

**MINUTES OF MEETING
OF GOVERNANCE AND HUMAN RESOURCE COMMITTEE OF
NEW YORK CITY ENERGY EFFICIENCY CORPORATION**

June 23, 2022

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 electronically via Zoom, at approximately 8:00 a.m. on June 23, 2022, the following Directors and Officers of NYCEEC were present:

- Jeff Brodsky, a Director of NYCEEC – Curtis Probst, President / CEO of NYCEEC
- Greg Hale, a Director of NYCEEC
- Bruce Schlein, a Director of NYCEEC

Also present by invitation were Naeemah Lajoie, NYCEEC Director of Operations, and Jennifer Loftus of Astron Solutions. It was noted that a quorum existed and the meeting was called to order.

Reference was made to the minutes to the Committee’s October 28, 2021 meeting. A motion was made to approve such minutes, which was seconded and unanimously approved.

Updates were provided on various topics including (a) NYCEEC’s physical office reopening in light of the on-going COVID-19 pandemic and NYCEEC’s current office lease arrangements; (b) the Oxford health insurance plan and premium rate changes in the industry; (c) NYCEEC’s 401(k) plan; (d) the non-officer cash compensation benchmarking process and proposed salary increases and bonuses. A conversation was had in connection with such updates and several questions were asked and answered.

A presentation was made concerning the disqualified persons market analysis process and results from the 2022 study. It was noted that currently, no NYCEEC officers are in an over-compensation situation with respect to the IRS Intermediate Sanctions. A discussion followed and questions were asked and answered.

Mr. Probst and Ms. Lajoie then left the meeting following which the topic of officer compensation was discussed. A robust conversation was had and questions were asked and answered. A certain proposal was made regarding officer salary increases and bonuses. A motion was made to approve such proposal, which was seconded and unanimously approved.

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

Respectfully submitted,

Jennifer Loftus
Secretary of the Meeting