



**EQUATORIAL ENERGIA S/A**  
**Corporate Taxpayer's ID (CNPJ/MF): 03.220.438/0001-73**  
**Company Registry (NIRE) 2130000938-8**  
**Publicly-Held Company**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON SEPTEMBER 24, 2014**

**1. DATE, TIME AND VENUE:** On September 24, 2014, at Equatorial Energia's ("Company") branch in the city of Rio de Janeiro, located at Avenida Borges de Medeiros, 633, Gr. 708, Leblon, Offices Shopping Leblon, CEP 22430-041, at 11:00 a.m.

**2. CALL NOTICE:** Call notice was sent through e-mail to all members of the Boards of Directors

**3. QUORUM AND ATTENDANCE:** The following Board members were present: **Firmino Ferreira Sampaio Neto, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Celso Fernandez Quintella and Eduardo Saggiore.**

**4. PRESIDING:** Chairman: Carlos Augusto Leone Piani; Secretary: David Abdalla Pires Leal.

**5. RESOLUTIONS:** The meeting was instated; Mr. Carlos Augusto Leone Piani was in the chair and invited Mr. David Abdalla Pires Leal to act as the secretary. The following resolutions were approved by unanimous vote:

- (i) to authorize the provision of guarantees in favor of its subsidiary, Centrais Elétricas do Pará S/A - CELPA, in obtaining financing from the National Development Bank ("BNDES") in the amount of R\$498,073,472.00 (four hundred ninety-eight million, seventy-three thousand, four hundred seventy-two Reais), authorized by the decision no.881/2014 made by the financial institution's Executive Board, and that will be used for: (i) the implementation of the investment plan of the Concerned Party for the years 2013 and 2014, covering investments in technological modernization, containment of commercial losses, service for the growth of the customer base, improving the quality of power supply, improved system operation and administrative facilities; (ii) the acquisition of domestic machinery and equipments and accredited by BNDES, the observed systematic planned for the BNDES Program for Investment Maintenance – BNDES PIM; and (iii) the implementation, expansion and consolidation of projects and the Companies' Social Investments (CSI) programs conducted by the Interested Party, within the community, not contemplated in the environmental permits issued on behalf of Interested Party;
- (ii) to authorize the Board to perform all acts necessary and/or convenient to implement the previous resolutions; and



- (iii) to approve the drawing up of these minutes in summary format, pursuant to article 130, paragraph 1 of the Brazilian Corporation Law.

**7. CLOSING:** There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all the undersigned members.

**8. SIGNATURES: Chairman:** Carlos Augusto Leone Piani, **Secretary:** David Abdalla Pires Leal; **Members of the Board of Directors:** Firmino Ferreira Sampaio Neto, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Celso Fernandez Quintella and Eduardo Saggiaro.