6 months.
- The Department of Justice will draft the OIC.

YDC WORK PLAN

A copy of the YDC Work Plan was provided to board members for information

Advice Package #18-082

Michael Prochazka reviewed the work plan with the Board of Directors.

- YDC has quite a few projects.
- The move into the HUB has raised the profile of the Corporation.
- YDC will develop an in-house photo collection.
- YDC website upgrade is being reviewed by a Yukon government committee.

IRIE UPDATE

Michael Prochazka provided a verbal update on IRIE.

- We will have intake throughout the year.
- IRIE is fully subscribed for the 2018/2019 fiscal period.
- The Board of Directors discussed project being funded through IRIE.
 - There was a 500K payment to VGFN for the solar project in Old Crow.
 - Working with KDFN on the Haekel Hill project.
 - Funding for the North Fork project.
 - CTFN Wind study 125K
- Completion of the Independent Power Policy will be needed in order to make projects viable.
- There will be restrictions with the IPP.
- Interest continues to grow with the IRIE program and communities.
- It is not expected that the Yukon government will be increasing the funding for this project with the Arctic Energy Fund coming online.

The Chair of the Board concluded the meeting with a special thank you to the Board of Directors, Justin as the President and CEO, Lisa Jarvis as Corporate Secretary, Krista Roske, Michael Prochazka and Geoff Woodhouse for the support provided to herself and the Board. She extended best wishes to the new Chair and members of the Board of Directors.

IN CAMERA SESSION


No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 3:10 PM.



Chair



Corporate Secretary

CORRESPONDENCE / INFORMATION

Information from YEC to Minister dated September 11, 2018
News Article on BC Hydro Vancouver Sun September 11, 2018
News Article on BC Hydro Vancouver Sun August 20, 2018
YEC Presentation on Southern Lakes Project Status
YEC Presentation on Southern Lakes Stagegate Review
YEC Summary on Southern Lakes
YEC Summary on Aishihik Water Use Licence Renewal
YEC Summary on 2018/2019 Mobile Diesel Rental
YEC Presentation on 2018/2019 Mobile Diesel Rental

Advice Package #18-083
Advice Package #18-084
Advice Package #18-085
Advice Package #18-086
Advice Package #18-087
Advice Package #18-088
Advice Package #18-089
Advice Package #18-090
Advice Package #18-091

ACTION ITEMS:

- A Briefing Note on solar crosswalk lights for Whitehorse will need to come forward.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

November 21, 2018

Minutes of the meeting of the Yukon Development Corporation held on the 21st day of November, 2018 at 9:10AM in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
 Doug Janzen
 Dan Reams
 Skyler Hougen
 Darren Kates
 Kari (Katherine) Johnston
 Lise Farynowski

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
 Blaine Anderson, CFO
 Lisa Jarvis, Executive Assistant
 Lori Lemieux, A/Corporate Secretary
 Geoff Woodhouse
 Michael Prochazka
 Krista Roske - **Regrets**

Board Regrets: Peter Kirby
 Tosh Southwick

FORMALITIES

Michael Pemberton, occupied the Chair, and Lori Lemieux, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:10AM.

Changes and Additions to Agenda:

On a motion by Skyler Hougen and seconded by Doug Janzen the agenda for the Yukon Development Corporation Board of Directors meeting, October 12, 2018, was accepted.

Dates of Next Meetings

The next meeting dates are TBD for the Audit Committee, and December 18, 2018 for the Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the October 12, 2018, meeting, A copy was included in the Committee package for review.

Advice Package #18-092

On a motion by Dan Reams and seconded by Skyler Hougen the minutes of the Board of Directors meeting held October 12, 2018, were verified as a true and correct record as amended.

CARRIED 2018 – 037

PREVIOUS MEETING ACTION ITEMS

The Board had a discussion on the Porter Creek solar crosswalk lights on 12th Avenue.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- On November 1, 2018 Mike had orientation with YEC.
- Mike requested YDC Board receive YEC orientation mid-December.
- On November 8, 2018 Kari Johnston and Doug Janzen had YDC orientation. Lise Farynowski needs to have orientation arranged with Mike Pemberton.
- November 13, 2018 Mike had a teleconference call regarding YDC/YEC Governance. More needs to be discussed.
- November 14, 2018 YDC Chair attended YEC Board meeting.
- Aishihik relicensing more discussions to take place November 2018.
- YEC has 3rd engine ready to go in December.
- Diesel rental: there are now 6 rented on the YEC lot.
- SAM will be discussed further today.
- November 20, 2018: YDC Chair met with YEC Chair and Andrew to discuss the PWC final draft and the 2019 Budget approval.
- November 26 & 27, 2018: YDC chair will attend the YEC strategy plan in Marsh Lake.
- The Chair will be attending regular bilateral meetings with the Minister at which the Minister will be kept aware of YDC projects and issues.

The President provided an update to the Board on the following:

- Justin has accompanied the Minister in the Legislature on January 19th & 20th, 2018.
- Cash Flow is in the positive:
 - Renewables are good but cannot continue to take on anymore at this time.
 - Diesel rentals are an issue.
 - Web page does have issues and Michael Prochazka, Senior Policy Analyst is working on this project.
 - SAM – Governance with YDC/YEC is not signed.
 - Obligations between YDC/YEC are still being worked out.
 - Auditor General could come at any time and test the governance between the two boards.
 - YDC has reviewed Industry standards between CIC Saskatchewan and BC Government.
 - Financial reliability between the YEC on YDC.
 - PWC was hired to help with governance and being a corporation.
- BC Grid
 - First Nations engagement with Northern BC First Nations and Yukon First Nations needs to happen.
 - Early feasibility \$2.5 million dollars.
 - Financial business plan needs to be put in place.

- o BC Interchange for renewable energy is the only option at this time

Motion for early support and viability to put in an application for Federal Funds

On a motion by Skyler Hougen and seconded by Darren Kates:

BE IT RESOLVED THAT the Board of Director's hereby supports YDC to put an application forward to the Federal Government for funding on the BC Grid Project.

CARRIED 2018 – 038

APPOINTMENT OF COMMITTEE CHAIRS FOR 2018/2019

Following discussion, it was recommended that the current Committee Chairs be re-appointed and new members appointed for full membership on the Audit Committee and Governance Committee.

- The YDC Chair sits on the YEC Board as a regular member.
- Dan Reams remains on the Audit Committee.

VICE-CHAIR APPOINTMENT:

On a motion by Doug Janzen and seconded by Kari Johnston:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Skyler Hougen as the Vice Chair.

CARRIED 2018 – 039

AUDIT COMMITTEE APPOINTMENT:

On a motion by Skyler Hougen and seconded by Dan Reams:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Doug Janzen as the New Audit Chair.

CARRIED 2018 – 040

On a motion by Kari Johnston and seconded by Skyler Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Lise Farynowski as a member of the Audit Committee.

CARRIED 2018 – 041

On a motion by Doug Janzen and seconded by Dan Reams:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Tosh Southwick as an alternate member of the Audit Committee.

CARRIED 2018 – 042

Dan Reams will remain on the committee.

GOVERNANCE CHAIR APPOINTMENT:

On a motion by Dan Reams and seconded by Kari Johnston:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Darren Kates as a member of the Governance Committee.

CARRIED 2018 – 043

On a motion by Dan Reams and seconded by Skyler Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby appoints Kari Johnston as alternate for the Governance Committee.

CARRIED 2018 – 044

APPOINTMENT OF OFFICERS FOR 2019

The Chair explained that it was necessary to appoint corporate officers for 2019 pursuant to *Yukon Development Corporation Act*, *Corporate Governance Act* and annual requirements of Bylaw No. 2. The President (by virtue of the position the individual is also the Deputy Minister of Energy, Mines and Resources) is a statutory appointment pursuant to the *Corporate Governance Act* and the *Yukon Development Corporation Act*. Officer appointments need to be legally in place effective January 1, 2019 to facilitate business continuity.

Upon a motion by Skyler Hougen and seconded by Dan Reams it was;

RESOLVED THAT:

The Board appoints the following Officers of the corporation to hold office until they leave their positions or the Board makes new appointments prior to or through the annual appointment process:

(a) effective January 1, 2019:

President & Chief Executive Officer
Chief Financial Officer
Corporate Secretary

Justin Ferbey
Blaine Anderson
Lori Lemieux

YDC CURRENT PROJECTS

OIC RATE REBALANCE

The President provided an overview on the OIC Rate Rebalance with the Board of Directors.

- Staff diligently working on getting this done.
- There is a draft OIC in place and needs to be done by December 2018.
- Looking for definite extension to the OIC.

INNOVATIVE RENEWABLE ENERGY INITIATIVE

Michael Prochazka provided an overview on IRIE.

November 21, 2018

PAGE 5 of 6

- IRIE is fully subscribed for the 2018/2019 fiscal period.
- Completion of the Independent Power Policy will be needed in order to make projects viable.
- There will be restrictions with the IPP.
- It is not expected that the Yukon government will be increasing the funding for this project with the Artic Funding coming online.
- Michael will provide some pictures and sketches as well as the PowerPoint presentation from PNWER.
- YDC will develop an in-house photo collection and will be provided at next Board meeting.
- YDC website upgrade is being reviewed by a Yukon government committee.

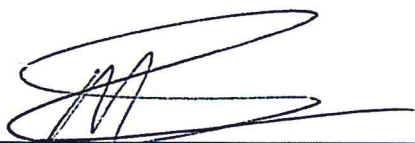
YDC/YEC FINANCIAL REVIEW

Geoff Woodhouse reviewed the YDC/YEC Financial Review with the Board of Directors.

- YDC is working with Department of Finance to undertake a financial review of the YEC and identify alternatives to optimize future debt and equity structure.
- PricewaterhouseCooper (PwC) has been awarded the contract to perform the review, and work is underway with a presentation to happen at the next Board meeting.
- There is more demand for electrical and existing stream revenue is not feasible. The report will cover all the shortfalls and has suggested cost of operation of \$350 million.
- It has identified the aging equipment and infrastructure.
- YDC and YG Finance will need to review and approve the report before it goes to the Minister.
- YEC will review after it has gone through the above process.
- No more funding to YEC until report has been done. YEC has to put Capital Budget together now.
- YEC needs to provide draft material for Management Board submission for their 2019 Capital Budget.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 1:30PM.



Chair



Corporate Secretary

IN CAMERA SESSION

No minutes were recorded.

CORRESPONDENCE / INFORMATION

YEC Q3 Management Report FINAL
YEC Q3 Internal KPI's FINAL
YEC Environmental Report FINAL
YEC Q3 Legislative and Regulatory
YEC AH Controls Project Report FINAL

Advice Package #18-093
Advice Package #18-094
Advice Package #18-095
Advice Package #18-096
Advice Package #18-097

**YUKON DEVELOPMENT CORPORATION
BOARD OF DIRECTOR'S MEETING**

046

November 21, 2018

PAGE 6 of 6

YEC Q3 LNG 3rd Engine Project Report
YEC Q3 Communications Infrastructure
YEC Q3 Aishihik Relicensing Report FINAL
YEC Q3 New Thermal Project Report
YEC Q3 Energy Storage Report

Advice Package #18-098
Advice Package #18-099
Advice Package #18-100
Advice Package #18-101
Advice Package #18-102

ACTION ITEMS:

- **Confirm both Midgard reports are on SharePoint.**
- **Michael Prochazka to provide pictures and sketches of Old Crow Solar Project and PNWER presentation.**

Next Meeting:

- **PwC Canada Presentation**

YUKON DEVELOPMENT CORPORATION**BOARD OF DIRECTOR'S MEETING****December 18, 2018**

Minutes of the meeting of the Yukon Development Corporation held on the 18th day of December, 2018.

PRESENT: Michael Pemberton, Chair
Skyler Hougen, Vice Chair
Doug Janzen
Peter Kirby
Darren Kates
Kari Johnston
Lise Farynowski
Tosh Southwick

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Blaine Anderson, CFO
Lori Lemieux, A/Corporate Secretary
Geoff Woodhouse, YDC Senior Policy Analyst
David Egan, PricewaterhouseCooper, LLP

Board Regrets: Dan Reams

FORMALITIES

Michael Pemberton, occupied the Chair, and Lori Lemieux, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:05AM.

Changes and Additions to Agenda:

On a motion by Doug Janzen and seconded by Tosh Southwick the agenda for the Yukon Development Corporation Board of Directors meeting, November 21, 2018, was accepted.

Dates of Next Meetings

The next meeting dates are February 28, 2019 for the Audit Committee, and March 1, 2019 for the Board meeting. The meetings will take place at 303 Alexander Street, 2nd Floor, Boardroom 2A.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the November 21, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #18-098

On a motion by Doug Janzen and seconded by Darren Kates the minutes of the Board of Directors meeting held November 21, 2018 were verified as a true and correct record as amended.

CARRIED 2018 – 045

PREVIOUS MEETING ACTION ITEMS

The YEC Financial Review will be presented by Andrew Hall and Ed Mollard

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- Chair is attending scheduled bilateral and trilateral meetings with the Minister
- Discussions include governance, relicensing and financial matters
- Mike requested new YDC board members receive YEC orientation

The President provided an update to the Board on the following:

- President and Sr. staff visited Ottawa to discuss Arctic Energy Fund, REACHE funding, and YEC's energy storage project
- A further update was provided on rate rebalancing, IREI, and work on transmission due diligence

YDC/YEC FINANCIAL REVIEW

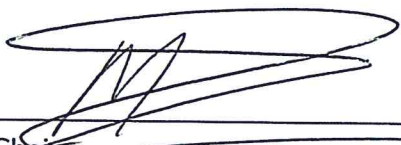
Sr. staff and a partner with PricewaterhouseCoopers presented the draft financial review of YDC/YEC.

YEC Budget

- The Board will review the YEC Budget with a decision towards its acceptance or rejection

TERMINATION

The Chair was called into a meeting with the Minister and since there was no further business to bring before this meeting; the Vice-Chair declared the meeting terminated at 2:30PM.


Chair


Corporate Secretary

IN CAMERA SESSION

No minutes were recorded.

CORRESPONDENCE / INFORMATION

YEC 2019 Budget Briefing

Advice Package #18-099

ACTION ITEMS:

- Set next Board Meeting for March 1, 2018.
- Final YEC Financial review be presented at the next Board meeting
- YEC Financial Presentation to be scheduled

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING**

February 28, 2019

Minutes of the meeting of the Yukon Development Corporation Audit Committee held February 28, 2019 in the Boardroom of Economic Development 2A – 303 Alexander Street.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Lori Lemieux, Corporate Secretary
Blaine Anderson, CFO

Regrets: Tosh Southwick (Alternate)

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Lemieux was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:07 AM.

On a motion by Mike Pemberton and seconded by Lise Farynowski the agenda was accepted as presented.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the October 11, 2018 meeting, a copy was included in the Committee package for review.

Advice package #19-001

On a motion by Mike Pemberton and seconded by Lise Farynowski the minutes of the Audit Committee meeting held on October 11, 2018, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Subsidiary Accountability Manual ("SAM"):
 - o YDC Chair and YEC Chair have been in discussions and will continue to work on parent / subsidiary governance
- By-Laws
 - o An RFP for a corporate lawyer is required

Updates:

- Aishihik Generating Station Water License Renewal - the YESAB application has been submitted, and a 3-year extension to the license is being sought.
- Price Waterhouse Cooper financial report was discussed

Chief Financial Officer Review

The CFO reviewed the following:

- Year end is complete;
- Mayo B revenue is down slightly;
- Bond pays 5 – 6% interest rate;
- No dividends from YEC in 2018

STANDING ITEMS

YDC Financial Updates

A copy of the YDC 2018 Q4 Final Financial Statements was included in the Audit Committee package.

Advice package #19-002

The Audit Committee agreed the YDC 2018 Q4 Final Financial Statements be moved forward and accepted by the YDC Board of Director's at the meeting on March 1, 2019.

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors accept the YDC 2018 Q4, December 31, 2018 final Financial Statements as presented.

CARRIED: YDC A/C: 2019-001

YDC 2018 Q4 Forecast Variance

A copy of the YDC 2018 Q4 Forecast Variance was included in the Audit Committee package.

Advice package #19-003

The Audit Committee reviewed and discussed the YDC 2018 Q4 Forecast Variance Statements.

YDC 2019 Cash-flow Update

A copy of the YDC 2019 Cash-flow Update was included in the Audit Committee package.

Advice package #19-004

The Audit Committee reviewed and discussed the YDC 2019 Cash-flow Update.

YEC Financial and Operations Report Update

A copy of the YEC 2018 Q4 Corporate/Business Development report was included in the Committee package for review.

Advice package #19-005

This report was discussed and a presentation by Andrew Hall and Ed Mollard will be presented at the Board meeting March 1, 2019.

A copy of the YEC Q4 2018 Operations Report was included in the Committee package for review.

Advice package #19-006

The report was discussed by the Audit Committee.

YEC Capital Projects Update

A copy of the YEC 5 year Capital Plan was included in the Committee package for information.

Advice package #19-007

The report was discussed by the Audit Committee.

A copy of the YEC Q4 2018 Quarterly Capital Report was included in the Committee package for information.

Advice package #19-008

The report was discussed by the Audit Committee.

IRIE FUND UPDATE

A copy of the update for the IRIE Fund was provided to the committee for review.

Advice package #19-009

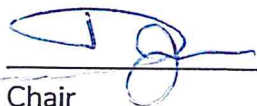

The Committee discussed the IRIE Fund.

RISK ASSESSMENT UPDATE

- The President updated the committee on the Risk Assessment.
- No imminent risks at this time.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:07am.


Chair
Secretary**ACTION ITEMS**

- Lease terms are required for next Audit Committee meeting.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

March 1, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 1st day of March, 2019 at 9:25 AM in Boardroom 2A, 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
 Doug Janzen
 Peter Kirby
 Darren Kates
 Kari Johnston on conference call
 Lise Farynowski
 Tosh Southwick
 Skyler Hougen

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
 Blaine Anderson, CFO
 Lori Lemieux, A/Corporate Secretary
 Geoff Woodhouse, YDC Senior Policy Analyst
 Michael Prochazka, YDC Senior Policy Analyst

The Chair acknowledged the passing of Dan Reams and requested one minute of silence.

FORMALITIES

Michael Pemberton, occupied the Chair, and Lori Lemieux, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:27 AM.

Changes and Additions to Agenda:

On a motion by Tosh Southwick and seconded by Doug Janzen the agenda for the Yukon Development Corporation Board of Directors meeting, March 1, 2019, was accepted.

Dates of Next Meetings

The next meeting dates will be Thursday, May 30th, 2019 for the Audit Committee meeting and Friday, May 31st, 2019 for YDC Board meeting.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the December 18, 2018, meeting. A copy was included in the Committee package for review.

Advice Package #19-001

On a motion by Darren Kates and seconded by Doug Janzen the minutes of the Board of Directors meeting held December 18, 2018 were verified as a true and correct record as amended.

CARRIED 2019-001

REAFFIRMATION OF YEC BOARD MEMBERS

On a motion by Doug Janzen and seconded by Peter Kirby:

BE IT RESOLVED THAT the Board of Directors reaffirmed the email resolution appointing members to the Yukon Energy Corporation Board of Directors.

The email resolution is as follows:

Pursuant to Standing Order 45(3.2)(a). The Standing Committee on Appointments to Major Government Boards and Committees met on Thursday, January 31, 2019 to review applications and recommend appointments to the Yukon Energy Corporation Board of Directors.

James (Jim) Stephens, Member

Rodney Snow, Member

CARRIED 2019-002

PREVIOUS MEETING ACTION ITEMS

The YEC Financial Review vote was deferred to the March 1, 2019 meeting and a vote will be taken after the presentation from Andrew Hall and Ed Mollard from YEC at 1:00 PM.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- Pre-scheduled meetings with the Minister bi-weekly with YDC President and quarterly YDC/YEC meetings.
- Bilateral meetings with Justin, Andrew and Lesley have been on-going.
- The Aishihik licensing was discussed. A 3-year extension to the license is being sought.
- President attended the YEC Board meeting in February.
- YDC and YEC Presidents are working towards signing the YDC / YEC governance agreement.

The President provided an update to the Board on the following:

- Reporting on the Arctic Energy Fund
- IREI has full subscription
- Reporting on formal decisions involving:
 - Rate Rebalancing
 - Interim Electrical Rebate
 - Cost of Service Study
- Mailer to go to all Yukon houses
- Discussion on independent power production

PROJECT UPDATES

SOLAR CROSSWALK

- Worked with the city engineering department.
- RFP process was awarded.
- Delivery is expected by end of February 2019.
- A contract to Arcrite Northern Ltd. (Whitehorse) has been awarded to install the equipment.
- Installation is expected to be completed by the end of March 2019.
- Once set-up the project will be actively monitored for the ensuing year.

RESOLUTION

None required.

DECISION NOTE (Governance) PRICEWATERHOUSE COOPERS

- Final report was received with options to consider:
 - Option 1: (Recommended Option) Retain PwC to develop a standard financial report package and direct YEC to provide the reports on a regular basis.
 - Option 2: Approve the Subsidiary Accountability Manual (SAM) and direct YEC to provide the financial information in the document.
 - Option 3: Continue using current reports that Yukon Energy Corporation provides.

RESOLUTION

Motion for Pricewaterhouse Coopers be retained to work with YEC to develop a standard financial report package.

On a motion by Tosh Southwick and seconded by Lise Farynowski.

BE IT RESOLVED THAT the Board of Directors hereby authorizes YDC to secure Option 1 for a contract with Pricewaterhouse Coopers to develop a standard financial report package and work with YEC to facilitate reports on a regular basis.

CARRIED 2019-003

ARCTIC ENERGY FUND

- YDC's 2019/20 budget includes \$4,705,000 in capital to implement the federal Arctic Energy Fund (AEF) program.
- AEF provides Yukon with up to \$50M over 10 years for projects that will reduce the consumption of fossil fuels associated with generating electric or heat energy in off-grid communities.

BACKGROUND

- The federal Arctic Energy Fund (AEF) is part of a larger federal Green Infrastructure Fund, and is designed to reduce Northern dependence on fossil fuels for energy generation.
- The Arctic Energy Fund is part of a bilateral agreement signed between the Government of Canada and the Government of Yukon, Department of Community Services.
- Funds approved under this program are 100% recoverable from Canada.
- The terms and conditions of the program limit eligibility to communities that are "...dependent on fossil fuels (diesel and natural gas) for their primary energy generation." Yukon's only eligible communities are Old Crow, Beaver Creek, Burwash Landing, Destruction Bay, and Watson Lake.

CURRENT STATUS

- Fund appropriation is subject to legislative approval.
- YDC will work with the Department of Community Services to administer the fund.

REGULAR RATE REVIEW

- YDC would like to work with a consultant and explore options for more timely YUB rate reviews and a less onerous and less costly YUB rate review process.

RESOLUTION

Motion for seeking approval from the Board to study potential processes to streamline the rate review process with an interest to reduce cost of the hearings. An OIC directing the YUB and/or the utilities may eventually be required.

On a motion by Tosh Southwick and seconded by Doug Janzen.

BE IT RESOLVED THAT the Board of Directors hereby authorizes YDC to secure quotes for a contract with a consultant to provide recommendations on this issue.

CARRIED 2019-004

COST OF SERVICE REVIEW

- In order to continue to make policy decisions around electrical rates, Yukon government needs a current and accurate accounting of the cost of service for various Yukon customer classes.

RECOMMENDATION

It is recommended that the YDC Board of directors approve this initiative and authorize YDC staff to obtain cost quotes and begin a Management Board submission to request Yukon government funding to pay for a revised Cost of Service study.

RESOLUTION

On a motion by Tosh Southwick and seconded by Peter Kirby.

BE IT RESOLVED THAT the Board of Directors hereby approves the above recommendation and authorizes YDC staff to obtain quotes and begin a Management Board submission to support the Cost of Service study.

CARRIED 2019-005

IREI (INNOVATIVE RENEWABLE ENERGY INITIATIVE REVIEW) Update

- IREI operates with a budget of \$1.5M per year for four years, starting in FY 2017/18. Proponents can access up to \$500,000 per project from the fund.
- Over \$400,000 was disbursed in 2017/18 (IREI was only active after January, 2018).
- YDC supports First Nations, communities, and private-sector organizations to reduce Yukon's reliance on fossil fuels to generate electricity and heat.
- YDC has supported projects in Carcross, Teslin, Burwash Landing, Old Crow, Whitehorse and Dawson City.

CURRENT STATUS

2018/19 fund allocation is fully subscribed. Major investments for 2018/19 include:

- \$500,000 to Vuntut Gwitchin First Nation to implement a 940kW solar energy project to off-set diesel consumption in Old Crow.
- \$314,000 to Teslin Tlingit Council to implement a biomass district heating system to heat 10 community buildings.
- \$205,000 to Chu Níkwän Development Corporation for further development of the Haeckel Hill wind farm.
- \$80,000 to ORO Enterprises for North Forks run-of-river hydro assessment work in Dawson City.

For 2019/20, over \$1.9M in projects have been forecast. YDC is working with proponents in Dawson City, Beaver Creek, Carcross, and Watson Lake to submit their applications.

RECOMMENDATION

None required.

RESOLUTION

None required.

OIC MANDATE EXPANSION

- YDC is undertaking an analysis of the work required to expand its mandate to support investment and development opportunities outside the energy sector.

BACKGROUND

- YDC's mandate is currently explicitly limited to the energy sector. O.I.C. 1993/107, Policy Directive, No. 1 states, "Yukon Development Corporation shall, in undertaking new initiatives, restrict itself to energy related activities..."
- As a Crown Corporation, YDC has more flexibility to manage potential investments than a government department.
- YDC has not yet received direction to initiate a formal request to expand its mandate.

The process for changing YDC's directive would require an OIC.

RESOLUTION

None required.

BIOMASS REPORT APPROVAL

Motion to accept the Biomass Fuels Development Strategy report.

On a motion by Darren Kates and seconded by Peter Kirby.

BE IT RESOLVED THAT the Board of Director's hereby supports YDC accepting the Biomass Report as complete.

CARRIED 2019-006

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on February 28, 2019.

YDC – Q4 2018 Financial Update

A copy of the YDC 2018 Q4 Final Financial Statements was provided to the Board for review.

Advice Package #19-002

The Audit Committee agreed the YDC 2018 Q4 Final Financial Statements be moved forward and accepted by the YDC Board of Director's at the meeting on March 1, 2019.

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors is in agreement and accepts the YDC 2018 Q4, December 31, 2018 final Financial Statements as presented.

CARRIED 2019-007

SPONSORSHIP

The Chair presented information to the Board that YEC's Board has approved funding for the Arctic Winter Games. The YDC Board supports YEC decision making process.

YEC BUDGET PRESENTATION

Andrew Hall and Ed Mollard presented the YEC Budget.

YEC BUDGET

The Board was presented with the YEC Budget and voted on moving it forward to the Minister. Motion to move the YEC Budget to the Minister for approval.


On a motion by Tosh Southwick and seconded by Mike Pemberton.

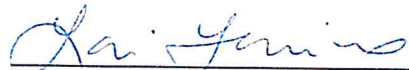
BE IT RESOLVED THAT the Board of Director's hereby approves the YEC Budget as presented by the YDC Audit Committee be forwarded to the Minister for approval.

CARRIED 2019-008

TERMINATION

The Chair called the meeting terminated at 3:39 PM.



Chair

Corporate Secretary

IN CAMERA SESSION

No minutes were recorded.

CORRESPONDENCE / INFORMATION

YEC 2019 Budget Briefing	Advice Package #19-003
YEC Quarterly Capital Report Q4, 2018 Update	Advice Package #19-004
YEC Operations Report, February 13, 2019	Advice Package #19-005
YEC Corporate Business Development Report Q4, 2018 Report	Advice Package #19-006
YEC Building Assessment Capital Works Q4, 2018 Update	Advice Package #19-007
YEC Demand Side Management Q4, 2018 Report	Advice Package #19-008
YEC Breaker Replacement Program Q4, 2018 Update	Advice Package #19-009
YEC Asset Management Framework Q4, 2018 Update	Advice Package #19-010
YEC Environmental Report Q4, 2018 Update	Advice Package #19-011
YEC Mayo Hydro Overhaul Q4, 2018 Update	Advice Package #19-012
YEC Transmission Refurbishment Q4, 2018 Update	Advice Package #19-013
YEC Aishihik Control Systems and Electrical Upgrade	Advice Package #19-014
YEC Aishihik Water Use Licence Renewal Q4, 2018 Project Update	Advice Package #19-015
YEC Communications Infrastructure Project Q4, 2018 Update	Advice Package #19-016
YEC LNG 3 rd Engine Project Q4, 2018 Update	Advice Package #19-017
YEC Energy Storage System Q4, 2018 Update	Advice Package #19-018
YEC New Thermal Plant Q4, 2018 Update	Advice Package #19-019
YEC Health and Safety Report Q4, 2018 Update	Advice Package #19-020
YEC General Rate Application 2017/2018 Highlights	Advice Package #19-021
YEC Regulatory/Legal Report Q3, 2018	Advice Package #19-022
YEC WH2 Upgrading Project – Board Stagegate Approval	Advice Package #19-023

ACTION ITEMS:

- By-law update.
- YDC-YEC Protocol Agreement.
- Quorum – Overview for Board, Audit and Governance meetings.

Next Meeting:

- Audit Committee meeting Thursday, May 30th, 2019
- YDC Board meeting Friday, May 31st, 2019

YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING

062

May 30, 2019

Minutes of the meeting of the Yukon Development Corporation Audit Committee held May 30, 2019 in the Boardroom of Economic Development – 303 Alexander Street.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski

Also, present with the consent of the Committee:

Geoffrey, Acting/President and CEO
Lori Lemieux, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Lemieux was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:02 AM.

On a motion by Mike Pemberton and seconded by Lise Farynowski the agenda was accepted with an addition.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the February 28, 2019 meeting, a copy was included in the Committee package for review.

Advice package #19-010

On a motion by Mike Pemberton seconded by Lise Farynowski the minutes of the Audit Committee meeting held on February 28, 2019, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Protocol Agreement YDC & YEC

Advice package #19-011

The YDC & YEC Protocol Agreement was discussed by the Audit Committee.

- Lease Terms for YDC office at Northlight Innovation.

Advice package #19-012

The lease with Yukonstruck Makerspace Society was discussed by the Audit Committee.

TELECONFERENCE WITH THE AUDITOR GENERAL

At 9:30 am, Lana Dar, Principal on the Audit, Michelle Spence, Audit Project Leader and Man Wah Tai (Bryan), Audit Project Leader, representing the Office of the Auditor General of Canada ("OAG") attended the meeting via conference call.

Auditor General of Canada "Report to the Audit Committee Annual Audit Results"

A copy of the Auditor General Report dated May 30, 2019 for the year ended December 31, 2018 was provided for members' review.

Advice package #19-013

- The representatives of the OAG reviewed the draft copy of the Yukon Development Corporation Report to the Audit Committee, Annual Audit Results, May 30, 2019 for the year ended December 31, 2018,
- YDC Audit Committee and OAG representatives discussed the OAG report; audited consolidated financial statements, and results of the audit;
- OAG stated that there were 4 material short falling's with YEC but these have been mitigated.
- OAG identified that there are no major issues arising from the YEC audit or the YDC Consolidated Financial Statements audit.

The call with the Auditor General's office terminated at 10:00 AM.

On a motion by Lise Faynowski and seconded by Mike Pemberton:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors accept the "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 30, 2019, for the year ended December 31, 2018" as presented.

CARRIED: YDC A/C: 2019-002

STANDING ITEMS

YDC Consolidated Financial Statements

A copy of the YDC 2018 Audited Consolidated Financial Statements was provided to the Committee for their review.

Advice package #19-014

- The Committee reviewed and discussed the YDC 2018 Consolidated Financial Statements.

On a motion made by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2018 Audited Consolidated Financial Statements as presented.

CARRIED: YDC A/C: 2019-003

YDC FINANCIAL UPDATES

A copy of the YDC 2019 Q1 non-consolidated Financial Statements was included in the Committee package for review.

Advice package #19-015

The CFO reviewed and discussed the YDC 2019 Q1 Financial Statements with the Audit Committee.

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2019 Q1 non-consolidated Financial Statements as presented.

CARRIED: YDC A/C: 2019-004

YEC FINANCIAL AND OPERATIONS REPORT UPDATES

A copy of the YEC 2019 Q1 Financial Statements was included in the Committee package for review.

Advice package #19-016

- The CFO reviewed the YEC 2019 Q1 Financial Statements with the Audit Committee as an information item.

A copy of the YEC 2019 Cash Flow was included in the Committee package for review.

Advice package #19-017

- The CFO reviewed the YEC Cashflow with the Audit Committee as an information item.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:36 AM.


Chair


Secretary

Copies of the following YEC Projects were included in the Committee package for review:

- | | |
|--|-------------------------------|
| 1. YEC 2018 Audited Financials | Advice Package #19-018 |
| 2. YEC Q1 2019 Quarterly Financials | Advice Package #19-019 |
| 3. YEC Q1 Internal KPI Report | Advice Package #19-020 |
| 4. YEC Q1 Environmental Report | Advice Package #19-021 |
| 5. YEC Q1 Regulatory/Legal Report | Advice Package #19-022 |
| 6. YEC Aishihik Controls_Project Report | Advice Package #19-023 |
| 7. YEC Breaker Replacement_Project Report | Advice Package #19-024 |
| 8. YEC Asset Management_Project Report | Advice Package #19-025 |
| 9. YEC Communications Infrastructure Upgrades_Pr. Report | Advice Package #19-026 |
| 10. YEC Transmission Refurbishment_Project Report | Advice Package #19-027 |
| 11. YEC Building Upgrade_Project Report | Advice Package #19-028 |
| 12. YEC Demand Side Management Q4, 2018 Report | Advice Package #19-029 |
| 13. YEC New Thermal | Advice Package #19-030 |
| 14. YEC Energy Storage | Advice Package #19-031 |
| 15. YEC Other Resource Planning Projects | Advice Package #19-032 |

ACTION ITEMS

- The Annual report will be forwarded to board members electronically for review.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

June 7, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 7th day of June, 2019 at 9:10 AM in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
 Skyler Hougen
 Doug Janzen
 Tosh Southwick
 Darren Kates
 Kari Johnston
 Lise Farynowski
 Peter Kirby

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
 Lori Lemieux Corporate Secretary
 Geoff Woodhouse, YDC Senior Policy Analyst

REGRETS:

Blaine Anderson, CFO

FORMALITIES

Michael Pemberton, occupied the Chair, and Lori Lemieux, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:11 AM.

Changes and Additions to Agenda:

On a motion by Doug Janzen and seconded by Skyler Hougen the agenda for the Yukon Development Corporation Board of Directors meeting, June 7, 2019, was accepted.

Dates of Next Meeting

Next meeting dates will be polled by Doodle.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

The Board reviewed the minutes of the March 1, 2019, meeting. A copy was included in the Committee package for review.

Advice Package #19-024

On a motion by Doug Janzen and seconded by Kari Johnston the minutes of the Board of Directors meeting held March 1, 2019, were verified as a true and correct record as amended.

CARRIED YDC: 2019-009

PREVIOUS MEETING ACTION ITEMS

- By-law update
- YDC-YEC Joint Board Meeting & Training (June 25, 2019)
- YDC-YEC Protocol Agreement_Final
- Quorum – Overview for Board, Audit and Governance meetings.

The above items were discussed by the YDC Board.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- Regular bilateral meetings with the Minister and YDC President.
- Regular tri-lateral meetings with Minister, YDC President, YEC President and YEC Chair.
- YDC continues to have bilateral meetings weekly with YEC.
- YDC Chair has attended two YEC Board meeting this year.
- Attended two YEC Board Meetings.
- Aishihik relicensing is a major project.
- New Thermal community public engagement is happening.
- Decommissioning of diesel is in the works.
- Infrastructure is continuous.
- Protocol Agreement with YEC will be signed this week.
- Committee of the Whole went very well.

The President provided an update to the Board:

- KDFN Financing – YEC has finished third engine so MB Submission will be done to replace.
- Budget Debate – Looking for Federal money for Battery.
- Infrastructure Funds for YEC – Stewart Keno.
- Climate Change is being discussed.
- Cost of Service Study – Rate Rebalance.
- General Rate Application is a process and we are looking at working with a consultant.
- IER has gone live to the public. IER Policy changes will be discussed.
- Governance Protocol Letter will be signed by YDC and YEC.
- PwC has started their work with YEC.

RISK ASSESSMENT 2019

Presentation by Geoff Woodhouse

YDC Organizational Risk Management Framework for May 2019 was distributed and put on SharePoint.

YDC Advice Package #19-025

GOVERNANCE UPDATE

The YDC / YEC Chair(s) have agreed on the final version and will meet to sign the Protocol Agreement this week. A copy of the final agreement was uploaded to the SharePoint site for this meeting.

On a motion by Kari Johnston and seconded by Peter Kirby the Board of Directors meeting held June 7, 2019, are in agreement with the YDC / YEC Protocol Agreement.

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC / YEC Protocol Agreement, as presented.

CARRIED YDC: 2019-010

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on May 30, 2019.

OFFICE OF THE AUDITOR GENERAL

A copy of the Auditor General Report "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results" dated May 30, 2019, for the year ended December 31, 2018, was provided for Board members' review.

Advice Package #19-026

The YDC Audit Committee hereby recommended the Auditor General's report be accepted as presented. There being no changes suggested by the Board:

On a motion by Mike Pemberton and seconded by Skyler Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Auditor General's Report "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 30, 2019 for the year ended December 31, 2018, as presented.

CARRIED YDC: 2019-011

YDC CONSOLIDATED FINANCIAL STATEMENTS

A copy of the YDC 2018 Consolidated Financial Statements was provided to the board for their review.

Advice Package #19-027

The CFO reviewed the YDC 2018 Consolidated Financial Statements with the Board of Directors.

The Audit Committee recommended the YDC Consolidated Financial Statements be accepted as presented. The Board discussed the Financial Statements.

On a motion made by Darren Kates and seconded by Doug Janzen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the Yukon Development Corporation 2018 Audited Consolidated Financial Statements, as presented.

CARRIED YDC: 2019-012

YDC-Q1 2019 FINANCIAL UPDATE

A copy of the YDC Q1 2019 Non-Consolidated Financial Statements was provided to the Board for review

Advice Package #19-028

The Audit Committee recommended that the Board accept the YDC Q1 2019 Non-Consolidated Financial Statements as presented.

On a motion by Doug Janzen and seconded by Kari Johnston:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the Yukon Development Corporation 2019 Q1 Non-Consolidated Financial Statements, as presented.

CARRIED YDC: 2019-013

YDC 2019 CASH FLOW

A copy of the Q4 YDC 2018 Financial Statements was presented to the Board for their review.

Advice Package #19-029

The Audit Committee recommended that the Board accept the Q4 YDC 2018 Financial Statements as presented.

On a motion by Skyler Hougen and seconded by Kari Johnston:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the YDC Q4 2018 Financial Statements, as presented.

CARRIED YDC: 2019-014

YEC 2019 Q1 FINANCIAL STATEMENTS

A Copy of the YEC 2019 Q1 Financial Statements were provided to the Board for review and information.

Advice Package #19-030

YEC CASH FLOW PROJECTION

A Copy of the YEC Cash Flow Projection were provided to the Board for review and Information.

Advice Package #19-031

INNOVATIVE RENEWABLE ENERGY INITIATIVE (IREI)-UPDATE

The Board was presented with the IREI update by Geoff Woodhouse.

ISSUE

As part of its mandate to increase the availability of renewable energy and reduce community reliance on diesel, YDC is providing proponents with financial support and advice to pursue community-led renewable energy projects.

BACKGROUND

The Innovative Renewable Energy Initiative (IREI) operates with a budget of \$1.5M per year for four years, starting in FY 2017/18. Proponents can access up to \$500,000 per project from the fund. IREI supports First Nations, communities, and private-sector organizations to reduce Yukon's reliance on fossil-fuels to generate electricity and heat.

CURRENT STATUS

For 2019/20, over \$2.3M in projects are forecast. Applications have been received from proponents in Dawson City, Beaver Creek, Carcross, and Watson Lake totaling \$1,179,500.

RECOMMENDATION

It is recommended that the YDC Board of directors approve the changes to the IREI fund policy pending some minor changes to the wording.

On a motion by Darren Kates and seconded by Peter Kirby:

BE IT RESOLVED THAT the Board of Directors hereby approves the above recommendation and authorizes the changes to the IREI fund policy.

CARRIED YDC: 2019-015

CLIMATE CHANGE AND ENERGY STRATEGY REPORT

Presentation by Geoff Woodhouse and Justin Ferbey.

- Government in consultation regarding Climate Change.
- Sub-committee has met with government and public.
- There should be a draft of the plan in the next couple of months.
- Board would like to see plan when it is ready.

The board discussed the presentation and a copy will be uploaded to the SharePoint site.

PROJECT UPDATES

SOLAR CROSSWALK

YDC is supporting Yukon government's exploration of innovative renewable energy technology in the North by evaluating new solar-powered pedestrian safety equipment in Whitehorse.

BACKGROUND

3 sets of solar-powered pedestrian crossing beacons and 2 sets of solar-powered driver speed feedback signs have been installed in key locations along 12th Avenue in Porter Creek.

No Resolution required.

ARCTIC ENERGY FUND

YDC has been asked to administer the Arctic Energy Fund as part of its mandate to promote renewable energy projects in the territory.

BACKGROUND

The Arctic Energy Fund is a ten-year, \$50 M federal fund that has been allocated to reduce isolated communities' dependence on fossil fuels for energy generation.

YDC has included the fund's allocation in its budget, with the understanding that the funds are 100% recoverable from the Government of Canada. The funds would be payable in arrears, i.e. the projects would incur the expenses, and then submit reporting through the fund administrator to the Government of Canada for recovery.

Given its knowledge of the renewable energy space and its experience with IREI, YG is looking to YDC to manage the intake of applications to the fund, and, pending the Government of Canada's acceptance of the projects, YDC would administer the fund and ensure that the appropriate reporting is provided to the Government of Canada.

This will add to the workload for YDC. With the limited eligibility, however, it is not expected that the initial load will be high. There are also provisions within the fund for some administrative costs to be recoverable. Should the workload become more difficult to manage, YDC could get relief through that avenue.

CURRENT STATUS

No projects have been submitted for evaluation as yet. One eligible application, from the White River First Nation, is currently being worked on. This is for a large (1.5 MW) solar array/district heating project in Beaver Creek.

YDC is monitoring a solar energy project in Watson Lake as a potential candidate for the fund.

Given the restrictive conditions of the fund, it is not expected that there will be a high volume of applications.

RECOMMENDATION

It is recommended that the YDC Board of directors support the assumption of administrative responsibility for the Arctic Energy Fund by the corporation.

RESOLUTION

None required

YDC Board reviewed and discussed.

GENERAL RATE APPLICATION PROCESS REVIEW

ISSUE

The current Yukon Utilities Board General Rate Application process is infrequent and costly, making it difficult for utilities to maintain rates and to recover their cost of operations.

Approval is requested for YDC to work with a consultant and explore options for more timely Yukon Utilities Board (YUB) rate reviews and examine whether there can be a less costly YUB rate review process.

RECOMMENDATION

It is recommended that the YDC Board of directors approve this initiative and authorize YDC staff to obtain cost quotes and engage a consultant to study possible mechanisms to improve the timeliness and costs associated with the rate review process and ensure as little impact on ratepayers as possible. The cost to complete this work is estimated at \$50,000, excluding GST.

On a Motion by Tosh Southwick and seconded by Doug Janzen.

BE IT RESOLVED THAT the Board of Directors hereby approves the above recommendation and authorizes YDC staff to obtain quotes and engage a consultant in an amount not exceeding \$50,000, excluding GST.

CARRIED YDC: 2019-016

YDC MANDATE EXPANSION

YDC's mandate is currently explicitly limited to the energy sector. O.I.C. 1993/107, Policy Directive, No. 1 states, "Yukon Development Corporation shall, in undertaking new initiatives, restrict itself to energy related activities..."

As a Crown Corporation, YDC has more flexibility to manage investment funds than would a government department.

Such an expansion would require a change in regulation, a multi-month process.

CURRENT STATUS

YDC has received direction to initiate a formal process to amend O.I.C. 1993/107, Policy Directive, No. 1 to expand the corporation's mandate beyond energy projects, as and when directed by Yukon government.

YDC will work with the Department of Justice to conduct an analysis and develop the necessary amendments to the Yukon Development Corporation Act.

RECOMMENDATION

No recommendation required.

RESOLUTION

None Required

KDFN INVESTMENT AGREEMENT

KDFN has expressed an interest in investing in the upgrade YEC made to its natural gas generation facility, i.e. the addition of the third generator.

RECOMMENDATION

It is recommended that the YDC Board of directors approve the work required to complete the investment process, in keeping with the terms of the original agreement.

On a Motion by Darren Kates and seconded by Tosh Southwick.

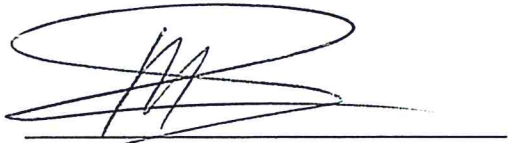
BE IT RESOLVED THAT the Board of Directors hereby approves the above recommendation and authorizes the work to complete the investment process.

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 2:50 PM.


Chair
Corporate Secretary

CORRESPONDENCE / INFORMATION

Copies of the following YEC Projects were included in the Committee package for review:

YEC 2018 Audited Financials	Advice Package #19-032
YEC Q1 2019 Quarterly Financials	Advice Package #19-033
YEC Q1 Internal KPI Report	Advice Package #19-034
YEC Q1 Environmental Report	Advice Package #19-035
YEC Q1 Regulatory/Legal Report	Advice Package #19-036
YEC Aishihik Controls_Project Report	Advice Package #19-037
YEC Breaker Replacement_Project Report	Advice Package #19-038
YEC Asset Management_Project Report	Advice Package #19-039
YEC Communications Infrastructure Upgrades_Project Report	Advice Package #19-040
YEC Transmission Refurbishment_Project Report	Advice Package #19-041
YEC Building Upgrade_Project Report	Advice Package #19-042
YEC Demand Side Management Q4, 2018 Report	Advice Package #19-043
YEC New Thermal	Advice Package #19-044
YEC Energy Storage	Advice Package #19-045
YEC Other Resource Planning Projects	Advice Package #19-046

ACTION ITEMS:

- Resolution for KDFN Financing Approval at Special Meeting June 25, 2019
- Upload signed YDC-YEC Protocol to SharePoint site
- Upload Climate Change document to SharePoint site.

**YUKON DEVELOPMENT CORPORATION AND
YUKON ENERGY CORPORATION**

BOARD OF DIRECTOR'S MEETING

June 25, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 7th day of June, 2019 at 9:00 AM in Boardroom 2A at Kwanlin Dün Cultural Centre

PRESENT: YDC Board Members

Michael Pemberton, Chair
Skyler Hougen
Tosh Southwick
Kari Johnston
Lise Farynowski
Peter Kirby

YEC Board Members & Senior Management

Lesley Cabott, Chair
Sue Craig
Gary Jones
Rod Snow
Jim Stephens
Simone Lapointe

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, YDC President & CEO
Lori Lemieux, YDC Corporate Secretary
Geoff Woodhouse, YDC Senior Policy Analyst
Andrew Hall, YEC President & CEO
Megan Yakichuck, YEC Corporate Secretary

REGRETS:

Doug Janzen
Darren Kates
Blaine Anderson, CFO

FORMALITIES

Michael Pemberton, YDC Board and Lesley Cabott, YEC Board occupied the Chair(s), Lori Lemieux, YDC and Megan Yakichuck, YEC acted as Secretary(s) at the meeting for each Corporation.

Declaration of Quorum

A quorum of the Directors being present, the Michael Pemberton, YDC Chair and YEC Board of Director declared the meeting to be duly constituted for the transaction of business at 9:10 AM.

June 25, 2019

PAGE 2 of 3

TRAINING

FN101 Presented by Tosh Southwick

Part 1 – A half day presentation of a 1-day course about Yukon First Nations and Self-Government. This presentation is to help develop a broader understanding and appreciation for the key moments in Yukon First Nations distant and recent past. The course is a program offered by Yukon First Nations Initiative department at Yukon College. Tosh incorporated historical timelines, facts, and personal stories of Yukon First Nations people.

YFN 101 A Brief Overview of Yukon First Nations

Advice Package #19-047

PRESENTATION ON GOVERNANCE

Presented by Brian Hiebert from DLA Piper (Canada) LLP on governance and protocol agreements.

YDC-YEC Protocol Agreement.

Advice Package #19-048

Slide Presentation hand-out.

Advice Package #19-049

KDFN INVESTMENT AGREEMENT

ISSUE

KDFN has expressed an interest in investing in the upgrade YEC made to its natural gas generation facility, i.e. the addition of the third generator.

FINALIZATION OF FINANCING

Attached handout was discussed at the meeting with the YDC Board of Directors and a resolution was accepted.

Advice Package #19-050

RESOLUTION

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts a dividend of \$2.871 million from Yukon Energy Corporation, to be loaned back to YEC as long term debt substantially on the terms described in the YEC Board paper "Finalization of Financing: dated June 2019.

On a Motion by Tosh Southwick and seconded by Peter Kirby.

CARRIED YDC: 2019-017

June 25, 2019

PAGE 3 of 3

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 2:50 PM.


Chair
Corporate Secretary

Action Items:

Part 2 of FN 101 to be scheduled in September.

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING**

September 5, 2019

Minutes of the meeting of the Yukon Development Corporation Audit Committee held May 30, 2019 in the Boardroom of Economic Development – 303 Alexander Street.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Lisa Jarvis, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Jarvis was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 12:38 PM.

On a motion by Mike Pemberton and seconded by Lise Farynowski the agenda was accepted as presented.

On a motion by Mike Pemberton and seconded by Lise Farynowski the Audit Committee hereby recommends the YDC Board of Directors have a Visa issued for Lisa Jarvis for the amount of \$10,000.00 and her signing authority for Yukon Development Corporation be in the amount of \$5,000.00.

Carried: YDC A/C: 2019 - 005

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the May 30, 2019 meeting, a copy was included in the Committee package for review.

Advice package #19-033

On a motion by Mike Pemberton seconded by Lise Farynowski the minutes of the Audit Committee meeting held on May 30, 2019, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

No prior action items.

September 5, 2019

Page 2 of 2

STANDING ITEMS

YDC 2019 Q2 Non-Consolidated Financial Statements

A copy of the YDC 2019 Q2 Non-Consolidated Financial Statements was provided to the Committee for their review.

Advice package #19-034

- The Committee reviewed and discussed the YDC 2019 Q2 Non-Consolidated Financial Statements.

On a motion made by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2019 Q2 Non-Consolidated Financial Statements as presented.

CARRIED: YDC A/C: 2019-006

YDC ORGANIZATIONAL RISK MANAGEMENT

A copy of the YDC Risk Management Framework was provided to committee members for review.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 1:00 PM.

Chair

Secretary

Copies of the following YEC Projects were included in the Committee package for review:

YEC Approval of 2019 Financing

Advice package #19-035

Finalization of Financing

Advice package #19-036

Mayo Hydro Storage Project Stagegate

Advice package #19-037

Whitehorse Hydro 2 upgrading Project Stagegate

Advice package #19-038

ACTION ITEMS

- The Chair of the Yukon Development Corporation Board of Directors will ask the status of the Yukon Energy Corporation Capital Budget at the YEC Board meeting.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

September 13, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 13th day of September, 2019 at 9:03 AM in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
 Skyler Hougen
 Doug Janzen
 Kari Johnston
 Lise Farynowski
 Peter Kirby

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
 Lisa Jarvis, Corporate Secretary
 Michael Prochazka, YDC Senior Policy Analyst
 Blaine Anderson, CFO
 Andrew Hall, CEO/President, YEC
 Emily MacDonald

REGRETS:

Tosh Southwick
 Darren Kates

FORMALITIES

Michael Pemberton, occupied the Chair, and Lisa Jarvis, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:03 AM.

BE IT RESOLVED THAT the Board of Directors appoints the following Officer of the corporation to hold office until they leave their position or the Board makes a new appointment prior to or through the annual appointment process:

(a) effective September 13, 2019:

Corporate Secretary: Emily MacDonald

CARRIED YDC: 2019-018

Please let the Corporate Secretary know via email if you are not going to make a meeting.

Changes and Additions to Agenda:

On a motion by Doug Janzen and seconded by Peter Kirby the agenda for the Yukon Development Corporation Board of Directors meeting, September 13, 2019, was accepted as with amendments.

Additions to the Agenda:

The Chair would like to request the board of directors discuss the January Energy Conference being held in Whitehorse. (15B)

Dates of Next Meeting

Next meeting dates will be:

Audit Committee: November 19, 2019

Governance Committee: November 19, 2019

Board Meeting: November 20, 2019

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the June 7, 2019 minutes was included in the board package for review.

Advice Package #19-051

The Board reviewed the minutes of the June 7, 2019, meeting.

On a motion by Peter Kirby and seconded by Kari Johnston the minutes of the Board of Directors meeting held June 7, 2019, were verified as a true and correct.

CARRIED YDC: 2019-019

A copy of the June 25, 2019 minutes was included in the board package for review.

Advice Package #19-052

The Board reviewed the minutes of the June 25, 2019, meeting

On a motion by Kari Johnston and seconded by Lise Farynowski the minutes of the Board of Directors meeting held June 25, 2019, were verified as a true and correct record.

CARRIED YDC: 2019-020

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were completed.

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- The Chair continues to have bilaterals and trilateral meetings with YEC and the Minister.
- We are making positive steps forward with governance and YEC.
- We are making positive steps with the YDC projects.
- YEC Board Meeting was September 5, 2019.
- Announcement on the funding of the battery project

- YEC BoD went to Aishihik facility, the lake from Canyon Lake and toured the village. Lake levels are low.
- The First Nation 101 training was a success. YEC will have this training for all of their staff members.

The President provided an update to the Board:

- The Legislature will sit October 3, 2019. We have been busy preparing for the sitting.
- Geoff did great work on the battery announcement.
- We have received direction from the Minister's office with respect to the cost of service.
- IRIE is fully subscribed. We have 13 applicants.
- YDC is involved in the over-arching green energy strategy with Yukon government.
- Interim Electrical Rebate has gone through.

REAFFIRMATION OF YEC BOARD MEMBERS

A copy of the letter to the Chair of Yukon Development Corporation Board of Directors was included in the Board Members' packages for review.

Advice Package #19-053

A copy of the email resolution to the Yukon Development Corporation Board of Directors was included in the Board Members' packages for review.

Advice Package #19-054

A copy of the re-affirmation resolution to the Yukon Development Corporation Board of Directors was included in the Board Members' packages for review.

Advice Package #19-055

On a motion by Kari Johnston and seconded by Peter Kirby:

BE IT RESOLVED THAT the Board of Directors reaffirmed the email resolution reappointing three members to the Yukon Energy Corporation Board of Directors.

The email resolution is as follows:

BE IT RESOLVED THAT the following new reappointments be made to the Yukon Energy Corporation Board of Directors:

John Jensen
Clint McCuaig
Wendy Shanks

Carried: 2019-021

REAFFIRMATION OF YDC 2018 ANNUAL REPORT

A copy of the email resolution to the Yukon Development Corporation Board of Directors for the YDC 2018 Annual Report was included in the Board Members' packages for review.

Advice Package #19-056

On a motion by Doug Janzen and seconded by Kari Johnston:

BE IT RESOLVED THAT the Board of Directors reaffirmed the email resolution to approve the Yukon Development Corporation 2018 Annual Report.

Carried: 2019-022

AUDIT COMMITTEE

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on September 5, 2019.

The Audit Committee recommends the Yukon Board of Directors approve that Emily MacDonald, Corporate Secretary have a Visa issued for the amount of \$10,000.00 and her signing limit of \$5,000.00.

On a motion by Peter Kirby and seconded by Kari Johnston:

BE IT RESOLVED THAT the Board of Directors have a Visa issued for Emily MacDonald for the amount of \$10,000.00 and her signing authority for Yukon Development Corporation be in the amount of \$5,000.00.

Carried: 2019-023

YDC 2019 Q2 Non-Consolidated Financial Statements

A copy of the 2019 Q2 Non-Consolidated Financial Statements was provided for Board members' review.

Advice Package #19-057

The YDC Audit Committee hereby recommended the 2019 Q2 Non-Consolidated Financial Statements be accepted as presented. There being no changes suggested by the Board:

On a motion by Kari Johnston and seconded by Doug Janzen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the 2019 Q2 Non-Consolidated Financial Statements as presented.

CARRIED YDC: 2019-024

GOVERNANCE COMMITTEE

- The board discussed the Chair position of the Governance Committee.
- Peter Kirby and Tosh Southwick to join the Governance Committee along with Skyler Hougen, Darren Kates and Mike Pemberton.

On a motion by Peter Kirby and seconded by Doug Janzen the Board of Directors hereby remove Skyler Hougen as Chair of the Governance Committee.

Carried YDC: 2019 - 25

On a motion by Peter Kirby and seconded by Skyler Hougen the Board of Directors hereby appoints Kari Johnston as Chair of the Governance Committee.

Carried YDC: 2019 - 26

GOVERNANCE OVERVIEW

- YDC receives imperatives and enduring priorities from Yukon government.
- OICs for YDC are in relation to energy only.
- There is a mandate letter from Government to YDC.
- The 2015 – 2020 Strategic Plan is completed. This should be reviewed.
- We provide a Letter of Expectations to YEC.
- We provide a business plan to Executive Council Office for review.
- Bylaws need to be updated, they are waiting on a legal review.

PRICE WATERHOUSE COOPER UPDATE

A copy of the status of the Price Waterhouse Cooper YEC Financial Review was included in the Board Members' packages for review.

Advice Package #19-058

The Board of Directors received an update on the Price Waterhouse Cooper Financial

- Price Waterhouse Cooper is working with Yukon Energy Corporation on a financial review.
- There is working on a long-term cash flow and debt cap.
- A workshop will be put in place.
- YEC may have a financial request before year end.
- Reporting materials should be ready by December.
- The Chair and President will sit with Andrew and Ed regarding finances.
- Discussion among board members on YEC finances.

LETTER TO YEC (LOE)

A copy of the Letter to Yukon Energy Corporation's Chair was provided in the Board members' review.

Advice Package #19-059

- YDC Chair had discussions with the YEC Chair regarding remuneration and a study to be undertaken by YEC. Cabinet has instructed YDC no study is to take place.
- YEC has a board remuneration review 5 to 8 years ago.
- YEC Chair has requested a Letter of Expectations from Yukon Development Corporation.
- The board of directors discussed the strength of the letter.
- **ACTION: Lisa to amend the language in the letter as discussed.**

On a motion by Peter Kirby and seconded by Doug Janzen the Board of Directors hereby directs the Chair of the Yukon Development Corporation Board of Directors to sign and deliver the Letter of Expectations to the Chair of Yukon Energy Corporation's Board of Directors with amendments.

Carried YDC: 2019 - 27

UPDATE ON RENEWABLE YDC PROJECTS

A copy of the Board Paper on the Arctic Energy Fund Update was provided in the Board members' packages for review.

Advice Package #19-060

A copy of the Board Paper on the Innovative Renewable Energy Initiative was provided in the Board members' packages for review.

Advice Package #19-061

Michael Prochazka attended the meeting to update the Board of Directors on Renewable YDC Projects.

- Projects for IRIE are in communities.
- Michael highlighted the 2019/2020 projects.
- **ACTION:** a paper on energy technology to be made available.
- One application in process on the Arctic Energy Fund.
- Funding for the AEF increases every year for the next 10 years.

PROJECT UPDATES - YEC

A copy of the YEC New Thermal Plant Stagegate 2 Addendum dated September 5, 2019 was provided in the Board members' packages for review.

Advice Package #19-062

A copy of the YEC New Thermal Plant Stagegate 2 Project Review dated June 25, 2019 was provided in the Board members' packages for review.

Advice Package #19-063

A copy of the YEC Southern Lakes Enhanced Storage Project Q2 2019 Update was provided in the Board members' packages for review.

Advice Package #19-064

The CEO/President of Yukon Energy Corporation attended the Board meeting and provided an update on YEC projects.

Thermal:

- YEC spent six months screening different sites in Whitehorse.
- Will do incremental increases less than 5MW on the grid.
- Tying into substations.
- Growth is increasing.
- Need for a battery is still there.

SLESP:

- Going to the public on the perspective of the project.

- Going live next week.
- Engage with public: householders / social media / surveys / will speak with residents.
- Door to door is expensive, YEC decided not to do a door to door campaign.
- They will decide who gets mitigation on the lake.
- Worked with CTFN on project and will continue to work with them.
- Work with Ta'an to be undertaken.
- Work with KDFN took place.

AISHIHIK UPDATE

A copy of the YEC Aishihik Water Use Licence Renewal Q2 – 2019 Project Update was provided in the Board members' packages for review.

Advice Package #19-065

The CEO/President of Yukon Energy Corporation attended the Board meeting and provided an update on Aishihik.

THIRD ENGINE UPDATE

The CEO/President of Yukon Energy Corporation attended the Board meeting and provided an update on the Third Engine.

Minister Pillai joined the board for lunch.

ENERGY CONFERENCE:

On a motion by Skyler Hougen and seconded by Doug Janzen:

BE IT RESOLVED THAT the Board of Directors will sponsor a Business After Hours for the Energy Conference in January 2020.

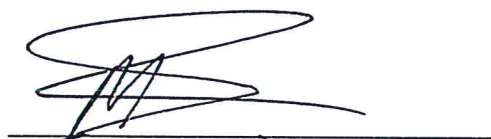
Carried: 2019 - 28

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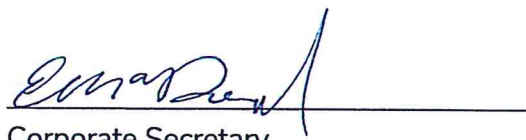
No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 2:00 PM.



Chair



Corporate Secretary

CORRESPONDENCE / INFORMATION

Copies of the following YEC Projects were included in the Committee package for review:

- | | |
|---|-------------------------------|
| • YEC June 2019 BOD Financing Approval | Advice Package #19-066 |
| • YEC 2019-17 2019 Financing | Advice Package #19-067 |
| • YEC June 2019 BOD WH2 Upgrading Stagegate Charter Final | Advice Package #19-068 |
| • YEC 2019 – 18 Whitehorse Hydro 2 Upgrading | Advice Package #19-069 |
| • YEC 2019 – 19 Mayo Hydro Storage | Advice Package #19-070 |
| • YEC June 25, 2019 Mayo Lake Enhanced Storage and Dredging Project | Advice Package #19-071 |
| • YEC 2 nd Quarter 2019 Financial | Advice Package #19-072 |
| • YEC Diesel Rental Contract Approval | Advice Package #19-073 |
| • YEC Q2 Asset Management Project Report | Advice Package #19-074 |
| • YEC Q2 Building Upgrade Report | Advice Package #19-075 |
| • YEC Other Resource Planning Projects Report | Advice Package #19-076 |
| • YEC Mayo-McQuesten Project Agreement Memo | Advice Package #19-077 |
| • YEC Q2 Capital Project Update | Advice Package #19-078 |
| • YEC Communications Infrastructure Project | Advice Package #19-079 |
| • YEC Q2 Breaker Replacement Project Report | Advice Package #19-080 |
| • YEC Q2 TLR Project Report | Advice Package #19-081 |

ACTION ITEMS:

Peter and Lise require a governance binder

Lisa to amend the language in the letter as discussed. COMPLETED

A paper on energy technology to be made available.

YUKON DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE MEETING

November 19, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 19th day of November, 2019 at 8:41am in Boardroom 2A at 303 Alexander Street.

PRESENT: Kari Johnston, Chair
Mike Pemberton
Skyler Hougen

_____ **P**

_____ Darren Kates

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Emily MacDonald, Corporate Secretary
Lisa Jarvis

REGRETS:

Peter Kirby
Tosh Southwick

FORMALITIES

Kari Johnston, occupied the Chair, and Emily MacDonald, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 8:41am.

Changes and Additions to Agenda:

There were no changes or additions to the Agenda.

On a motion by Mike Pemberton and seconded by Skyler Hougen the agenda for the Yukon Development Corporation Governance Committee meeting, November 19, 2019, was accepted as with amendments.

Dates of Next Meeting

Date of next meeting deferred. To be decided via email at a later date.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the May 18, 2017 minutes was included in the board package for review.

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YUKON DEVELOPMENT CORPORATION
 Governance Committee Meeting
 November 19, 2019
 PAGE 2 of 4

The Board reviewed the minutes of the May 18, 2017, meeting.

Advice Package #19-

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On a motion by Mike Pemberton and seconded by Skyler Hougen the minutes of the Board of Directors meeting held May 18, 2017 were verified as a true and correct.

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CARRIED YDC: 2019-

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PREVIOUS MEETING ACTION ITEMS

- No previous action items.

Review the Terms of Reference for the Governance Committee

A copy of the Terms of Reference for the Governance Committee was included in the Committee Members packages for review.

Advice Package #19-

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A copy of Duties and Responsibilities of the YDC Governance Committee was included in the Committee Members packages for review.

Advice Package #19-

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The board reviewed the Duties and Responsibilities of the YDC Governance Committee document.

- Justin spoke to the Strategic Planning/Business Plan
 - Any plan made would have to be in line with Mandate Letter and Protocol Agreement.
 - Executive Council Office has a standardized business plan for departments that focuses on delivery of mandate items.
 - Reflect YDC's values and priorities as per the government's mandate and vision.
- Change in wording to the Terms of Reference to update language relating to:
 - Strategic planning
 - To better align with Executive Council's document
- Board Evaluation:
 - Review and update existing templates for board evaluation ACTION
 - Look into electronic survey options; more automated system.
 - Put forward board assessment that identifies skills or knowledge gaps in membership
 - Best practice to include signing code of conduct annually ACTION
- Board orientation:
 - ~~Three~~ With new members joining the board. One existing board member that requires orientation.
 - Consider creating working group to work on orientation manual, work with YDC staff to update.
 - Board orientation should include information about Boards authority to give YEC directives. Look at how we educate board members on Acts, OIC's etc. Have an annual check in with board members on OICs and Acts.
- Director training and education:
 - Identify skills and gaps for board members. ACTION

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YUKON DEVELOPMENT CORPORATION
 Governance Committee Meeting
 November 19, 2019
 PAGE 3 of 4

- o identify opportunities for learning. Possibility to bring people up to give training on identified areas of improvement.
- o Put a letter forward on the needs and skills required for the board.
- YEC Direction Policies
 - o Create policy that defines terms that we use. What are the protocols for giving direction?
 - No policy around it, but there is authority to write directive letters.
 - What will trigger directives being issued?
 - Policies should be reflective of both YDC and YEC.
 - Directives act as public record of YDC's directions to YEC.
 - Review policies annually.
- Map out annual committee and board obligations to streamline process and better accomplish duties and priorities, that aligns with the reporting functions/responsibility of YEC to YDC (noting YEC reports on the calendar year and YDC is on the same fiscal period as YG. ACTION
- Use the same fiscal period as Yukon government.
- Protocol Agreement and Letter of Expectation with YDC and Yukon government is signed by March 31 annually.
- Create an annual report on governance in a table format — ACTION

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Review YDC Governance Framework

A copy of Governance Committee Notes for Framework was included in the Committee Members packages for review.

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Advice Package #19-

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A copy of the 2019-20 YG-YDC Protocol Agreement and Letter of Expectation was included in the Committee Members packages for review.

Advice Package #19-

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A copy of the YDC governance flowchart was included in the Committee Members packages for review.

Advice Package #19-

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Open Discussion on YDC Governance

A copy of "Best Practice Principles of Corporate Governance for Crown Corporations" was included in the Committee Members' packages for review.

Advice Package #19-

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A copy of the YEC Planning and Governance Committee Charter was included in the Committee Members' packages for review.

Advice Package #19-

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A copy of the Truth and Reconciliation Commission of Canada: Calls to Action was included in the Committee Members packages for review.

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Advice Package #19-

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YUKON DEVELOPMENT CORPORATION
 Governance Committee Meeting
 November 19, 2019
 PAGE 4 of 4

A copy of Minister Pillai's October 2019 mandate letter was included in the Committee Members packages for review.

Advice Package #19-

A copy of YDC's Departmental Priorities was included in the Committee members' packages for review.

Advice Package #19-

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~~The committee discussed YDC governance and priorities going forward.~~

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 9:25am.

 Chair

 Corporate Secretary

CORRESPONDENCE / INFORMATION

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ACTION ITEMS:

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**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING**

November 19, 2019

Minutes of the meeting of the Yukon Development Corporation Audit Committee held November 19, 2019 in the Boardroom of Economic Development – 303 Alexander Street.

PRESENT: Doug Janzen, Chair
Mike Pemberton

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Emily MacDonald, Corporate Secretary
Blaine Anderson, CFO

Regrets:

Lise Farynowski

FORMALITIES

Doug Janzen occupied the Chair and Emily MacDonald acted as Secretary at the meeting.

A quorum of the Audit Committee was not present at the meeting by 1:10pm. Meeting was adjourned. All resolutions were deferred until next committee meeting.

VERIFICATION OF MINUTES

A copy of the September 5, 2019 meeting minutes was included in the Committee package for review.

Advice package #19-039

PRIOR MEETING ACTION ITEMS:

No prior action items.

STANDING ITEMS:

YDC 2019 Q3 Non-Consolidated Financial Statements

A copy of the YDC 2019 Q3 Non-Consolidated Financial Statements was provided to the Committee for their review.

Advice package #19-040

YDC/YEC Loan Renewal – Long Term Debt Agreement

A copy of the YDC/YEC Long-Term Debt Agreement was provided to committee members for review.

Advice package #19-041

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 1:10pm.

Chair

Secretary

Copies of the following YEC Projects were included in the Committee package for review:

YEC 2019 Q3 Management Report

Advice package #19-042

YEC Q3 Capital Project Update

Advice package #19-043

YEC Q3 Asset Management Project Report

Advice package #19-044

YEC Q3 2019 Building Upgrade Report

Advice package #19-045

ACTION ITEMS:

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

November 20, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 20th day of November, 2019 at 9:05am in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
 Skyler Hougen
 Doug Janzen
 Kari Johnston
 Darren Kates

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
 Emily MacDonald, Corporate Secretary
 Geoff Woodhouse, YDC Senior Policy Analyst
 Krista Roske, YDC Senior Policy Analyst
 Blaine Anderson, CFO

REGRETS:

Peter Kirby
 Tosh Southwick
 Lise Farynowski

FORMALITIES

Michael Pemberton, occupied the Chair, and Emily MacDonald acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:05.

Please let the Corporate Secretary know via email if you are not going to make a meeting.

Changes and Additions to Agenda:

On a motion by Kari Johnston and seconded by Darren Kates the agenda for the Yukon Development Corporation Board of Directors meeting, November 20, 2019, was accepted without amendments.

Additions to the Agenda:

There were no additions to the agenda.

Dates of Next Meeting

Next meeting dates will be:

Audit Committee:

Governance Committee:

Board Meeting: December 12, 2019, 3:30pm

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the September 13, 2019 minutes was included in the board package for review.

Advice Package #19-082

The Board reviewed the minutes of the September 13, 2019, meeting.

On a motion by Doug Janzen and seconded by Darren Kates the minutes of the Board of Directors meeting held September 13, 2019, were verified as a true and correct.

CARRIED YDC: 2019-029

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were completed.

A paper on renewable energy projects and technology was made available to the board for review.

Advice Package-083

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- The Chair continues to have bilateral and trilateral meetings with YEC and the Minister.
- YEC's 10-year renewable plan draft available to the Minister in December. Full report available in January.
- Government of Yukon Climate Strategy plan draft is out.
- Working with Paul Kischuk for First Nations investment opportunities.
- Community consultation are completed for Southern Lakes. Final report is pending.
- YEC signed MOU with Atlin as part of their renewable plan. No financial obligation, simply an understanding that they will work together.
- Aishihik water licensing ongoing. Submitted to YESAB, and going to water board in the coming weeks.
- YEC continues to work with Price Waterhouse Cooper.
- Low water levels continue to be a concern. Will impact the cost of thermal. Diesel engines will be in place.

The President provided an update to the Board:

- Government of Yukons Clean Future Strategy has been released.
 - YDC is working with them toward their target of 93% renewable energy
- There will be a trip to Ottawa soon to talk about Government priorities, including climate change.
- Electricity Panel is here this week. Conducting consultation in communities and will create an arm's length report.
- IRIE has 13 projects ongoing.
- Arctic Energy is working with eligible communities on potential applications. Burwash Landing has a solar project.

- DSM program is ongoing. Potential that direction can be given with a letter, rather than an OIC.
- Period 7 capital variance – Price Waterhouse Cooper are close to the end of their work. Working to bring YEC's financial reporting up to the industry standard.
- Staffing changes at YDC. Reclassifying positions before putting to competition.
- YEC has begun providing weekly briefing to the Minister. Hope for improved governance and communication.
- Supplementary budget will be in the house before session is over on November 27, 2019.

AUDIT COMMITTEE

A copy of YDC Q3 2019 Non-Consolidated Financial Summary was included for Board members review.
Advice Package #19-084

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on November 19, 2019.

The Audit Committee did not have quorum at their November 19, 2019 meeting and therefore deferred passing resolution on this matter.

On a motion by Kari Johnston and seconded by Skylar Hougen:

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors hereby accepts the 2019 Q3 Non-Consolidated Financial Statements as presented.

CARRIED YDC: 2019-030

A copy of the YDC and YEC Long-Term Debt Agreement was provided for Board members review.

Advice Package #19-085

The Chair of the Audit Committee and the CFO briefed the board on the YDC and YEC Long-Term Debt Agreement.

A copy of the Loan to YEC for KDFN Investment Amount Note was provided to the Board for review.

Advice Package #19-086

The Board of Directors reviewed and discussed the recommendation that the funds received by YDC from KDFN be provided to YEC in the form of a loan.

On a motion by Mike Pemberton and seconded by Skyler Hougen:

BE IT RESOLVED that the board of directors agrees to loan Yukon Energy Corporation the sum of \$3,958,745 to be used to offset their existing capital requirements.

CARRIED YDC: 2019-031

GOVERNANCE COMMITTEE

The Chair of the Governance Committee briefed the board on the discussion of the Governance Committee Meeting held on November 19, 2019.

- Focused on housekeeping on responsibilities of Governance Committee.
- No motions or actions to bring forward at this time.

PROJECT UPDATES - YDC

A copy of the DSM update note was provided in the Board members' packages for review.

Advice Package #19-087

Geoff Woodhouse and Krista Roske, YDC Senior Policy Analysts attended the Board meeting and provided an update on YDC projects.

Geoff Woodhouse updated the board on the following:

- IRIE
 - Fund is fully subscribed for this year
 - Three main projects are:
 - Haeckel Hill Wind
 - North Forks Hydro
 - YEC Residential Demand Response (Peak Smart)
 - Queue is building for 2020-21
- YEC Financial Review
 - They are working with Finance and Price Waterhouse Cooper to develop a framework to better communicate information.
 - Model will enable YEC to better track changes to budgets, forecast and identify variances in cash flow and their sources.
 - PWC will be on-site in January or February, no date set.
 - Would like to present new model to the board.
 - Next phase of project anticipated to begin around this time
- Electricity Panel
 - Join project with YDC, EMR and YEC
 - Panel brought up to initiate discussion on how we're doing renewables in the territory.
 - Meeting with stakeholders and general public.
 - Report will be used to inform climate change strategy and 10-year renewable plan as well as provide cohesive messaging going forward.
- Chair requested update on Aishihik
 - YEC and CAFN addressing questions of benefits and an equitable approach going forward.
 - Long term outcomes unclear at this point.

Krista Roske updated the board on Demand Side Management.

- Putting together an options paper for Deputy Minister and Minister.


- Will be meeting with Justice regarding providing direction to the Utilities Board without an OIC.
- Would only address DSM going forward.

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:20pm.


Chair
Corporate Secretary

CORRESPONDENCE / INFORMATION

Copies of the following YEC Projects were included in the Committee package for review:

- | | |
|--|------------------------|
| • 1. YEC 2019 Q3 Management Report | Advice Package #19-088 |
| • 2. YEC BOD Battery Project Preliminary Project Charter Nov. 2019 | Advice Package #19-089 |
| • 3. YEC BOD 2019 Q3 Capital Project Update | Advice Package #19-090 |
| • 4. YEC Q3 Breaker Replacement Program Report | Advice Package #19-091 |
| • 5. YEC 2019 Q3 Asset Management Framework Update | Advice Package #19-092 |
| • 6. YEC 2019 Q3 Communications Infrastructure Project Update | Advice Package #19-093 |
| • 7. YEC 2019 Q3 Building Assessment Capital Works Update | Advice Package #19-094 |
| • 8. YEC 2019 Q3 WH2 Uprate Project Update | Advice Package #19-095 |
| • 9. YEC 2019 Q3 Southern Lakes Enhanced Storage Project Update | Advice Package #19-096 |
| • 10. YEC 2019 Q3 Mayo Lake Enhanced Storage Project Update | Advice Package #19-097 |
| • 11. YEC 2019 Q3 New Thermal Plant Update | Advice Package #19-098 |
| • 12. YEC 2019 Q3 Other Resource Planning Projects | Advice Package #19-099 |

ACTION ITEMS:

No new action items.

YUKON DEVELOPMENT CORPORATION

BOARD OF DIRECTOR'S MEETING

December 12, 2019

Minutes of the meeting of the Yukon Development Corporation held on the 12th day of December, 2019 at 3:38pm in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
Peter Kirby
Doug Janzen
Kari Johnston
Darren Kates

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Emily MacDonald, Corporate Secretary
Geoff Woodhouse, Senior Policy Advisor, YDC
Ed Mollard, Yukon Energy

REGRETS: Skyler Hougen
Tosh Southwick
Lise Farynowski

FORMALITIES

Michael Pemberton, occupied the Chair, and Emily MacDonald acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 3:38pm.

Please let the Corporate Secretary know via email if you are not going to make a meeting.

Land Acknowledgement

The Chair recognized that the meeting was taking place on the traditional territories of the Kwanlin Dün First Nation and the Ta'an Kwäch'än Council.

Changes and Additions to Agenda:

On a motion by Darren Kates and seconded by Doug Janzen the agenda for the Yukon Development Corporation Board of Directors meeting, December 12, 2019, was accepted with no amendments.

Additions to the Agenda:

There were no additions to the agenda.

Dates of Next Meeting

Date will be determined at a later date and the board informed via email.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the November 20, 2019 minutes was included in the board package for review.

Advice Package #19-100

The Board reviewed the minutes of the November 20, 2019, meeting.

On a motion by Doug Janzen and seconded by Kari Johnston the minutes of the Board of Directors meeting held November 20, 2019, were verified as a true and correct.

CARRIED YDC: 2019-032

PREVIOUS MEETING ACTION ITEMS

There were no previous action items.

YEC Budget

A copy of the YEC 2020 Capital Report was included for Board members review.

Advice Package #19-101

Mike gave the board some background information on the 2020 Capital Report.

- Had been up for the YEC Board at their last meeting.
- YEC Audit Committee asked for changes.
- Mike asked Ed Mollard to come and discuss with YDC Board in the meantime.

Board had a brief discussion on YDC role and their ability to reject or approve budget.

- YDC has the right to give YEC a directive to ask for changes

Ed Mollard, YEC CFO, and Geoff Woodhouse joined the meeting. Ed presented the proposed 2020 Capital Report to the Board.

- Gave overview of the 2020 Capital Report.
- Reviewed Large Capital Projects line-by-line and answered Board questions.

Board has further discussion regarding budget and YEC's capital forecasting.

YEC Consolidated Loan Renewal

A copy of the Board update on the Renewal of The Consolidated Loan to YEC was included for review.

Advice Package #19-102

A copy of the YDC and YEC Long-Term Debt Agreement was provided for Board members review.

Advice Package #19-103

Justin gave a rundown of the current options for renewing the YEC consolidated loan. The Board of Directors reviewed and discussed the presented options for the renewal of the Consolidated Loan to YEC.

The Board agreed that maintaining the status quo was the best course of action at this time. No resolution required.

GOVERNANCE COMMITTEE

Copies of the following were provided in the Board members packages for review:

- | | |
|---|-------------------------------|
| • Oath of Confidentiality | Advice Package #19-104 |
| • Conflict of Interest Form | Advice Package #19-105 |
| • Code of Conduct and Ethics Guidelines Declaration | Advice Package #19-106 |
| • Code of Conduct and Ethics Guidelines | Advice Package #19-107 |

The Chair of the Governance Committee briefed the board on updating the Board members Oaths of Confidentiality, Conflict of Interest Questionnaire and Code of Conduct Declaration.

Copies of forms were distributed for completion by board members to be returned to Corporate Secretary to file.

Board asked that in future, an opportunity for Board members to declare possible conflicts with proposed agenda items be presented at the beginning of meetings.

IN CAMERA SESSION

No In Camera session.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 5:54pm.

Chair

Corporate Secretary

ACTION ITEMS:

Opportunity for Board Members to declare potential conflicts of interest with agenda items be added to meeting agendas going forward.

Board of Directors Meeting

February 13, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 13th day of February, 2020 at 1:02pm in Boardroom 2A at 303 Alexander Street.

PRESENT: Michael Pemberton, Chair
Skyler Hougen
Doug Janzen
Kari Johnston
Lise Farynowski – Via Whereby.com
Peter Kirby
Tosh Southwick

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Emily MacDonald, Corporate Secretary
Geoff Woodhouse, YDC Senior Policy Analyst
Krista Roske, YDC Senior Policy Analyst
Blaine Anderson, CFO
Andrew Hall, CEO/President, YEC
Ed Mollard, YEC
Michael Walsh, Midgard – Via Teleconference

REGRETS:

Darren Kates

FORMALITIES

Michael Pemberton, occupied the Chair, and Emily MacDonald, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 1:02pm.

Changes and Additions to Agenda:

Additions to the Agenda:

Request that the Board discuss the upcoming PEMBINA institute conference in Whitehorse.

Board of Directors Meeting

February 13, 2020

On a motion by Tosh Southwick and seconded by Doug Jensen the agenda for the Yukon Development Corporation Board of Directors meeting, February 13, 2020, was accepted with amendments.

Declaration of Conflicts:

Peter Kirby declared a possible conflict regarding his involvement in an ongoing project with YEC he is involved with in another role.

On a motion by Tosh Southwick and seconded by Skyler Hougen the Board of Directors hereby agrees to investigate any potential or perceived conflict of interest in this matter.

CARRIED YDC: 2020-001**Dates of Next Meeting**

Next meeting dates will be:

Audit Committee: May 19, 2020 in the morning

Governance Committee: May 20, 2020 in the morning

Board Meeting: May 21, 2020 at 9:00 am

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the December 12, 2019 minutes was included in the board package for review.

Advice Package #20-001

The Board reviewed the minutes of the December 12, 2019, meeting.

On a motion by Peter Kirby and seconded by Kari Johnston the minutes of the Board of Directors meeting held December 12, 2019, were verified as a true and correct.

CARRIED YDC: 2020-002**PREVIOUS MEETING ACTION ITEMS**

- Previous meeting action items were completed.

Yukon Energy Draft 10-Year Renewable Plan

A copy of YEC's 10-Year Renewable Plan presentation was included in the Board package for review.

Advice Package #20-002

Board of Directors Meeting

February 13, 2020

A copy of YEC's Electricity for 2030: An introduction to Yukon Energys draft 10-year renewable electricity plan was included in the Board package for review.

Advice Package #20-003

A copy of YEC's 10-Year Renewable Plan news release was included in the Board package for review.

Advice Package #20-004

Andrew Hall presented the 10-Year Renewable Plan to the Board.

- 93% renewable portfolio standard
- Energy demands are increasing.
- Gap between energy demands and capacity will continue to grow.
- Seasonal storage could help with the supply/demand problem.
- Future options include:
 - Atlin Hydro project
 - Pump storage (with government funding)
 - Geothermal – further investigations needed
- Assumption is that 75% of the plan will be federally funded.
- Public engagement and feedback are the next steps.

2020 Management Board Submission

A copy of YEC's 2020 Management Board Submission background document was included in the Board package for review.

Advice Package #20-005

Ed Mollard of YEC briefed the board on the 2020 Management Board submission.

- Will true-up Capital structure
- YEC had insufficient earnings in 2019
- Looking to convert 3.9M of YDC's short-term debt to long-term debt.
- Total ask of 14.3M for the year.
- YEC will need the cash financing to build

Following the presentation the Board discussed the submission.

Project Updates

A board paper on the Arctic Energy Fund was included in the Board package for review.

Advice Package #20-006

Board of Directors Meeting

February 13, 2020

A board paper on YEC's financial reporting status was included in the Board package for review.

Advice Package #20-007

The final report on the Yukon Renewable Electricity Panel was included in the Board package for review.

Advice Package #20-008

Geoff Woodhouse provided an updated on several YDC projects.

Arctic Energy Fund:

- Currently working with the Federal Government on changes to the fund:
 - Allow First Nation Development Corporations to be eligible. This change is waiting to be passed by Federal and Territorial governments.
 - Change for on-grid communities to be eligible for funds. Currently putting together a business case. Should be another 6-weeks to develop.
- IRIE
 - Very few projects right now.
 - Middle-sized solar farms in on-grid communities only projects going forward at the moment. They are the most economically viable.
- PWC – YEC Financial Reporting
 - There is a conceptual model that reflects industry standards.
 - They are working on linking YEC systems to these models for more consistent reporting.
 - YEC's existing systems are fragmented.
 - There is a risk that YEC will not carry on with changes after PWC contract ends in March 2020.
 - Should be included in the next directive letter to YEC. Should YDC start asking for responses to their directive letters?
 - Between now and May Board meeting YDC should look into options for “more teeth” in implementing mandate letters. **ACTION**
 - YDC will have to give YEC Board direction to implement PWC plan with PWC involved in the process and provide regular updates on the process.
 - YDC and YEC Audit Committee Chairs should discuss.
 - Convene a meeting with PWC, YEC and YEC Board, Governance and Audit Chairs.
ACTION
- Electricity Panel report
 - The panel met with 94 people around the territory.
 - Not a broad public consultation.
 - Report was consistent and supportive of government's current path.

Board of Directors Meeting

February 13, 2020

CHAIR AND PRESIDENT'S REPORTS

The Chair provided an update on the following:

- The Chair used his time to have a conversation about the upcoming GRA.
 - YEC will want to go to rate in April.
 - YEC Board passed a resolution to go to rate.
 - There is a potential OIC intervention.
 - Board changes at the YUB could impact this.
 - The OIC will be looking at DSM and the water fund – will update later.

The President provided an update to the Board:

- Tahltan have reached out for an MOU. This will start communications about a possible transmission and fiber project. Just the beginning of dialogue

PEMBINA Conference

The Board discussed the upcoming PEMBINA Conference taking place in Whitehorse, April 21-24, 2020.

- There was no youth at previous energy conference. Board could think about sponsoring some youth delegates for the Youth Panel.
- Sponsorship opportunities – Tosh, Kari and Emily will put something together to present to the board. **ACTION**
- Board members should be in attendance as mentors if we are sponsoring youth to attend. Possibly Kari and Mike?

Midgard Report Update

A summary of recommendations for general rate application process review was included in the Board package for review.

Advice Package #20-009

A copy of the Midgard General Rate Application Process Review full report was included in the Board package for review.

Advice Package #20-010

Michael Walsh of Midgard briefed the Board on the GRA Process Review report via teleconference.

- Michael reviewed the summary of recommendations for the Board.
 - No large-scale changes to currently recommend.
 - Some softer process changes could benefit Yukon
 - Promote trust building and improve quality of questions between parties. Freer communication and flow of information will improve relationship and increase trust.

Board of Directors Meeting

February 13, 2020

- Krista Roske will do more work with Michael to see what this more informal process could look like and return to the Board at a later date.
- Draft a letter to thank utilities for their input and time. **ACTION**

Audit Committee

A copy of the YDC Annual Audit Plan was provided for Board members review.

Advice Package #20-011

A copy of the 2019 Q4 Non-Consolidated Financial Statements was provided for Board members' review.

Advice Package #20-012

The Chair of the Audit Committee briefed the board on the discussion of the Audit Committee Meeting held on February 13, 2020.

The Audit Committee recommends the Yukon Board of Directors approve the YDC Annual Audit Plan as presented by the Office of the Auditor General for the year ended on December 31, 2019.

On a motion by Tosh Southwick and seconded by Peter Kirby:

BE IT RESOLVED THAT the Board of Directors approves the YDC Annual Audit Plan as presented by the Office of the Auditor General for the year ended on December 31, 2019.

CARRIED YDC: 2020-003

Governance Committee

A copy of the February 2020 Board Evaluation Survey was provided for Board Members review.

Advice Package #20-013

The Chair of the Governance Committee briefed the Board on the discussion of the Governance Committee meeting held on February 13, 2020.

- Committee's first fulsome meeting with current membership.
 - Reviewed committee's duties and responsibilities.
 - Would like to create a working group looking at mandate letters.
 - Committee to review existing templates available to review Board skills and Experience Profile.
- ACTION**
- Request for Governance Committee Chair to sit in on next Board member orientation.

Board of Directors Meeting

February 13, 2020

The Governance Committee recommends that the Board form a Working Group to review annual Board Mandate Letters.

On a motion by Mike Pemberton and seconded by Doug Jensen:

BE IT RESOLVED THAT The YDC Board of Directors will create a Working Group to review annual Board Mandate Letters. This group will consist of:

- o Mike Pemberton
- o Tosh Southwick
- o Kari Johnston
- o Justin Ferbey
- o Lise Farynowski - Alternate

CARRIED YDC: 2020-004

Appointments and Signing Authorizations

Appointment of Officers:

A current list of YDC Officers, Committee Chairs and Committee members was included in the Board package for review.

On a motion by Doug Jensen and seconded by Kari Johnston:

BE IT RESOLVED THAT the Yukon Development Corporation Board appoints the following Officers of the corporation to hold office until they leave their position or the Board makes a new appointment prior to or through the annual appointment process:

Effective January 1, 2020:

President and Chief Executive Officer	Justin Ferbey
Chief Financial Officer	Blaine Anderson
Corporate Secretary	Emily MacDonald

CARRIED YDC 2020-005

Appointment of Vice-Chair and Committee Chairs for 2020/2021

The Vice-Chair and Committee Chairs are to be re-affirmed annually.

On a motion by Tosh Southwick and seconded by Kari Johnston:

Board of Directors Meeting

February 13, 2020

BE IT RESOLVED THAT The Board of Directors of Yukon Development Corporation approves:

1. The re-appointment of Skyler Hougen as Vice Chair for the Yukon Development Corporation Board of Directors for a one-year period:
 2. The re-appointment of Doug Janzen to the Audit Committee Chair for the Yukon Development Corporation Board of Directors for a one-year period; and
- The re-appointment of Kari Johnston as Chair of the Governance Committee for the Yukon Development Corporation Board of Directors for a one-year period

CARRIED YDC 2020-006

Reaffirming Committee Membership

The Board discussed the membership of the Audit Committee and Governance Committee.

On a motion by Peter Kirby and seconded by Doug Jensen:

BE IT RESOLVED THAT The Board of Directors of Yukon Development Corporation approves the following Officers be appointed to The Audit Committee:

- Doug Jansen - Chair
- Mike Pemberton
- Lise Farynowski
- Tosh Southwick – Alternate

CARRIED YDC 2020-007

On a motion by Doug Jensen and seconded by Skyler Hougen:

BE IT RESOLVED THAT The Board of Directors of Yukon Development Corporation approves the following Officers to be appointed to The Governance Committee:

- Kari Johnston – Chair
- Mike Pemberton
- Darren Kates
- Skyler Hougen
- Peter Kirby
- Tosh Southwick

CARRIED YDC 2020-008

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

Board of Directors Meeting

February 13, 2020

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 5:15 PM.

 Chair

 Corporate Secretary
Correspondence/Information

Copies of the following YEC Projects were included in the Committee package for review:

Advice Package #20-014.	YEC Dec. 2019 – Financing Transactions
Advice Package #20-015.	YEC Dec. 2019 - RAC Annual Audit Plan
Advice Package #20-016.	YEC Dec. 2019 – 2020 Budget Briefing
Advice Package #20-017.	YEC Dec. 2019 – 2020 Capital Program Overview
Advice Package #20-018.	YEC Dec. 2019 – P125 Head Gate Replacement - Project Charter
Advice Package #20-019.	YEC Dec. 2019 – Aishihik Water Use License Renewal - Stage Gate
3 Project Charter	
Advice Package #20-020.	YEC Dec. 2019 – Asset Management Framework - Project Charter
2020-2022	
Advice Package #20-021.	YEC Dec. 2019 – Enterprise Asset Management Solution - Project
Charter	
Advice Package #20-022.	YEC Feb. 2020 – Battery Energy Storage Project - Stage Gate 1
Project Charter	
Advice Package #20-023.	YEC Feb. 2020 – Financing Transactions
Advice Package #20-024.	YEC Feb. 2020 – 2020 Management Board Submission
Advice Package #20-025.	YEC Feb. 2020 – 10-Year Renewable Plan - Q4 Project Report
Advice Package #20-026.	YEC Feb. 2020 – Aishihik Water Use License Renewal – Q4 Project
Report	
Advice Package #20-027.	YEC Feb. 2020 – Other Resource Planning Projects – Q4 2019
Update	
Advice Package #20-028.	YEC Feb. 2020 – Q4 Financial Results
Advice Package #20-029.	YEC Feb. 2020 – Q4 Capital Report

Board of Directors Meeting

February 13, 2020

Advice Package #20-030. Update	YEC Feb. 2020 – Asset Management Framework – Q4 2019
Advice Package #20-031. Update	YEC Feb. 2020 – Communications Infrastructure Project – Q4 2019
Advice Package #20-032. Update	YEC Feb. 2020 – Building Assessment Capital Works – Q4 2019
Advice Package #20-033.	YEC Feb. 2020 – WH2 Uprate Project – Q4 2019 Update
Advice Package #20-034. 2019 Update	YEC Feb. 2020 – Southern Lakes Enhanced Storage Project – Q4
Advice Package #20-035. Update	YEC Feb. 2020 – Mayo Lake Enhanced Storage Project – Q4 2019
Advice Package #20-036.	YEC Feb. 2020 – New Thermal Plant – Q4 2019 Update
Advice Package #20-037.	YEC Feb. 2020 – 2019 Corporate Contributions Report

Action Items

- Between February and May Board meeting YDC should look into options for “more teeth” in implementing mandate letters. **ACTION**
- Geoff Woodhouse to convene a meeting with PWC, YEC and YEC Board, Governance and Audit Chairs. **ACTION**
- There was no youth at previous energy conference. Board could think about sponsoring some youth delegates for the Youth Panel. Look into sponsorship opportunities – Tosh, Kari and Emily will put something together to present to the board. **ACTION**
- Draft a letter to thank utilities for their input and time on the Midgard project. **ACTION**
- Governance Committee to review existing templates available to review Board skills and Experience Profile. **ACTION**

February 13, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 13th day of February, 2020 at 11:20am in Boardroom 2A at 303 Alexander Street.

Present: Kari Johnston, Chair
Mike Pemberton
Skyler Hougen
Peter Kirby
Tosh Southwick

Also present at the invitation of the Board:

Justin Ferbey, President & CEO
Emily MacDonald, Corporate Secretary

Regrets:

Darren Kates

Formalities

Kari Johnston, occupied the Chair, and Emily MacDonald, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 11:20am.

Changes and Additions to Agenda:

There were no additions to the Agenda. The Times on the Agenda are to be corrected for the record.

On a motion by Mike Pemberton and seconded by Skyler Hougen the agenda for the Yukon Development Corporation Governance Committee meeting, February 13, 2020, was accepted as with amendments.

Dates of Next Meeting

Date of next meeting to be determined at the Board meeting.

Verification of Previous Minutes

A copy of the November 19, 2019 minutes was included in the board package for review.

February 13, 2020

Advice Package #20-001

The Board reviewed the minutes of the November 19, 2019 meeting.

On a motion by Mike Pemberton and seconded by Skyler Hougen the minutes of the Board of Directors meeting held November 19, 2019 were verified as a true and correct.

CARRIED YDC: 2020-001**Previous Meeting Action Items**

- Review and Update existing templates for Board evaluation.
 - Action completed
- Have directors sign code of conduct annually.
 - Three members have yet to complete. Corporate Secretary will email them the forms to complete.
- Governance Committee to identify skills and gaps for board members.
 - This project is ongoing.
- Map out annual committee and board obligations to streamline processes.
 - Governance Committee chair has created a Duties and Responsibilities chart for the Governance Committee.

Board Evaluation Survey Results

A copy of the February 2020 Board Evaluation Survey Results was included in the Committee package for review.

Advice Package #20-002

The Committee reviewed and discussed the Board Evaluation survey results:

- There is a comment about holding meetings on evenings or weekends. The Committee discussed possibility of different times for meetings.
- The board should look at using the Yukon Government template for Strategic Planning.
- There is a need for a public facing document to demonstrate the Boards direction.
- The Board needs a clearer understanding of the Boards governance role in respect to dealings with YEC.
- Add a comment option for each question. Suggest that respondents comment on their answers, especially if they choose "disagree", "strongly disagree" or "skip".
- The Board should give more time to roundtable discussions. They can be an effective way to hear from everyone in attendance.
- From the Professional Awareness section:
 - There could be policy map or framework created. Something that is more of a visual tool.
 - The Board should receive more governance training.
- Consider reviewing the YDC staff work plan with the board.

February 13, 2020

- Suggestions next survey:
 - Repeat survey in less than a year – perhaps in 6 months?
 - Give opportunity for comment with every question.

Duties and Responsibilities Chart

A copy of the Duties and Responsibilities Chart was included in the Committee Members packages for review.

Advice Package #20-003

A copy of the YDC Departmental Priorities was included in the Committee Members packages for review.

Advice Package #20-004

The Governance Committee reviewed the Duties and Responsibilities Chart:

- A. Corporate Secretary to review the Board Manual. **ACTION**
- B. Develop an updated Strategic Plan
 1. Bring into alignment with what is actually happening at YDC
 2. Create a one or two-page document that reflects what the Board is doing.
- C. Update the language in the YDC Terms of Reference. YG moved from using “Business Plan” to “Performance Plan” and YDC should do the same. **ACTION**
- D. Protocol Agreement/Shareholder letter
 1. Look at what the process for the mandate letters is.
 2. PWC project is a large part of the mandate that needs to land – ensuring proper financial reporting on the part of YEC is crucial.
 3. Create working group to draft shareholder letter. **ACTION.**
- E. See above.
- F. Research a matrix tool to identify Board skills and experience.
 1. Yukon University created one we try and look at. Wouldn't be shared until after their May event.
 2. Search for similar nationally and internationally – Some Nordic countries have some with Sami Parliaments.
- G. See above.
- H. In process – Survey completed and in discussion.
- I. Some changes should be made to Board orientation program.
 1. On-boarding for new members should be done together.
 2. There should be reflection on presentation of materials.
 3. Greater emphasis should be made on relationship building.
 4. More visual training pieces ex: “Ten things you need to know before your first meeting”
- J. Director training and education improvement ideas:
 1. Joint governance education.
 2. Look at adding educational elements to each meeting – an hour during a meeting, rather than a whole day of education.

February 13, 2020

3. "Lunch and Learn"
4. Continuation of the FN 101 training from last summer.
 - i. "Honest Conversations" format – could be three 3-hour sessions
 1. Gives participants a space to ask questions they might not otherwise.
 - ii. Repetitive teaching – not just yearly so its more likely to sink in rather than be ignored.
5. Work with Tosh to firm up a plan.
 - i. Tosh will meet with YEC and YDC Board Chairs and Governance Chairs.

ACTION

- K. Code of Conduct/Conflict of Interest policies:
 1. Most Board members have completed the annual forms.
 2. Possible Conflict of Interest with Peter Kirby and Atlin's MOU with YEC.
 - i. May need to reach out to a third part to review situation.
 - ii. Pass motion to investigate potential or perceived Conflict of Interest.

ACTION

- L. Deferred
- M. Deferred
- N. Work on creation of an annual governance report.
- O. N/A
- P. Bylaw review is still pending.

Summary Report for Board

The committee summarized and reviewed the meetings action items as they will be reported to the Board of Directors.

Termination

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:47pm.

Chair

Corporate Secretary

February 13, 2020

Additional Information included in package

1. YDC Strategic Plan 2015-2020
2. YEC Strategic Plan 2019-2024

Advice Package #20-005***Advice Package #20-006*****Action Items:**

- Corporate Secretary to review the Board Manual. **ACTION**
- Update the language in the YDC Terms of Reference. YG moved from using "Business Plan" to "Performance Plan" and YDC should do the same. **ACTION**
- Create working group to draft shareholder letter. **ACTION.**
- Tosh will meet with YEC and YDC Board Chairs and Governance Chairs regarding ongoing FN 101 training. **ACTION**
- Pass motion to investigate potential or perceived Conflict of Interest re: Peter Kirby and Atlin MOU. **ACTION**

Audit Committee Meeting

February 13, 2020

Minutes of the meeting of the Yukon Development Corporation Audit Committee held February 13, 2020 in Boardroom 2A of Economic Development – 303 Alexander Street.

Present: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski – via webchat

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Emily MacDonald, Corporate Secretary
Blaine Anderson, CFO
Lana Dār, Auditor Generals Office
Michelle Spence, Auditor Generals Office
Bryan Tai, Auditor Generals Office

Formalities

Doug Janzen occupied the Chair and Emily MacDonald was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:45am.

On a motion by Mike Pemberton and seconded by Lise Farynowski the agenda was accepted as presented.

Verification of Minutes

The Committee reviewed the minutes of the September 5, 2019 and November 19, 2019 meetings, a copy was included in the Committee package for review.

Advice package #20-001 & #20-002

On a motion by Mike Pemberton seconded by Lise Farynowski the minutes of the Audit Committee meetings held on September 5, 2019 and November 19, 2019, were verified true and correct.

Audit Committee Meeting

February 13, 2020

Prior Meeting Action Items:

No prior action items.

Standing Items, YDC:**YDC 2019 Q4 Financial Statements**

A copy of the YDC 2019 Q4 Non-Consolidated Financial Statements was provided to the Committee for their review.

Advice package #20-003

Blaine Anderson gave a presentation on the YDC 2019 Q4 statements. The Committee reviewed and discussed the report.

YDC Audit Plan

A copy of the YDC Annual Audit Plan was provided to committee members for review.

Advice Package #20-004

The Committee teleconferenced with the Auditor General at 9:45am. The Auditor General's office reviewed the Audit Plan with the Audit Committee.

Standing Items, YEC:

A copy of YEC's Q4 Financial Results was provided to the committee members for review

Advice Package #20-005

A copy of YEC's 2020 Budget Briefing was provided to the committee members for review.

Advice Package #20-006

A copy of YEC's 2020 Capital Program Overview was provided to the committee members for review.

Advice Package #20-007

A copy of YEC's Q4 Capital Report was provided to the committee members for review.

Advice Package #20-008

Audit Committee Meeting**February 13, 2020**

A copy of YEC's 2020 Management Board Submission board paper was provided to the committee members for review.

Advice Package #20-009

The Committee reviewed and discussed the provided documents and YEC financial reporting in general.

Termination

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 10:45am.

Chair

Secretary

Correspondence

The following items were also included in the Committees package for review.

- | | |
|---|--------------------------------------|
| 1. YEC December 2019 – Annual Audit Plan | <i>Advice Package #20-010</i> |
| 2. YEC December 2019 – Financing Transactions | <i>Advice Package #20-011</i> |
| 3. YEC February 2020 – Financing Transactions | <i>Advice Package #20-012</i> |

Action Items

There were no new action items.

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
May 19, 2020**

Minutes of the meeting of the Yukon Development Corporation Audit Committee held May 19, 2020 via Zoom.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Allyn Walton, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Walton was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:08 AM.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the February 13, 2020 meeting, a copy was included in the Committee package for review.

Advice package #20-013

On a motion by Mike Pemberton seconded by Lise Farynowski the minutes of the Audit Committee meeting held on February 13, 2020, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- There were no prior action items

Advice package #20-014

TELECONFERENCE WITH THE AUDITOR GENERAL

At 10:15am, Lana Dar, Principal on the Audit, Michelle Spence, Audit Project Leader and Man Wah Tai (Bryan), Audit Project Leader, representing the Office of the Auditor General of Canada ("OAG") attended the meeting via Zoom.

Auditor General of Canada "Report to the Audit Committee Annual Audit Results"

A copy of the Auditor General Report dated May 19, 2020 for the year ended December 31, 2019

was provided for members' review.

Advice package #20-015

- The representatives of the OAG reviewed the draft copy of the Yukon Development Corporation Report to the Audit Committee, Annual Audit Results, May 19, 2020 for the year ended December 31, 2019,
- YDC Audit Committee and OAG representatives discussed the OAG report; audited consolidated financial statements, and results of the audit;
- OAG identified that there are no major issues arising from the YEC audit or the YDC Consolidated Financial Statements audit.
- OAG confirmed that YEC will receive recommendations in Management Letters

On a motion by Lise Faynowski and seconded by Mike Pemberton:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors accept the "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 19, 2020, for the year ended December 31, 2019" as presented.

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2019 Audited Consolidated Financial Statements and YDC 2020 Q1 Non-Consolidated Financial Statements were provided to the Committee for their review.

Advice package #20-016

Advice package #20-017

- The Committee reviewed and discussed the YDC 2019 Consolidated Financial Statements.

On a motion made by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2018 Audited Consolidated Financial Statements as presented.

- The CFO reviewed and discussed the YDC 2020 Q1 Financial Statements with the Audit Committee.

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors accept the YDC 2020 Q1 non-consolidated Financial Statements as presented.

YEC Financial Statements

A copy of the YEC 2019 Q4 Financial Statements and YEC 2020 Q1 Non-Consolidated Financial Statements were provided to the Committee for their review.

Advice package #20-018

Advice package #20-019

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors agree to convert \$3.989 million of YDC short-term debt to long-term debt.

On a motion by Mike Pemberton and seconded by Lise Farynowski:

BE IT RESOLVED THAT the Audit Committee recommends the Yukon Development Corporation Board of Directors agree to convert \$1,368,307 of YDC short-term debt to contributed surplus.

YDC-YEC Financial Working Group

YDC Chair discussed a newly formed financial working group. The first meeting is scheduled for May 26th. **Audit committee members are encouraged to attend this first meeting.**

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:55 AM.

Additional Information included in package

YDC 2020 Q1 Variance Forecast	Advice package #20-020
YEC GRA Memo	Advice package #20-021
YEC Q1 Building Upgrade Report	Advice package #20-022
YEC Q1 Capital Project Update	Advice package #20-023
YEC Reallocation of AWG Sponsorship	Advice package #20-024
YEC Q1 WH2 Uprate Project	Advice package #20-025
YEC Q1 AH Relicensing Project	Advice package #20-026
YEC Q1 MLESP Project Report	Advice package #20-027
YEC Q1 BESS Project Report	Advice package #20-028
YEC Q1 Other Resource Planning	Advice package #20-029

Chair

Secretary

Governance Committee Meeting

May 20, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 20th day of May, 2020 at 10:30 via Zoom.

Present: Kari Johnston, Chair
Mike Pemberton
Darren Kates
Tosh Southwick

Also present at the invitation of the Board:

Justin Ferbey, President & CEO

Allyn Walton, Corporate Secretary

Formalities

Kari Johnston, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:34am.

Changes and Additions to Agenda:

One addition to the agenda under Tab 1 “declaration of conflict of interest”.

On a motion by Mike Pemberton and seconded by Tosh Southwick the agenda for the Yukon Development Corporation Governance Committee meeting, May 20, 2020, was accepted as with amendments.

Dates of Next Meeting

Date of next meeting to be determined at the Board meeting.

Verification of Previous Minutes

A copy of the February 13, 2020 minutes was included in the board package for review.

Advice Package #20-007

The Board reviewed the minutes of the February 13, 2020 meeting.

On a motion by Mike Pemberton and seconded by Tosh Southwick the minutes of the Board of Directors meeting held February 13, 2020 were verified as a true and correct.

Governance Committee Meeting

May 20, 2020

CARRIED YDC/GC: 2020-002

New Business

- Annual Governance Report (Draft).

Advice Package #20-008

 - Discussions regarding required information to include in the report
 - Corporate Secretary to Review and Complete Document **ACTION**
- YDC Performance Plan
 - Verbal update; Performance Plan is due to ECO this quarter.
- Protocol Agreement & Letter of Expectation (YDC-YG).

Advice Package #20-009

 - A draft is currently with Minister for notes
 - Committee and board members please review and send suggestions via email **ACTION**
- Director Training and Education Plan.
 - This is an on going action item
 - Tosh may be able to bring forward a plan at the next meeting
- Shareholder Letter of Expectation (YDC-YEC)
 - Suggestion to wait on comments and signature on Protocol Letter before moving on to work on this.

Old Business

- Matrix Review Findings – **On Going**
 - Kari will send templates to Tosh
 - There are strong examples in BC and Yukon University
- Review and Status Update on Duties and Responsibilities Chart ***Advice Package #20-010***
 - A copy of the Duties and Responsibilities Chart was included in the Committee Members packages for review.
- Update on YDC Governance Related Action Items
 - Corporate Secretary to review the Board Manual. **IN PROGRESS**
 - Update the language in the YDC Terms of Reference. YG moved from using “Business Plan” to “Performance Plan” and YDC should do the same. **COMPLETE – A motion is required to adopt changes in Terms of Reference**

On a motion by Mike Pemberton and seconded by Darren Kates the changes made to the Terms of Reference have been approved.

Governance Committee Meeting

May 20, 2020

CARRIED YDC/GC: 2020-003

- Create working group to draft shareholder letter. **COMPLETE**
- Tosh will meet with YEC and YDC Board Chairs and Governance Chairs regarding ongoing FN 101 training. **On Going**
- Pass motion to investigate potential or perceived Conflict of Interest re: Peter Kirby and Atlin MOU. **COMPLETE**
- Discussion regarding the YDC Strategic Plan. The Governance committee will put forward a recommendation to the board to discuss an extension to the existing Start Plan.
 - Extend to end of 2021
 - Align with current Mandate Letter
 - Have a board session, in person if possible, for the next board meeting to discuss extending the current Plan.
- Confirmation of board members: Darren's term will be expiring and is not seeking reappointment. Skyler's term will be expiring and is not seeking reappointment. Peter Kirby, due to a conflict of interest has resigned from the YDC Board of Directors. YDC should be actively seeking more First Nations representation on the board.

Summary Report for Board

The committee summarized and reviewed the meetings action items as they will be reported to the Board of Directors.

Termination

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 11:52am.

Chair

Corporate Secretary

Governance Committee Meeting

May 20, 2020

Additional Information included in package

1. Governance Committee Terms of Reference

Advice Package #20-011

Action Items:

- Corporate Secretary to review and complete YDC Governance Annual Report
- Members to review and submit comments on Draft YG-YDC Protocol Agreement

Board of Directors Meeting

May 21, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 21st day of May, 2020 at 9:05 in Boardroom 2A at 303 Alexander Street and via ZOOM.

PRESENT: Michael Pemberton, Chair
Skyler Hougen
Doug Janzen
Kari Johnston
Lise Farynowski
Tosh Southwick
Blake Rogers
Taylor Zeeg
Astrid Grawehr
Darren Kates

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary
Geoff Woodhouse, YDC Senior Policy Analyst
Krista Roske, YDC Senior Policy Analyst
Blaine Anderson, CFO

FORMALITIES

Michael Pemberton, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:05am.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the February 13th, 2020 minutes was included in the board package for review.

Advice Package #20-038

The Board reviewed the minutes of the February 13th, 2020, meeting.

On a motion by Doug Janzen and seconded by Kari Johnston the minutes of the Board of Directors meeting held February 13, 2020 were verified as a true and correct.

CARRIED YDC: 2020-009

Board of Directors Meeting

May 21, 2020

Confirmation of Appointments and Signing Authorization

Michael Pemberton, Chair, will confirm the appointment of three (3) new to the YDC Board of Directors; Astrid Grawehr, Blake Rogers and Taylor Zeeg.

On a motion put forward by Tosh Southwick and seconded by Doug Janzen,

BE IT RESOLVED THAT:

The Board appoints the following Officer of the corporation to hold office until they leave their position or the Board makes a new appointment prior to or through the annual appointment process:

(a) effective May 21, 2020:

Corporate Secretary: Allyn Walton

CARRIED YDC: 2020-0010

On a motion put forward by Kari Johnston and seconded by Doug Janzen,

BE IT RESOLVED THAT:

The Board of Directors have a Visa issued for Allyn Walton for the amount of \$10,000.00 and her signing authority for Yukon Development Corporation be in the amount of \$ 5,000.00.

CARRIED YDC: 2020-0011

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were reviewed by the board.

Chair and President/CEO Reports

- Chair provided a brief update on YEC activities and projects
- President/CEO updated the board on YDC activities
 - Review of YEC capital structure
 - Arctic Energy Fund
 - ICIP
 - IREI
 - Staffing – there is a new position at YDC to start June 1st
 - GRA process
 - PWC Report
 - Exploring YDC mandate expansion

There was a question regarding AEF and capacity/resources for First Nations.

Board of Directors Meeting

May 21, 2020

Response: YDC is trying to find champions within the communities who will make those projects a priority. There is capacity and funding there.

Audit Committee Report

Audit Committee chair gave an overview of the committee's meeting. CFO reviewed the financial statements with the board. The board was given the following reports for review.

YDC 2019 Consolidated Financial Statements	Advice Package #20-039
YDC 2019 Audit Report	Advice Package #20-040
YDC 2019 Q4 Non-Consolidated Financial Statements	Advice Package #20-041
YDC 2020 Q1 Non-Consolidated Financial Statements	Advice Package #20-042
YEC 2019 Q4 Financial Statements	Advice Package #20-043
YEC 2020 Q1 Financial and Operating Report	Advice Package #20-044

On a motion put forward by Kari Johnston and seconded by Taylor Zeeg;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the 2019 YDC Consolidated Financial Statements as presented

CARRIED YDC: 2020-0012

On a motion put forward by Kari Johnston and seconded by Taylor Zeeg;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the "Yukon Development Corporation, Report to the Audit Committee, Annual Audit Results, May 19, 2020, for the year ended December 31, 2019" as presented.

CARRIED YDC: 2020-0013

On a motion put forward by Kari Johnston and seconded by Tosh Southwick;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to approve the Yukon Development Corporation 2019 Audited Consolidated Financial Statements as presented.

CARRIED YDC: 2020-0014

In a motion put forward by Kari Johnston and seconded by Taylor Zeeg;

Board of Directors Meeting

May 21, 2020

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the YDC 2020 Q1 Non-Consolidated Financial Statement update as presented

CARRIED YDC: 2020-0015

On a motion put forward by Kari Johnston and seconded by Taylor Zeeg;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to convert \$3.989 million of YDC short-term debt to long-term debt.

CARRIED YDC: 2020-0016

On a motion put forward by Kari Johnston and seconded by Taylor Zeeg;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to convert \$1,368,307 of YDC short-term debt to contributed surplus.

CARRIED YDC: 2020-0017

Governance Committee Report

Governance Committee Chair gave an overview of the committee meeting.

- Board reviewed the DRAFT Annual Governance report. The board would like to move forward with a high level report, using this template. Corporate Secretary to continue work on completing the report. – **ACTION**
- Board discussed the YDC Strategic Plan. Current Plan 2015-2020, the Governance committee recommends extending the existing Strategic Plan to the end of 2021.
- YDC staff to bring forward Strategic Plan options to the board at next meeting - **ACTION**

On a motion by Mike Pemberton, seconded by Doug Janzen,

BE IT RESOLVED THAT the YDC Board of Directors will hold an in person meeting to review options for extending the existing YDC Strategic Plan.

CARRIED YDC: 2020-0018

- Confirmation of board members: Darren's term will be expiring and is not seeking reappointment. Skyler's term will be expiring and is not seeking reappointment. Peter Kirby, due to a conflict of interest has resigned from the YDC Board of Directors. YDC should be actively seeking more First Nations representation on the board.

Board of Directors Meeting

May 21, 2020

Project Updates

YDC Staff Geoff Woodhouse and Krista Roske provided project updates

- | | |
|--|-------------------------------|
| • Federal Initiative for Restarting Renewable Energy | Advice Package #20-045 |
| • Solvest | Advice Package #20-046 |
| • PwC | Advice Package #20-047 |
| • Renewable Energy Initiatives (verbal update) | |
| • 2020 Capital | Advice Package #20-048 |
| • MOU with Tahltan Nation Development Corporation | Advice Package #20-049 |

Annual Report

A Draft Annual Report was presented to the Board for review. Due to time limitations, the board was not ready to accept the draft report as was presented.

The board would like one (1) week to review and comment on the presented Annual Report. The board will provide comments by May 27th. Changes will be integrated and an email resolution will be circulated by the Chair to the board - **ACTION**

Email resolution:

"Fellow Board Members

Attached is the 2019 Annual Report for the Yukon Development Corporation. At the last Board meeting, I indicated that I would be sending the Annual Report to the Board members seeking a resolution for adoption after members had had time to review the content. This will permit us to share the report with the Minister and the Auditor General.

Resolution: The Yukon Development Corporation Board of Directors accept the 2019 Annual Report as presented.

Please rely all. The first responder will be the mover of the resolution; the second responder will be the seconder of the resolution. All others should indicate agreed. "

First: Doug Janzen

Second: Taylor Zeeg

CARRIED YDC: 2020-0019

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

Board of Directors Meeting

May 21, 2020

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:15 PM.

Chair

Corporate Secretary**Correspondence/Information**

Copies of the following supporting documents were included in the Board package for review:

YEC Nomination	<i>Advice Package #20-050</i>
YDC 2020 Q1 Variance Forecast	<i>Advice Package #20-051</i>
YEC GRA Memo	<i>Advice Package #20-052</i>
YEC Q1 Building Upgrade Report	<i>Advice Package #20-053</i>
YEC Q1 Capital Project Update	<i>Advice Package #20-054</i>
YEC Reallocation of AWG Sponsorship	<i>Advice Package #20-055</i>
YEC Q1 WH2 Uprate Project	<i>Advice Package #20-056</i>
YEC Q1 AH Relicensing Project	<i>Advice Package #20-057</i>
YEC Q1 MLESP Project Report	<i>Advice Package #20-058</i>
YEC Q1 BESS Project Report	<i>Advice Package #20-059</i>
YEC Q1 Other Resource Planning	<i>Advice Package #20-060</i>

Action Items

- Board reviewed the DRAFT Annual Governance report. The board would like to move forward with a high level report, using this template. Corporate Secretary to continue work on completing the report
- YDC staff to bring forward Strategic Plan options to the board at next meeting
- The board would like one (1) week to review and comment on the presented Annual Report. The board will provide comments by May 27th. Changes will be integrated and an email resolution will be circulated by the Chair to the board

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
September 10, 2020**

Minutes of the meeting of the Yukon Development Corporation Audit Committee held September 10, 2020 via Zoom.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski
Taylor Zeeg

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Allyn Walton, Corporate Secretary

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Walton was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:04 AM.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the May 19 2020 meeting, a copy was included in the Committee package for review.

Advice package #20-030

On a motion by Mike Pemberton seconded by Lise Farynowski the minutes of the Audit Committee meeting held on <ay 19, 2020, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- There were no prior action items

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2020 Q2 Non-Consolidated Financial Statements were provided to the Committee for their review. A copy of the YEC Q2 financial report was provided for review and discussion

Advice package #20-031

Advice package #20-032

September 10, 2020

Page 2 of 2

-
- The Committee reviewed and discussed the YDC 2020 Q2 Non-Consolidated Financial Statements as well as YEC financial report.
 - There was a question regarding the nature of KDFN loan. An overview of the KDFN loan was provided.
 - There was discussion regarding formatting of received YEC reports.

On a motion made by Lise Farynowski and seconded by Mike Pemberton:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2020 Q2 Non-Consolidated Financial Statements.

YDC-YEC Financial Working Group

YDC Chair provided an update on the YEC financial working group.

- Since being created in May, there have been two meetings
- Reporting is getting better but has not yet past the finish line of what is required as "industry standard"
- "Industry Standard" needs to be in place before YEC can return to Management Board.
- The working group can be successful, there may be issues with individual agendas
- There may be a disconnect with YEC board and the actual/current financial situation.
- Working group will request accurate forecasting
- Working Group is looking for a five year detailed capital plan.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:08 AM.

Additional Information included in package

YEC Internal KPIs FINAL
YEC Planning KPIs FINAL
Capital Project Update FINAL

Advice package #20-033

Advice package #20-034

Advice package #20-035

Chair

Secretary

Board of Directors Meeting

September 11, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 11th day of May, 2020 at 10:00am. Meeting was held at the Best Western Gold Rush Inn.

PRESENT: Michael Pemberton, Chair
Doug Janzen
Kari Johnston
Lise Farynowski
Blake Rogers
Taylor Zeeg
Astrid Grawehr

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary
Geoff Woodhouse, YDC Senior Policy Analyst
Krista Roske, YDC Senior Policy Analyst
Victoria Zeppa, YDC Senior Policy Analyst

FORMALITIES

Michael Pemberton, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:21am.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the May 21, 2020 minutes was included in the board package for review.

Advice Package #20-061

The Board reviewed the minutes of the May 21, 2020, meeting.

- Please correct spelling of Directors name: Taylor Zeeg
- Please note that the Governance committee meeting had been cancelled

On a motion by Doug Janzen and seconded by Kari Johnston the minutes of the Board of Directors meeting held May 21, 2020 were verified as a true and correct.

CARRIED YDC: 2020-020

Board of Directors Meeting

September 11, 2020

Confirmation of Appointments**Appointment to YEC Board**

The YDC has received a nomination from CYFN for Blair Hougen to be appointed to the Yukon Energy Corporation's Board of Directors.

On a motion put forward by Taylor Zeeg and seconded by Lise Farynowski,

BE IT RESOLVED THAT the following new appointment be made to the Yukon Energy Corporation Board of Directors:

Blair Hougen

CARRIED YDC: 2020-021

Appointment to Committees

The following new board members have expressed interest in participating in either the YDC Governance Committee or the YDC Audit Committee.

Blake Rogers – Governance Committee

Taylor Zeeg – Audit Committee

Astrid Grawehr – Governance Committee

On a motion put forward by Kari Johnston and seconded by Doug Janzen,

BE IT RESOLVED THAT:

The Board hereby appoints Blake Rogers and Astrid Grawehr as a member of the YDC Governance Committee, Taylor Zeeg as a member of the YDC Audit Committee.

CARRIED YDC: 2020-0022

Appointment of Vice Chair

On a motion put forward by Doug Janzen and seconded by Astrid Grawehr,

BE IT RESOLVED THAT:

The Board hereby appoints Kari Johnston as Vice Chair of the Yukon Development Corporation Board of Directors.

CARRIED YDC: 2020-0022

Board of Directors Meeting

September 11, 2020

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were reviewed by the board.

Chair and President/CEO Reports

- Chair provided a brief update on YEC activities and projects
 - Financial Reporting is a priority
 - 10-year renewable plan
 - Details on battery
 - Discussion on diesel rentals
- President/CEO updated the board on YDC activities
 - YDC Staff will provide further details in “Project Updates”
 - Arctic Energy Fund has received an update in policy
 - There will be announcements this coming week on Green energy and new policies.

Audit Committee Report

Audit Committee chair gave an overview of the committee’s meeting.

- Financial reporting YEC is providing is not quite sufficient
- Work with PwC to ensure the YEC financial reporting is industry standard. There will be a call set up to receive an update from PWC – **ACTION**

The board was given the following reports for review.

YDC 2020 Q2 Non- Consolidated Financial Statements

Advice Package #20-039

YEC 2020 Q2 Financial Report

Advice Package #20-043

On a motion put forward by Kari Johnston and seconded by Blake Rogers;

BE IT RESOLVED THAT the Board of Directors hereby approves the Yukon Development Corporation 2020 Q2 Non-Consolidated financial report

CARRIED YDC: 2020-0023

On a motion put forward by Doug Janzen and seconded by Kari Johnston;

Board of Directors Meeting

September 11, 2020

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors Herby authorizes Yukon Energy Corporation access to YDC banks accounts to make payroll and expense payments on YDC's behalf.

CARRIED YDC: 2020-0013

Governance Committee Report

Governance Committee Chair gave an overview of documents for review and approval by board of directors.

YDC Bylaws

Advice Package #20-039

Protocol Agreement YDC-YEC

Advice Package #20-043

Annual Governance Report

Advice Package #20-039

The board discussed tabling the Bylaw review until next meeting. There are many changes to be reviewed and the board would like more time. - **ACTION**

On a motion by Kari Johnston, seconded by Doug Janzen;

BE IT RESOLVED THAT the YDC Board of Directors accept the YDC-YEC Protocol Agreement as presented.

CARRIED YDC: 2020-0018

On a motion by Doug Janzen, seconded by Blake Rogers;

BE IT RESOLVED THAT the YDC Board of Directors accept the Annual Governance Report as presented.

Project Updates

YDC Staff Geoff Woodhouse, Krista Roske and Victoria Zeppa provided project updates

- Arctic Energy Fund
- IREI
- Southern Lakes Enhancement
- Water License Aishihik
- OIC – YUB Update

Advice Package #20-045

Advice Package #20-046

Advice Package #20-047

Advice Package #20-047

Advice Package #20-048

YDC Strategic Plan

Krista Roske lead the Board through a review a provided Addendum to the existing 2015-2020 YDC Strategic Plan.

Board of Directors Meeting

September 11, 2020

BACKGROUND:

- A review of the 2015-2020 Strategic Plan shows that there are only three action items (objectives) that are no longer current.
- Given the short timeframe between now and the next scheduled Territorial election and the uncertainties surrounding COVID-19, the Board Chair and Governance Chair have agreed that an addendum to the current plan makes more sense than rewriting a full strategic plan at this time.
- The addendum is broken out into three key sections:
 - Amendments to the existing plan
 - Incorporation of the Mandate letter
 - Supporting Government policy
- The intention is to have all board members familiarize themselves with the proposed approach and addendum language prior to the board meeting. A discussion regarding the proposed addendum will be held on September 11.

On a motion by Kari Johnston, seconded by Doug Janzen;

BE IT RESOLVED THAT the YDC Board of Directors accept the Addendum to the existing 201-2020 YDC Strategic Plan as presented.

CARRIED YDC: 2020-0018

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at

Chair

Corporate Secretary

Board of Directors Meeting

September 11, 2020

Correspondence/Information

Copies of the following supporting documents were included in the Board package for review:

YEC Q3 Internal KPIs FINAL	Advice Package #20-050
YEC Q3 Planning KPIs FINAL	Advice Package #20-051
YEC Q3 Operations Report FINAL	Advice Package #20-052
YEC Q3 Environmental Report FINAL	Advice Package #20-053
YEC Q3 H&S Report FINAL	Advice Package #20-054
YEC Q3 BD Report FINAL	Advice Package #20-055
YEC Q3 Legislative and Regulatory Report FINAL	Advice Package #20-056
YEC AH Relicensing Stagegate Charter FINAL	Advice Package #20-057
YEC BESS Stagegate 3 Charter & Appendices FINAL	Advice Package #20-058
YEC 10 Year Renewable Electricity Plan	Advice Package #20-059
YEC 2020 Q3 Management Report FINAL	Advice Package #20-059
YEC Q3 Cyber-Security Report FINAL	Advice Package #20-059
YEC Q3 Dam Safety Report FINAL	Advice Package #20-059
YEC Q3 Capital Project Update FINAL	Advice Package #20-059
YEC Q3 Asset Management (PAMMS) Project Update	Advice Package #20-059
YEC Q3 EAM Project Update FINAL	Advice Package #20-059
YEC Q3 Mayo-McQuesten Transmission Project Update	Advice Package #20-059
YEC Q3 Building Upgrade Report FINAL	Advice Package #20-059
YEC Q3 WH2 Uprate Project Update FINAL	Advice Package #20-059
YEC Q3 WH4 Uprating Project Update FINAL	Advice Package #20-059
YEC Q3 P125 Headgate Replacement Update FINAL	Advice Package #20-059
YEC Q3 Thermal Rental Site Electrical Infrastructure Project	Advice Package #20-059
YEC Q3 MLESP Project Report FINAL	Advice Package #20-059
YEC Q3 SLESP Project Report FINAL	Advice Package #20-059

Action Items

- Set up a call with PWC and receive an update.
- YDC board to review the proposed new bylaws in order to accept and adopt at next meeting

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
December 8th, 2020**

Minutes of the meeting of the Yukon Development Corporation Audit Committee held December 8, 2020 via Zoom.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski
Taylor Zeeg

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Allyn Walton, Corporate Secretary

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Walton was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:36 AM.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the September 10 2020 meeting, a copy was included in the Committee package for review.

Advice package #20-090

On a motion by Taylor Zeeg seconded by Mike Pemberton the minutes of the Audit Committee meeting held on September 10, 2020, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- There were no prior action items

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2020 Q3 Non-Consolidated Financial Statements were provided to the Committee for their review and approval. A copy of the YEC Q3 financial report was provided for review and discussion

Advice package #20-091

Advice package #20-092

December 8, 2020

Page 2 of 2

-
- The Committee reviewed and discussed the YDC 2020 Q3 Non-Consolidated Financial Statements as well as YEC financial report.
 - YEC shows a large negative variance, there is also a large unrealized variance – these will all net to zero and are not part of the ROE.
 - There was discussion regarding formatting of received YEC reports, YDC would like better insight into the capital asks.
 - Variance reporting is changing for the better, not only in annual forecast but for the lifetime of a project as well.
 - YEC will be looking to implement new software – Power VI.

On a motion made by Lise Farynowski and seconded by Mike Pemberton:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2020 Q3 Non-Consolidated Financial Statements.

Audit Plan

OAG joined via Zoom

Lana Dar, Michelle Spence and Bryan Tai presented the Audit Plan

Advice package #20-093

- YEC did not have a clear reconciliation process. Current manual process and this signaled a control deficiency. There has been continued improvement and a new system needs to be implemented.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:25 AM.

Additional Information included in package

YEC Internal KPIs FINAL

YEC Planning KPIs FINAL

Capital Project Update FINAL

Advice package #20-094

Advice package #20-095

Advice package #20-096

Chair

Secretary

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
December 8th, 2020**

Minutes of the meeting of the Yukon Development Corporation Audit Committee held December 8, 2020 via Zoom.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Lise Farynowski
Taylor Zeeg

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Allyn Walton, Corporate Secretary

FORMALITIES:

Mr. Janzen occupied the Chair and Ms. Walton was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:36 AM.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the September 10 2020 meeting, a copy was included in the Committee package for review.

Advice package #20-030

On a motion by Taylor Zeeg seconded by Mike Pemberton the minutes of the Audit Committee meeting held on September 10, 2020, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- There were no prior action items

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2020 Q2 Non-Consolidated Financial Statements were provided to the Committee for their review. A copy of the YEC Q2 financial report was provided for review and discussion

Advice package #20-031

Advice package #20-032

-
- Government enterprise risk classification: important to note the classification of the organization in accounting terms. **GBE classification for both YEC and YDC.**
 - Risk identified with YEC(p.12):
 - Rate regulation (DSM costs)
 - Capital projects list p.15-16. Penstock damage – the costs are in repair and maintenance, filled insurance claim, YEC can recognize these receivables.
 - Cost incurred for AMF (p.16) – YEC capitalized AMF costs under projects, in 2018 and 2019
 - There have been improvements in YEC PPE reporting. YEC management has been asked to explore the causes of existing issues. IT is difficult to track the PPE every year due to their outdated systems.
 - Measurement and certainty risk: Asset retirement obligation. The timing of the retirement of assets cannot be reasonably estimated, with the exemption of the wind turbine.
 - Minto Mine is expected to be running to 2023, due to this expended timeline, we think YEC should spread the balance and assets over the extended three-year term. (corrected on p.34-35)
 - Audit findings: adjustments on p.21 of report. Consider adjusting statements? Audit committee would like to confirm the statements as presented, no adjustments.
 - Review confirmations on p.23
 - Will not be issuing a management letter as we did not see a need.

Question: Is it possible to be more specific in the findings in regards to the AMF and PPE in the management letter? We are wondering if this is something we will be experiencing next year or is it something we can address directly in the audit.

Answer: The AMF in the letter is identifying an issue. There is also a letter going to YEC management that will outline this issue. There will be more details on the shortcomings of their current systems.

Follow-up: I could see the value in having in the letter as a "for the record".

Consolidated statements:

- Limit on credit line? Bank line of credit was temporarily increased to \$50 million (including YDC consolidated). At year end they were close.
- Has YDC seen the management letter from YEC? YEC may not want to share it, but it would be nice to see.

ACTION: Request Auditors report Management letter from YEC. Reasonable rational to see the letter, given the auditor has made YDC aware of the deficiencies in reporting.

- Are we the only utility that operates like this?
 - There is an International Financial Reporting System however YEC is reporting according to their mandate, IFRS seems pointless.

On a motion made by Taylor and seconded by Mike:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2020 Consolidated Financial Statements.

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2020 Q4 Non-Consolidated Financial Statements were provided to the Committee for their review and approval.

- Revenues from Government of Yukon were down a little. These have to do with program subscription.
- Due to Covid you can see some expenses are down.
- Long-term dept: do we base this in YEC regulated ROE? YDC bases this on YEC's forecast. With actual results we adjust the actuals.
- Q1 with YEC, ROE was at 9points. From there they will extrapolate for the remainder of the year.
- AR = \$16 million and AP=\$12million. This ties into the ICIP programs and how it flows through YDC. (Stewart Keno Line, The battery, and the Kwanlin Dun wind project)
-

On a motion made by Mike and seconded by Taylor:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2020 Q4 Non-Consolidated Financial Statements.

Advice package #20-091

Advice package #20-092

YEC statement of earnings – they are under budget for operations and maintenance. Are they simply differing that maintenance?

Would like to discuss the 10-year plan with the Board on Friday.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:28 AM.

Additional Information included in package

YEC Internal KPIs FINAL
YEC Planning KPIs FINAL
Capital Project Update FINAL

Advice package #20-094
Advice package #20-095
Advice package #20-096

Chair

Secretary

Governance Committee Meeting

December 9th, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 9th day of December, 2020 at 9:30am via Zoom.

Present: Kari Johnston, Chair
Mike Pemberton
Tosh Southwick
Astrid Grawehr
Blake Rogers

Also present at the invitation of the Board:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary

Formalities

Kari Johnston, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:32am.

Verification of Previous Minutes

A copy of the May 19, 2020 minutes was included in the board package for review.

Advice Package #20-097

The Board reviewed the minutes of the May 19, 2020 meeting.

On a motion by Tosh Southwick and seconded by Astrid Grawehr the minutes of the Governance Committee meeting held May 19, 2020 were verified as a true and correct.

CARRIED YDC/GC: 2020-005

YDC Bylaws

The Governance Committee reviewed the updated and legally reviewed YDC Bylaws.

- Update page numbers
- Number of days notice for meetings to be updated to "2"

On a motion by Astrid Grawehr and seconded by Blake Rogers the Governance Committee recommends the YDC board accept the updated bylaws with the above listed amendments.

Governance Committee Meeting

December 9th, 2020

Advice Package #20-098**Update: Protocol Agreement & Letter of Expectation (YDC-YEC)**

Governance Committee was presented the updated YDC –YEC Protocol Agreement

Advice Package #20-099

- If the opportunity presents itself, recommended changes to letter: Separate bullet that asks YEC to develop a reconciliation plan and to advance their status with Canadian Council for Indigenous Business
- Present draft document and proposed changes to board at board meeting for approval

Discussion: Board training – confidentiality, conflict of interest.

- Conflict of Interest forms to board for signing – **ACTION**
- Joint meetings with YEC? There is value in joint meetings, certain documents won't need to be shared between shareholder and company.
- Every 2 years, come together with both complete teams
- Develop and build towards stronger relationships with Audit chairs – this relationship is progressing well
- On boarding new board members:
 - Buddy system
 - Social meetings when it's safe to do so, this provides opportunity for informal discussion
 - Quarterly check-ins (what did you learn, what more do you need to learn, what is missing for you)
- Training Policy committee?
- Explore the appendo platform for board training
- Annual board survey to include recommendations for training

Termination

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 10:28.

Chair

Corporate Secretary

Board of Directors Meeting

December 10th, 2020

Minutes of the meeting of the Yukon Development Corporation held on the 10th day of December, 2020 at 10:30am. Meeting was held virtually via Zoom.

PRESENT: Michael Pemberton, Chair
Doug Janzen
Kari Johnston
Lise Farynowski
Blake Rogers
Astrid Grawehr
Taylor Zeeg (joined 9:55am)

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary

FORMALITIES

Michael Pemberton, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 9:42am.

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the September 11, 2020 minutes was included in the board package for review.

Advice Package #20-061

The Board reviewed the minutes of the September 11, 2020, meeting.

On a motion by Astrid Grawehr and seconded by Doug Janzen the minutes of the Board of Directors meeting held September 11, 2020 were verified as a true and correct.

CARRIED YDC: 2020-020

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were reviewed by the board.

Board of Directors Meeting

December 10th, 2020

Audit Committee Report

Audit Committee chair gave an overview of the committee's meeting. Doug Janzen and Taylor Zeeg attended YEC Audit committee meeting.

- Concerns with the effectiveness of the Financial working group
- PwC recommends Power VI. This appears to be a good tool for YEC, and gives the ability to address concerns raised by YDC and Management Board.
- Power VI will need a module on forecasting, there is a concerns with YEC that Power VI will not address their risk.
- YEC is still working to improve financial reporting
- Is it within YDC policy that YDC can access YEC financials? Dept., equity, line of credit at end of year needs to be clear.

Kari to look into these information sharing opportunities - **ACTION**

The board was given the following reports for review.

YDC 2020 Q3 Non- Consolidated Financial Statements

Advice Package #20-062

On a motion put forward by Mike Pemberton and seconded by Astrid Grawehr;

BE IT RESOLVED THAT the Board of Directors hereby approves the Yukon Development Corporation 2020 Q3 Non-Consolidated financial report

CARRIED YDC: 2020-0023

YEC Update

Andrew Halle, Lesley Cabott and Ed Mollard presented on YEC's Business Plan, Big Projects, Renewable Plan

Draft First Nation Investment Policy

Keven Hannam presented a draft policy document to board.

Advice Package #20-063

- Intent of policy is to compel early conversation with YEC, YDC and Aboriginal Relations

Board Feedback:

- Affected First Nation change to "Partnered First Nations"
- Asserted Traditional Territory

Board of Directors Meeting

December 10th, 2020

- Distinction between engagement and consultation
- Chief and Council change to First Nation Leadership
- P.7 Management Board approvals may not be realistic, not all projects will require cabinet approval
- P.5 item 5, second sentence seems to give everyone an “out”. This sentence could be removed.

On a motion by Doug Janzen, seconded by Kari Johnston:

BE IT RESOLVED that Yukon Development Corporation adopt the presented First Nation Investment Agreement Framework and provide a directive to Yukon Energy Corporation to do the same. *(via email)*

Governance Committee Report

Governance Committee Chair gave an overview of documents for review and approval by board of directors.

YDC Bylaws

Advice Package #20-064

Protocol Agreement YDC-YEC

Advice Package #20-065

- Conflict of interest forms to be distributed. –**ACTION**
- Add “call for conflict” on each agenda at the beginning of YDC meetings

On a motion by Doug Janzen, seconded by Taylor Zeeg:

BE IT RESOLVED THAT the Board of Directors hereby approves the adoption of the Yukon Development Corporation bylaws, dated August 2020 as amended.

On a motion by Kari Johnston, seconded by Doug Janzen:

BE IT RESOLVED THAT the YDC Board of Directors accept the YDC-YEC Protocol Agreement as presented.

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:28

Board of Directors Meeting

December 10th, 2020

Correspondence/Information

Copies of the following supporting documents were included in the Board package for review:

YEC Q3 Internal KPIs FINAL	Advice Package #20-066
YEC Q3 Planning KPIs FINAL	Advice Package #20-067
YEC Q3 Operations Report FINAL	Advice Package #20-068
YEC Q3 Environmental Report FINAL	Advice Package #20-069
YEC Q3 H&S Report FINAL	Advice Package #20-070
YEC Q3 BD Report FINAL	Advice Package #20-071
YEC Q3 Legislative and Regulatory Report FINAL	Advice Package #20-072
YEC AH Relicensing Stagegate Charter FINAL	Advice Package #20-073
YEC BESS Stagegate 3 Charter & Appendices FINAL	Advice Package #20-074
YEC 10 Year Renewable Electricity Plan	Advice Package #20-075
YEC 2020 Q3 Management Report FINAL	Advice Package #20-076
YEC Q3 Cyber-Security Report FINAL	Advice Package #20-077
YEC Q3 Dam Safety Report FINAL	Advice Package #20-078
YEC Q3 Capital Project Update FINAL	Advice Package #20-079
YEC Q3 Asset Management (PAMMS) Project Update	Advice Package #20-080
YEC Q3 EAM Project Update FINAL	Advice Package #20-081
YEC Q3 Mayo-McQuesten Transmission Project Update	Advice Package #20-082
YEC Q3 Building Upgrade Report FINAL	Advice Package #20-083
YEC Q3 WH2 Uprate Project Update FINAL	Advice Package #20-084
YEC Q3 WH4 Uprating Project Update FINAL	Advice Package #20-085
YEC Q3 P125 Headgate Replacement Update FINAL	Advice Package #20-086
YEC Q3 Thermal Rental Site Electrical Infrastructure Project	Advice Package #20-087
YEC Q3 MLESP Project Report FINAL	Advice Package #20-088
YEC Q3 SLESP Project Report FINAL	Advice Package #20-089

Governance Committee Meeting

June 24 2021

Minutes of the meeting of the Yukon Development Corporation held on June 24, 2021
at 10:100 via Zoom.

Present: Kari Johnston, Chair
Mike Pemberton
Astrid Grawehr
Blake Rogers

Also present at the invitation of the Board:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary

Formalities

Kari Johnston, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:12am.

Ahenda approved: Astrid and Blake

Verification of Previous Minutes

A copy of the December 9, 2020 minutes was included in the board package for review.

Advice Package #20-097

The Board reviewed the minutes of the December 9th, 2020 meeting.

On a motion by Mike and seconded by Blake the minutes of the Governance Committee meeting held December 9th, 2020 were verified as a true and correct.

CARRIED YDC/GC: 2020-005

New Business

YDC Annual Report

On a motion by Astrid and seconded by Blake Rogers the Governance Committee recommends the YDC board accept the 2020 YDC Annual Report as presented.

Governance Committee Meeting

June 24 2021

Annual Governance Report

Question: Have the results of the elections changed anything for the YDC board. Will the governance model change?

Answer: So far, there has been no movement on any big changes for YDC. There will be discussions around mandate once we do receive the mandate letters, this could affect the strategic plan as well.

Question: What would an expanded mandate look like for YDC?

Answer: In the past YDC was more active in loaning and investments. Perhaps looking at active investments and act as the investment arm of Government.

- If YDC has its mandate expanded, the role of governance would play a larger role. How the board provides governance structure to a larger organization. There would be a larger conversation.
- If the mandate is expanded or if it is something to explore, **YDC could share the history of the YDC in its various mandates.**

ACTION – circulate potential restructuring options and history documents. Power Point somewhere

- There is an innovation commission, they will also have recommendations released. Will need to see what comes of that. Could YDC play a greater role in the innovation space.
- Important not to lose sight of what is being done by the YDC team.
- An expanded mandate would also lead to expanded staff and board, depending on how active the organization would be in these roles.
- There is opportunity to look at how YDC can hold a larger role.

On a motion by Blake and seconded by Astrid the Governance Committee recommends the YDC board accept the 2020 YDC Annual Governance Report as presented.

Board of Directors Survey Review

- Mike can clarify the board remuneration process.
- If mandate increases, there isn't a lot of compensation for additional work that happens outside of meetings. Either capacity in house or committee chairs have a lot of extra work to do.
- YDC falls under boards and committees policy of Government. YEC does not, they are able to set their own remuneration amount.
- We send a letter to Minister Streicker outlining the concerns regarding remuneration.
- We need to attract the talent that the organization needs to have around the board. The current model may detract from this.

ACTION: Review compensation policy for "prep time"

- The governance piece seems to be something that came up often in the survey, and the education and training piece.
- Looks like this group believes in the work that we do and believes in the potential of this work. What we struggle with is that myopic views, our context and what our current roles actually are and where we are going to go with these roles.
- How much of these answers are affected by the fact that we were in a pandemic for a year?

Governance Committee Meeting

June 24 2021

- Still need to work on on-boarding new members. However this does come down to not meeting in person.

ACTION: send previous board survey sent to Governance committee as a point of reference.

- Comment on a minimum of six board meetings annually. And attempt to set the calendar in advance.
- The danger of more frequent board meetings have been taking deeper dives into YEC business.
- 4 actual board meetings and 2 information session. This would create more opportunity of dialogue and exchange. Getting back to in person meetings is important.
- Align YDC board meetings with YEC meeting dates.

ACTION: Develop Calendar for 4 board meetings plus information sessions

- Site visits would be beneficial as well.

ACTION: Share the YDC reoccurring deadline calendar with board.

Recommend the results of the board of directors survey be shared with the YDC Board of Directors for approval.

1st: Astrid 2nd : Mike

Update on Strategic Planning

- This is a question to the board re: how would the board like to move forward with a strategic plan
- We are still waiting on the Mandate letter from the Minister, this will influence the next steps.
- Having a strategic plan does fall under our Terms of Reference. Reviewing the ToR may benefit the organization and be sure we are aligned with Mandate letters and direction Yukon Government governs the corporation.
- There is no legal requirement for a strategic plan, but there is a governance requirement.
- Go forward with the recommendation laid out in the note provided by YDC staff. Meet with YDC staff and move forward from that with recommendations to the board. (set aside half day with staff at next board session)

Recommendation: The chair and governance committees work with YDC staff between now and Fall board meeting to advance the strategic plan.

1st: Astrid 2nd: Mike.

Advice Package #20-098

Old Business

Director Training and Education Plan

- There have been recommendations through the board survey and the strategic plan process.
- ACTION Board (Mike) Send a note to the whole board re: facility tour. Perhaps combine this with a YEC joint meeting.

Governance Committee Meeting

June 24 2021

Termination

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 11:39.

1st: Blake 2nd: Mike

Chair

Corporate Secretary

June 25th, 2021

Minutes of the meeting of the Yukon Development Corporation held on the June 25th, 2021
at 10:00am. Meeting was held virtually via Zoom.

PRESENT: Michael Pemberton, Chair
Doug Janzen
Kari Johnston
Blake Rogers
Astrid Grawehr
Taylor Zeeg

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Michael Pemberton, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:01am.

Acceptance of agenda: 1st Doug 2nd: Astrid

Possible conflict: None

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the December 10, 2020 minutes was included in the board package for review.

Advice Package #20-061

The Board reviewed the minutes of the December 10, 2020, meeting.

On a motion by Doug and seconded by Kari the minutes of the Board of Directors meeting held December 10, 2020 were verified as a true and correct.

Addition: Lise Farynowski has resigned from the YDC board and we have accepted the resignation.

CONFIRMATION OF ELECTRONIC MOTIONS

June 25th, 2021

BE IT RESOLVED that Yukon Development Corporation adopt the presented First Nation Investment Agreement Framework and provide a directive to Yukon Energy Corporation to do the same.

Confirmed by: 1st: Doug Janzen 2nd: Astrid Grawehr

BE IT RESOLVED that the Yukon Development Corporation Board of Directors accept the recommendation to: Appoint Christina Thomas as a member of the Board of Directors of YEC.

Confirmed by: 1st: Kari Johnston 2nd: Doug Janzen

PREVIOUS MEETING ACTION ITEMS

- Previous meeting action items were reviewed by the board.

CHAIR AND PRESIDENT REPORT

President Report:

Atlin Project:

- funding for the project, looking for \$115million from Government. All the appropriate meetings are in the works or have already taken place.

Aishihik:

- The YESAB DO office had returned with a 5-year term deal. AR and YEC are putting together a response.

Battery:

- This will be a MB submission. YEC is looking access YT debt cap. This is moving forward to cabinet.

Heackle Hill:

- There are few barriers left for this project, they are now able to move forward with this project

- They now have the capitol structure to start ground work. There are still conversations are mill rate, this gives them a high property tax – this is an ongoing discussion.

IREI:

- Communities are still advancing there projects. This summer, there will need to be a discussion and we may have to triage funding requests and projects. Projects need to move forward in order to spend the money they have requested, in time that money may be at risk if they are unable to advance their projects.

Chair's Report:

DSM:

- in a previous GRA the YUB denied DSM costs. YEC moved forward with these expenses, and were denied costs which resulted in YEC taking the legal position of saying that the YUB went beyond their

June 25th, 2021

mandate with this decision. The court sided with the YUB.

Thermal replacement:

- Projects for replacements in Whitehorse, Faro and Dawson. Looks like it will be diesel.

Water Levels:

- Lowered levels at Schwatka, and we have seen the levels at Marsh Lake start to level out.

Question: Southern Lake Storage – What's the decision context around a YESAB review. What happens if they come back with a negative report.

Answer: This has always been in a comparison to the cost of diesel. Last we heard they were looking at the fall to go to YESAB, and it will be looked at as an economic case. Not sure what they would do if YESAB came back with a negative comment – they may have to let the project go.

Question: SOP – is this tied to the 2021 GRA.

Answer: The avoided cost of diesel is not tied to the GRA. The SOP is related to the IPP and is bringing these renewables to ground. There is an ongoing discussion around the IPP.

Question: What's the hold up on the Southern Lakes Project?

Answer: Previous Minister wanted YEC to do a more robust survey to find out how the public felt and stronger consultation. That process took time. This will be a change to their existing water license.

ACTION: Mike to send out the Southern Lakes documentation that he has.

AUDIT COMMITTEE REPORT

Audit Committee chair provided an update on the Audit meeting.

On a motion put forward by Taylor Zeeg and seconded by Blake Rogers;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the 2020 YDC Consolidated Financial Statements as presented.

On a motion put forward by Taylor Zeeg and seconded by Astrid Grawehr;

June 25th, 2021

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the Yukon Development Annual Audit Results as presented.

On a motion put forward by Taylor and seconded by Blake;

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the YDC 2020 Q4 Non-Consolidated Financial Statement update as presented

CARRIED YDC: 2020-0023

GOVERNANCE COMMITTEE REPORT

Governance Committee Chair was absent, Mike Pemberton gave an overview of documents for review and approval by board of directors.

On a motion by Doug Janzen, seconded by Astrid Grawehr;

BE IT RESOLVED THAT the Board of Directors hereby approves the 2020 YDC Annual Report as presented

On a motion by Blake Rogers, seconded by Doug Janzen;

BE IT RESOLVED THAT the YDC Board of Directors accept the 2020 Annual Governance Report as presented.

Question: Was there a discussion on the mandate of YDC?

Answer: We have been discussing this for the past little while. This was also discussed at the Governance Committee.

Yesterday we discussed strategic planning, within that we discussed looking at the Governance committee working with YDC on strategic planning, and review the new mandate letters. There will be an established innovation commission. Stemming from that, there may be an opportunity for YDC to place itself in the innovation space. For now, at a board level we can discuss the history of the previous mandate expansion discussions.

There was a discussion on the number of board meetings. Proposed 4 formal meeting s and 2 info sessions annually.

June 25th, 2021

Question: Who approves YEC compensation rates?

Answer: In their bylaws, YDC approves their remuneration, however we did send a directive letter to stop requesting increases.

20minute break.

MINISTER STREICKER INTRODUCTIONS

Q&A:

Q: YEC indicated lake levels have peaked?

A: Lake levels will peak in august. Currently a full supply level, about a month a half earlier than usual. We are currently above the 2007 levels.

Q: There has been discussion about the actual mandate of the board. We are wondering what your feelings are on expanding the mandate of YDC outside of the energy realm. One of our future commitments to our-selves is to set up informal meetings for these discussions.

A: There are a lot of things that could be possible for YDC. I would like to have conversations with Minister Pillai and am open to hearing suggestions form the board. Maybe we could set aside a few hours to discuss mandate.

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:28

**YUKON DEVELOPMENT CORPORATION
AUDIT COMMITTEE MEETING
November 2, 2021**

Minutes of the meeting of the Yukon Development Corporation Audit Committee held June 23, 2021 via Zoom.

PRESENT: Doug Janzen, Chair
Mike Pemberton
Taylor Zeeg

Also, present with the consent of the Committee:

Justin Ferbey, President and CEO
Allyn Walton, Corporate Secretary
Blaine Anderson, CFO

FORMALITIES

Mr. Janzen occupied the Chair and Ms. Walton was Secretary at the meeting.

A quorum of the Audit Committee being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:03AM.

Mike and Taylor accept agenda as presented.

VERIFICATION OF MINUTES

The Committee reviewed the minutes of the June, 2021 meeting, a copy was included in the Committee package for review.

Advice package #20-090

Should we remove Lise's name from minutes as she left the meeting right away.

On a motion by Mike Pemberton seconded by Taylor Zeeg the minutes of the Audit Committee meeting held on June, 2020, were verified true and correct.

PRIOR MEETING ACTION ITEMS:

- Request YEC Management Letter from 2020 audit.
YEC has communicated that they have not received the letter yet and will send along once it's received.

This is unusual, letter should be issued shortly after the audit.
Mike will follow up on this letter

STANDING ITEMS

YDC Financial Statements

A copy of the YDC 2021 Q3 Non-Consolidated Financial Statements were provided to the Committee for their review and approval.

- IREI received funding increase of \$1million = \$2.5million
- Interest on long-term debt is lower again this year. YEC had a low ROE last year and this is a factor in calculation interest in First Nations debt.
- Higher receivable with money flowing through YDC from Federal government to YEC.
- Get a debt spread sheet from Blaine

On a motion made by Taylor and seconded by Mike:

BE IT RESOLVED THAT the Audit Committee hereby recommends the Yukon Development Corporation Board of Directors approve the Yukon Development Corporation 2021 Q3 Non-Consolidated Financial Statements.

Advice package #20-091

Advice package #20-092

YEC Financial Update:

- what's happening with the conversion to their new system?
 - Mike will bring an update to the board meeting
 - YEC still have a vacant audit Chair position
 - YDC and finance may need to be prescriptive with what the cashflow and forecasting will look like.
 - Is there a capacity issue? – It's just been this way, and it's a struggle for YEC to create something from scratch. Not seeing capacity as an issue, there are a lot of staff in finance. Current system is not very efficient.
 - Should we bring PwC back for an overview of where they left them?
 - At this point it is a discussion with YG finance and come to an agreement with what they need to see moving forward.
 - Once Audit Chair is assigned, Doug would like to have a meeting, bring Blaine.
 - The joint finance steering committee? – Should this start up again?
 - Find this memo
 - Could YDC suggest who sits on the committee?
 - Mike will come back with a date for Audit chair appointment, from there steps can be taken to strike up the committee again. Maybe someone from YG finance can also sit on the committee.
-

CFO Update

- Katie Bouvier will be talking over, Blaine will be around to help through the transition.

TERMINATION

There being no further business to bring before this meeting, the Chair declared the meeting terminated at 11:01AM.

Additional Information included in package

YEC Internal KPIs FINAL
YEC Planning KPIs FINAL
Capital Project Update FINAL

Advice package #20-094
Advice package #20-095
Advice package #20-096

Chair

Secretary

Governance Committee Meeting

November 3rd 2021

Minutes of the meeting of the Yukon Development Corporation held on November 3rd, 2021
at 10:15 via Zoom.

Present: Kari Johnston, Chair
Mike Pemberton
Astrid Grawehr

Also present at the invitation of the Board:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary.
Krista Roske at 10:20am, Senior Policy Advisor YDC

Formalities

Kari Johnston, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:12am.

Agenda approved: Mike, Astrid

Verification of Previous Minutes

A copy of the June 2021 minutes was included in the board package for review.

Advice Package #20-097

The Board reviewed the minutes of the June 24th, 2021 meeting.

On a motion by Mike and seconded by Astrid the minutes of the Governance Committee meeting held June 24th, 2020 were verified as a true and correct.

CARRIED YDC/GC: 2020-005

5 Minute Break

Previous Action Items

Documents were distributed
The YDC calendar will align with YEC board meetings

New Business – Krista joined

YDC/YEC Protocol Agreement

Committee reviewed "Track Changes" document

Governance Committee Meeting

November 3rd 2021

- include clearer language around which board and which board. (p.9)
- include "government" in last bullet. (p.9)
- Bring forward the FN investment framework implementation plan to the board when it's ready.
- rework the language around investment authorizations (p.9)
- add a bullet for 3 month lead time in requests for "true ups" or injections (p.10) "three months notice for equity injections"
- add in something about their procurement policy, YDC has never received this. (p.12)

YG/YDC Protocol Agreement

Committee reviewed "track changes" in document

- include the standard YG strategic plan? Include less specific language around business plan (p.3)
- accept changes on p.3
- Do we need to have anything in this about COVID and the new vaccination mandate? – include in specific activities, or send a directive letter
- "growth readiness" to "investment readiness"? (p.15)
- "affective until March 31st, 2023"
- ask Tosh specifically about bullet on p.19 regarding FN governments partnerships.
- Reflect FN dev corps as well as government (p.19)
- p. 20 add a date of March 31st 2023.

Update on Strategic Planning

- strategy session with board in New year. A Blue sky meeting. Minister could attend.

MOTION:

The Governance Committee recommends the YDC board of directors engage in a formal strategic planning process in early 2022.

Mike, Astrid

Advice Package #20-098

Add Vice chair position to agenda for tomorrow

Old Business

Director Training and Education Plan

Termination

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:18.

Governance Committee Meeting

November 3rd 2021

Chair

Corporate Secretary

November 4th, 2021

Minutes of the meeting of the Yukon Development Corporation held on the November 4th 2021 at 10:00am. Meeting was held virtually via Zoom.

PRESENT: Michael Pemberton, Chair
Doug Janzen
Kari Johnston – via zoom until 11:00am
Astrid Grawehr
Taylor Zeeg
Dennis Nicloux

ALSO PRESENT AT THE INVITATION OF THE BOARD:

Justin Ferbey, President & CEO
Allyn Walton, Corporate Secretary

FORMALITIES

Michael Pemberton, occupied the Chair, and Allyn Walton, acted as Secretary at the meeting.

Declaration of Quorum

A quorum of the Directors being present, the Chair declared the meeting to be duly constituted for the transaction of business at 10:14am.

Acceptance of agenda: 1st Doug 2nd: Astrid

Possible conflict: None

Agenda Addition – Position of the Vice Chair

VERIFICATION OF MINUTES OF THE PREVIOUS MEETINGS

A copy of the June 24th, 2021 minutes was included in the board package for review.

Advice Package #20-061

The Board reviewed the minutes of the June 24, 2021 meeting.

On a motion by Doug and seconded by Kari the minutes of the Board of Directors meeting held June 24th 2021 were verified as a true and correct.

PREVIOUS MEETING ACTION ITEMS

November 4th, 2021

- Previous meeting action items were reviewed by the board.

AUDIT COMMITTEE REPORT

Audit Committee chair provided an update on the Audit meeting.

- Have not received the management letter from YEC.
- YEC Audit chair is currently being held in interim by YEC Chair Lesley Cabbot.
- YDC Chair communicated that YDC is expecting the recommendations by PwC to be in place.
- Hoping to bring back the finance committee once the audit chair is appointed

On a motion put forward by Taylor and seconded by Dennis

BE IT RESOLVED THAT the Yukon Development Corporation Board of Directors accepts the recommendation made by the Audit Committee to accept the YDC 2021 Q3 Non-Consolidated Financial Statement update as presented

CARRIED YDC: 2020-0023

GOVERNANCE COMMITTEE REPORT

Governance Committee Chair was absent, Mike Pemberton gave an overview of documents for review and approval by board of directors.

- Why is the Mandate to Minister on YDC so brief?
- Line by line review of protocol letters
- Setting up a meeting for strategic planning and mandate expansion in mid-January "blue sky" meeting.

Accepts YDC/YEC protocol agreements as presented with changes 1st Astrid 2nd Taylor

Accepts YG/YDC Protocol Agreement as presented with changes 1st: Doug 2nd: Astrid

YDC board requires a Vice-Chair.

Mike Pemberton is recommending Astrid.

Mike and Astrid to chat offline.

November 4th, 2021

Project Updates with YDC Staff**Brian:**

IREI Projects Update

IPP program review may impact IREI, would probably be able to provide an update at the next board meeting.

AEF Projects Updates

Atlin federal funding strategy

Hudson:

FN Investment framework implementation

Quarterly YEC Reporting

ICIP Funding and YEC

Aishihik Water Relicensing

Whitehorse water relicensing – just begun discussions.

Krista:

IER renewal options

YG Budget Cycle

Waste to Energy Project

IN CAMERA SESSION

No minutes were recorded.

TERMINATION

There being no further business to bring before this meeting; the Chair declared the meeting terminated at 12:51

Astrid

Correspondence/Information