

**WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
CLEAN LINE ENERGY PARTNERS LLC**

**November 9, 2018**

Pursuant to the authority contained in Section 18-404 of the Delaware Limited Liability Company Act and Section 6.4(a) of the Fifth Amended and Restated Limited Liability Company Agreement dated November 11, 2016 (as amended, restated, supplemented or modified from time to time, the “*LLC Agreement*”) of Clean Line Energy Partners LLC, a Delaware limited liability company (the “*Company*”), the undersigned, being a majority of the members of the Board of Directors (the “*Board*”) of the Company, do hereby waive notice of meeting and hereby approve, consent to and adopt the following resolutions and the actions therein authorized as the acts of the Board by written consent (the “*Written Consent*”). Capitalized terms used but not defined herein shall have the meanings given them in the LLC Agreement.

**WHEREAS**, pursuant to Section 6.4 of the LLC Agreement the Board has the exclusive power to approve certain Major Decisions;

**WHEREAS**, the Company, as the Sole Member of Grain Belt Express Holding LLC, a Delaware limited liability company (the “*Seller*”), the Sole Member of Grain Belt Express Clean Line LLC, an Indiana limited liability company (“*GBX Clean Line*”), wishes that Seller and GBX Clean Line enter into (a) that certain Membership Interest Purchase Agreement (the “*Purchase Agreement*”) in the form attached hereto as Exhibit A, by and among Seller, GBX Clean Line, and Invenergy Transmission LLC, a Delaware limited liability company (the “*Buyer*”), (b) that certain Development Management Agreement (the “*Development Management Agreement*”) in the form attached hereto as Exhibit B, by and between GBX Clean Line, Seller, and Buyer and (c) each other Ancillary Document (as defined in the Purchase Agreement) to which Seller or GBX Clean Line is a party, together with any other agreements, instruments, certificates or other documents delivered in connection therewith or necessary or related thereto, and any amendments, modifications or supplements thereto;

**WHEREAS**, to secure the Seller Promissory Note (as defined in the Purchase Agreement), substantially in the form attached hereto as Exhibit C, the Company desires to enter into a Pledge Agreement, by and among the Company, as Pledgor, and Buyer, as Lender (the “*Parent Pledge*”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board authorizes the Company to enter into the Parent Pledge, together with any other agreements, instruments, certificates or other documents delivered in connection therewith or necessary or related thereto, and any amendments, modifications or supplements thereto; and be it

**FURTHER RESOLVED**, that the officers and other authorized persons of the Company (the “*Authorized Persons*”) be, and each of them hereby is, acting alone, authorized, empowered and directed, for and on behalf of the Company, to do and perform all such acts and things and to enter into, execute and deliver all such certificates, agreements, acknowledgments, instruments, contracts, statements and other documents, that, in the judgment of the Authorized Person taking such action, are necessary or appropriate to effectuate and carry out the purposes and intent of the

foregoing resolutions (such determination to be conclusively evidenced by the taking of such action); and be it


**FURTHER RESOLVED**, that all acts and deeds performed prior to the date of these resolutions by any Authorized Person or other authorized agent of the Company, for and on behalf of the Company, that are within the authority conferred by the foregoing resolutions, are hereby approved, ratified and confirmed in all respects as the authorized acts and deeds of the Company.

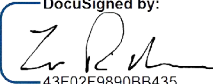
**FURTHER RESOLVED** that this Written Consent replaces and supersedes that certain Unanimous Written Consent of the Board of Directors of Clean Line Energy Partners LLC, dated as of the date hereof.

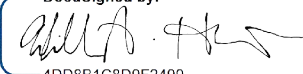
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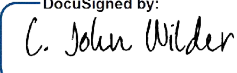
**IN WITNESS WHEREOF**, the undersigned, being a majority of the members of the Board of Directors of Clean Line Energy Partners LLC, have approved, consented to and adopted the foregoing resolutions effective as of the date first above written.

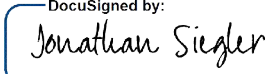
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**EXHIBIT A**

**Purchase Agreement**

See attached.

**EXHIBIT B**

**Development Management Agreement**

See attached.

**EXHIBIT C**

**Seller Promissory Note**

See attached.