APPROVED
On/As of November 1, 2017

MINUTES OF MEETING

OF GOVERNANCE AND HUMAN RESOURCE COMMITTEE OF

NEW YORK CITY ENERGY EFFICIENCY CORPORATION

October 25, 2017

1359 BROADWAY, NEW YORK, NY

At a meeting of the Directors of the New York City Energy Efficiency Corporation ("NYCEEC") comprising the Governance and Human Resource Committee of NYCEEC (the "Committee"), held at 1359 Broadway, New York, NY, at approximately 8:30 a.m. on October 25, 2017, the following Directors and Officers, of NYCEEC were present:

- Jeff Brodsky, a Director of NYCEEC
- Greg Hale, a Director of NYCEEC (participated by telephone)
- Fred Lee, Vice President and Secretary of NYCEEC
- Susan Leeds, President of NYCEEC
- Bruce Schlein, a Director of NYCEEC

Also present by invitation were Naeemah Lajoie, Director of Operations at NYCEEC and Jennifer Loftus of Astron Solutions. The meeting was called to order at 8:37 a.m.

The first order of business was the Committee's approval of past minutes from the meeting dated June 26, 2017. No questions were raised on the content of such minutes. A motion was made to approve such minutes, and they were unanimously approved.

Then, Ms. Loftus presented to the Committee any changes of note between the 2016 – 2017 and 2017 – 2018 benefits packages, including carriers and premium changes. Ms. Loftus also noted that the proposed benefits program does not create an overcompensation situation with respect to any of the disqualified individuals' compensation packages vis-à-vis IRS Intermediate Sanctions.

Questions followed regarding what a disqualified individual is, why the roles are called "disqualified," and the use of the term "life" as opposed to "unit" when discussing benefits enrollment.

Ms. Leeds shared with the Committee that the timing of the benefits plan change is approximately mid-year, as opposed to salary increases and bonuses which occur at the start of the fiscal year.

Mr. Brodsky noted that while the benefits cost percentage changes year over year are relatively small, NYCEEC and the Board also must be cognizant of the actual weighted percentage change, as the benefits package is primarily weighted towards medical coverage and

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towards the disqualified individuals. As such, there are actually two considerations for the Committee – benefits for staff and benefits for disqualified individuals.

Mr. Hale asked questions regarding the history of NYCEEC's benefits package and its composition. Ms. Leeds and Ms. Loftus shared the evolution of NYCEEC's benefits plan, from NYCEDC coverage via a shared services contract, to the organization's own programs. Ms. Loftus shared background on the tier structure of health plans and other carriers in the small group market. Mr. Brodsky shared information regarding how the benefits process works at larger organizations. Ms. Leeds provided insights regarding cost sharing approaches between NYCEEC and covered employees, and how the plan is designed to be "pro-employee," like the original NYCEDC plan was. To date, however, NYCEEC has not surveyed its employees on benefits preference or satisfaction. Thinking to the future, Mr. Hale raised the question of whether it would be feasible and / or beneficial to extend ArmadaCare coverage to all NYCEEC employees. No action on this question will be taken at this time.

With the discussion concluded, Mr. Brodsky requested a motion to approve the 2017 – 2018 NYCEEC benefits package. Mr. Schlein made a motion, seconded by Mr. Hale. The package was unanimously approved.

The meeting was adjourned at 9:00 a.m.

Respectfully submitted,

Jennifer Loftus
Secretary of the Meeting

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