

**MINUTES OF MEETING
OF BOARD OF DIRECTORS OF
NEW YORK CITY ENERGY EFFICIENCY CORPORATION**

June 15, 2022

At a regular meeting of the Board of Directors (the "Board") of the New York City Energy Efficiency Corporation (the "Corporation") held remotely by Zoom video conference call (unless otherwise noted), at 4:00 p.m. on the afternoon of June 15, 2022, the following Directors and Officers were present:

- Jeff Brodsky, Director and Chairperson
- Kim Darga, Director
- Marc Khouzami, Director (by phone)
- Susan Leeds, Director and Secretary
- Sadie McKeown, Director
- Bruce Schlein, Director
- Elizabeth Zeldin, Director
- Curtis Probst, President (in person)
- Jay Merves, Treasurer (in person)

Directors Ashok Gupta, Bruce Schlein, Kizzy Charles-Guzman, Renwick Paige and Greg Hale were absent. Also in attendance by invitation were Kate Gouin of the New York City Mayor's Office of Climate and Environmental Justice as well as Mike Kerstetter (in person), Marian Weber and Kyle Madden-Peister (in person) of the Corporation. It was noted that a quorum existed and the meeting was called to order.

1. Approval of Prior Meeting's Minutes.

Reference was made to the minutes of the Board meeting held on February 9, 2022, as included in the Meeting Package previously circulated to the Board by e-mail (the "Meeting Package"). It was asked if there were any comments or questions on the minutes and none were raised. A motion to approve the minutes was made, seconded and unanimously approved.

2. Committee Meetings.

Reference was made to the February 9, 2022 meeting of the Board's Audit and Finance Committee ("A&F Committee") and the related meeting minutes included in the Meeting Package. Reference was also made to the Unanimous Written Consent approved by the A&F Committee as of June 1, 2022, a copy of which was also included in the Meeting Package. It was asked if there were any comments or questions on such minutes or on such Unanimous Written Consent and none were raised.

A brief oral report was given on the June 9, 2022 meeting of A&F Committee. It was noted that at such meeting, among other things, the A&F Committee had reviewed the proposed FY 2023 budget and had recommended that the full Board approve such budget.

3. COVID-19 and Office Space Update.

It was noted that the office space is now open, and the Corporation's employee attendance policy is two days per week, on a voluntary basis. It was noted that the lease for the office space will be up for renewal in September of 2023.

4. Election of New Board Directors

Reference was made to the proposed resolution in the Meeting Package concerning the election of two new board members, John Rice and Marc Zuluaga, a copy of which is attached hereto as Exhibit A. Comments was made regarding the expertise of the proposed new board directors. A motion was made to approve the resolution, seconded and unanimously approved.

5. Approval of Annual Budget for FY 2023.

Reference was made to the proposed resolution in the Meeting Package concerning the FY 2023 budget for the Corporation. The Chairperson of the A&F Committee noted that the committee had reviewed the budget and that it was the committee's recommendation that the budget be approved by the Board.

A detailed presentation was given orally on the matter. During such presentation it was noted that the Corporation has a positive net income, that revenues and expenses were lower and that the operating account has positive A discussion was had and several questions were asked and answered.

A motion was made to approve the resolution concerning the FY 2023 budget in the form attached hereto at Exhibit B. The motion was seconded and unanimously approved.

6. Other Matters.

Oral presentations and updates were given on various other topics, the prospective transactions in the "pipeline", successes in attracting philanthropic financial support, the additional staff that the Corporation had hired during FY 2022, the improvement in the loans in the Corporation's portfolio that are considered "special situations" (including loans for the projects known as 11 West 126th St. and Cubit) and the Corporation's administration of the City's C-PACE program. Additionally, a presentation was given on the status of the Corporation's achievement of its three-year strategic plan, with the conclusion being that the Corporation was well positioned to meet the goals of the strategic plan.

Stemming from such presentations and updates, numerous questions were asked and answered and a robust conversation was had. Following the presentations and related

discussions, it was asked if there were any additional comments or questions from any members of the Board and none were raised.

Upon a motion duly made, seconded and unanimously approved, the meeting was adjourned.

Respectfully submitted,

Kyle Madden-Peister
Secretary of the Meeting

RESOLUTION #1

Election of New Directors

WHEREAS, pursuant to the by-laws of the New York City Energy Efficiency Corporation (the “Corporation”), vacancies occurring on the Corporation’s Board of Directors (the “Board”) may be filled by a majority vote of the Directors currently in office; and

WHEREAS, the Board desires to elect and approve John Rice and Marc Zuluaga as new Elected Directors of the Corporation.

NOW, THEREFORE, IT IS RESOLVED that the Directors hereby elect John Rice and Marc Zuluaga as Elected Directors of the Corporation, each to serve until the next upcoming annual meeting of the Board, or until their earlier death, resignation or removal.

RESOLUTION #2

Approval of Fiscal Year 2023 Budget

WHEREAS, the Audit and Finance Committee has reviewed the proposed budget for fiscal year 2023 prepared by NYCEEC staff and its fiscal agent BTQ Financial, LLC, a copy of which is attached hereto (the “2023 Budget”); and

WHEREAS, the Audit and Finance Committee recommends that the Board adopt the 2023 Budget.

NOW, THEREFORE, IT IS RESOLVED, that the Board hereby adopts the 2023 Budget, as may be amended and/or modified by one or both of NYCEEC’s Chief Executive Officer, as necessary.

FY 2023 Budget

[see next page]

Fiscal Year 2023 Proposed Budget

	FY23 Proposed BUDGET	FY22 Approved BUDGET	Change Increase / (Decrease)	FY23 Proposed BUDGET	FY22 Preliminary YE FORECAST	Change Increase / (Decrease)
REVENUE						
Contributions - Government	\$0	\$0	\$0	\$0	\$0	\$0
Contributions - Private	0	50,000	(50,000)	0	49,066	(49,066)
Service Revenue - Government	1,320,000	1,519,000	(199,000)	1,320,000	1,451,459	(131,459)
Service Revenue - Private	575,000	433,125	141,875	575,000	815,791	(240,791)
Program Revenue - Fees	100,000	150,000	(50,000)	100,000	56,228	43,772
Program Revenue - Interest	1,382,000	1,304,000	78,000	1,382,000	1,150,975	231,025
Program Revenue - PACE Admin Fees	700,000	500,000	200,000	700,000	346,637	353,363
Investment Income	600	1,024	(424)	600	1,103	(503)
Miscellaneous Revenue	0	300,000	(300,000)	0	303,300	(303,300)
TOTAL REVENUE	4,077,600	4,257,149	(179,549)	4,077,600	4,174,559	(96,959)
EXPENSE						
Salary & Fringe Benefits						
Salaries	2,007,324	1,878,377	128,947	2,007,324	1,583,864	423,460
Fringe Benefits	521,904	502,466	19,438	521,904	414,695	107,209
% of Fringe Benefit to Salary	26.00%	26.75%	(0.75%)	26.00%	26.18%	(0.18%)
Total Salary & Fringe Benefits	2,529,228	2,380,843	148,385	2,529,228	1,998,559	530,669
Program Expenses						
Travel & Meals	15,000	10,000	5,000	15,000	9,162	5,838
Training	12,000	30,000	(18,000)	12,000	2,721	9,279
Financial Advisor	30,000	100,000	(70,000)	30,000	6,214	23,786
Project Technical Consulting	65,000	35,000	30,000	65,000	4,000	61,000
Legal	70,000	30,000	40,000	70,000	79,364	(9,364)
Marketing and Website	55,000	25,000	30,000	55,000	12,516	42,484
HR Consulting	89,000	76,000	13,000	89,000	68,025	20,975
Loan Interest & Financing Fees	293,750	360,000	(66,250)	293,750	313,287	(19,537)
Loan Loss Provision	105,000	105,000	0	105,000	19,570	85,430
Other Consulting	20,000	50,000	(30,000)	20,000	2,815	17,185
Surveillance	30,000	40,000	(10,000)	30,000	24,015	5,985
Total Program Expenses	784,750	861,000	(76,250)	784,750	541,689	243,061
Administrative Expenses						
Payroll and Benefits Administration	13,000	13,000	0	13,000	10,810	2,190
Insurance	55,000	45,000	10,000	55,000	14,353	40,647
Computers, Furniture & Equipment	5,000	5,000	0	5,000	55,475	(50,475)
Supplies	11,000	11,000	0	11,000	7,916	3,084
Occupancy	210,753	210,753	0	210,753	201,878	8,875
Audit Services	44,000	40,000	4,000	44,000	31,584	12,416
Fiscal Agent Service Fee	192,500	175,000	17,500	192,500	170,000	22,500
IT and Telecommunication	184,000	130,000	54,000	184,000	93,829	90,171
Depreciation	5,000	6,993	(1,993)	5,000	19,339	(14,339)
Bank and Miscellaneous Fees	12,000	22,130	(10,130)	12,000	24,040	(12,040)
Total Administrative Expenses	732,253	658,876	73,377	732,253	629,224	103,029
TOTAL EXPENSES	4,046,232	3,900,720	145,512	4,046,232	3,169,472	876,759
Unrestricted NET INCOME	31,368	356,430	(325,061)	31,368	1,005,087	(973,718)
Restricted Additions-TRNA	0	0	0	0	775,000	(775,000)
Restricted Releases-TRNA	(623,500)	0	(623,500)	(623,500)	(584,457)	(39,043)
CHANGE IN TRNA	(623,500)	0	(623,500)	(623,500)	190,543	(814,043)
Surplus / (Deficit)	(592,132)	356,430	(948,561)	(592,132)	1,195,630	(1,787,761)