

Appendix 5.2.HQ

HQ- HRE Authorization (June 16, 2017)

HYDRO RENEWABLE ENERGY INC.
(the "Corporation")

TRUE COPY of extracts of a resolution adopted by the Directors of the Corporation as of June 16, 2017 by consent in writing as permitted by Section 141(f) of the Delaware General Corporation Law.

REA-12/2017

AUTHORIZATION TO SIGN ONE OR MORE LONG-TERM AGREEMENTS REGARDING THE SALE OF ELECTRICITY AND ENVIRONMENTAL ATTRIBUTES FOR DELIVERIES IN NEW ENGLAND OVER A 20-YEAR PERIOD – AUTHORIZATION TO SIGN ONE OR MORE AGREEMENTS REGARDING THE SALE OF ENERGY AND BALANCING SERVICES WITH A WIND FARM DEVELOPER TO FIRM UP THE ENERGY DELIVERIES SOLD TO NEW ENGLAND OVER A 20-YEAR PERIOD

WHEREAS the Board of Directors of Hydro-Québec authorized, on June 16, 2017, the Corporation, for the purposes of the Massachusetts request for proposals (MARFP), to conclude, jointly with a transmission line developer and, potentially, with one or more wind farm developers, one or more long-term agreements regarding the sale of electricity to distribution companies in Massachusetts,

IT IS RESOLVED:

TO authorize the Corporation, for the purposes of the Massachusetts request for proposals (MARFP), to conclude, jointly with a transmission line developer and, potentially, with one or more wind farm developers, one or more agreements regarding the sale of electricity to Massachusetts distribution companies, that is, Fitchburg Gas & Electric Light Company (doing business as Unitil), Massachusetts Electric Company and Nantucket Electric Company (doing business as National Grid), as well as NSTAR Electric Company and Western Massachusetts Electric Company (doing business as Eversource) (...)

TO authorize the Corporation, for the purposes of the Massachusetts request for proposals (MARFP), to conclude one or more agreements to combine Québec hydropower with wind power produced at a new wind farm located in Québec. These agreements will be signed in order to allow the wind power partners to submit a firm offer for long-term energy delivery with the distribution companies. (...)

TO authorize the Chairman of the Board and President or the General Manager of the Corporation to sign any document, instrument or agreement required for this purpose and to take all useful or necessary actions to give effect to this resolution.

I, the undersigned, Patrice Daigneault, Assistant Secretary of the Corporation, certify that the foregoing is a true copy of extracts of a resolution adopted by the Directors of the Corporation as of June 16, 2017 by consent in writing as permitted by Section 141(f) of the Delaware General Corporation Law and that they remain in force as adopted.

CERTIFIED TRUE COPY in Montréal on July 18, 2017.



Patrice Daigneault,
Assistant Secretary