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

# **February 8, 2023**

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, at 4:00 p.m. on the afternoon of February 8, 2023, the following Directors and Officers were present:

- Ashok Gupta, Director
- Greg Hale, Director
- Marc Zuluaga, Director
- Susan Leeds, Director and Secretary
- Sadie McKeown, Director
- Renwick Paige, Director
- Bruce Schlein, Director

- Elizabeth Zeldin, Director
- John Rice, Director
- Marc Khouzami, Director
- Curtis Probst, President
- Jay Merves, Treasurer

Also in attendance by invitation were Mike Kerstetter, Naeemah Lajoie, Marian Weber and Kyle Madden-Peister of the Corporation. It was noted that a quorum existed and the meeting was called to order.

## 1. <u>Approval of Prior Meeting's Minutes.</u>

Reference was made to the minutes of the Board meeting held on October 26, 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. <u>Committee Meetings</u>.

Reference was made to the October 28, 2022 meeting of the Board's Governance and Governance and Human Resource Committee and PACE Committee ("Governance & HR Committee and PACE Committee") and the related meeting minutes included in the Meeting Package. It was asked if there were any comments or questions on such minutes and none were raised.

#### 3. Annual Conflict of Interest Forms

It was noted that the City of New York's (the "<u>City</u>") Annual Conflict of Interest forms were due and informed directors that they may be receiving an email to complete such Annual Conflict of Interest forms.

### 4. Resolution to Amend By-Laws

Reference was made to the Resolution to Amend the Corporation's By-Laws to allow for the director of the Mayor's Office of Climate and Environmental Justice Policy to appoint a designee to the Board. An overview of given orally on the matter, and it was asked if there were any comments or questions on such minutes and none were raised. A motion to approve Resolution 1 was made, seconded and unanimously approved.

## 5. Resolution to Amend Kresge Guaranty

Reference was made to the Resolution to Amend the Kresge Guaranty ("Resolution 1"). An overview of given orally on the matter and it was asked if there were any comments or questions on such minutes and none were raised. A motion to approve Resolution 2 was made, seconded and unanimously approved.

# 6. Resolution to Amend Investment Policy

Reference was made to the Resolution to Amend the Corporation's Investment Policy ("Resolution 2"). An overview of given orally on the matter, a discussion was had and multiple questions were asked and answered. A motion to approve Resolution 3 was made, pending further revisions by the Corporation, seconded and unanimously approved.

#### 7. <u>Interim Financial Update</u>

Reference was made to the financial condition of the Corporation. An overview was given orally on the matter, concluding that the Corporation was in a strong financial position. A discussion was had and multiple questions were asked and answered.

#### 8. Other Matters.

Oral presentations and updates were given on various other topics, the Inflation Reduction Act, including prospective transactions in the "pipeline", successes in attracting philanthropic financial support, possible plans for that could be taken with respect to the Corporation's employees returning to work in person in the office, the loans in the Corporation's portfolio that are considered "monitored situations" (including the loans for the projects known as 11 West 126th St. and Cubit), and the status of the City's C-PACE program. Additionally, oral updates were given on the Corporation's Strategic Plan and the Corporation's hiring efforts as well as areas for board engagement.

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

# NEW YORK CITY ENERGY EFFICIENCY CORPORATION BOARD OF DIRECTORS

# **RESOLUTION 1**

# **Amendment to Kresge Guarantee**

WHEREAS, the business of the New York City Energy Efficiency Corporation (the "<u>Corporation</u>") includes, without limitation, providing loans to finance clean energy projects in buildings that benefit low- and moderate-income ("<u>LMI</u>") communities; and

WHEREAS, The Kresge Foundation (the "<u>Guarantor</u>") believes the Corporation's charitable lending programs have great potential to scale financing for clean energy projects that that benefit LMI communities, furthering the goals of Guarantor's Environmental and Social Investment programs;

WHEREAS, in that certain guarantee dated February 20, 2020, Guarantor agreed to provide a guarantee from Guarantor in the maximum amount of \$3,000,000 to enable the Corporation to increase its financing of projects that bring solar energy and storage systems to LMI communities (the "Guarantee"), and which the Board of Directors of the Corporation (the "Board") approved pursuant to a written resolution at the Board meeting held on February 5, 2020 (the "Resolution");

WHEREAS, the Corporation and Guarantor wish to amend and restate the Guarantee to enable the Corporation to use a portion of the Guarantee's uncommitted funds for a broader array of energy conservation measures and Corporation loan products (the "<u>Amended and Restated Guarantee</u>"); and

WHEREAS, the Board considers it to be advisable and in the best interests of the Corporation for the Corporation to amend and restate the Guarantee with Guarantor.

#### NOW, THEREFORE, IT IS HEREBY RESOLVED, that:

- 1. the Corporation is authorized to enter into the Amended and Restated Guarantee with Guarantor and perform its obligations thereunder;
- 2. the President of the Corporation, Curtis Probst, is hereby authorized on behalf of the Corporation to take, from time to time, all or part of any of the following actions on behalf of the Corporation: (a) execute and deliver, to the Guarantor, the Amended and Restated Guarantee on such terms and containing such conditions as the President may consider satisfactory; (b) execute and deliver, to the Guarantor, all other agreements, documents and instruments ancillary to the Amended and Restated Guarantee, as necessary to effect the transactions contemplated therein; (c) cause the Corporation to perform its obligations as set forth in such Amended and Restated Guarantee and/or such other agreements, documents and instruments; and (d) enter into future amendments of the Amended and Restated Guarantee as the President may consider prudent and in the best interests of the Corporation;

- 3. all acts and deeds pertaining hereto and/or to the Amended and Restated Guarantee done by any director or officer of the Corporation for and on behalf of the Corporation in entering into, executing, acknowledging, or attesting to the arrangements, agreements, instruments or documents contemplated herein or in the Amended and Restated Guarantee, and in carrying out the terms and intentions of these resolutions and the Amended and Restated Guarantee are hereby ratified, approved and confirmed; and
- 4. the resolutions set forth herein are the only resolutions relating to the subject matter hereof adopted by the Board; such resolutions have not been amended, modified, revoked or rescinded since the date of their adoption; and such resolutions are not inconsistent with or in conflict with any other currently effective resolutions of the Board.

# NEW YORK CITY ENERGY EFFICIENCY CORPORATION BOARD OF DIRECTORS

#### **RESOLUTION 2**

#### **New Investment Policy**

WHEREAS, under various laws of the State of New York, including the Public Authorities Law and the New York Not-for-Profit Corporation Law, the New York City Energy Efficiency Corporation (the "Corporation") is required to have an investment policy and investment guidelines (the "Investment Policy") which govern the investment of the Corporation's funds before such funds are disbursed for programmatic purposes;

WHEREAS, the Corporation's current Investment Policy was last reviewed and approved by the Board of Directors of the Corporation (the "Board") as part of the Corporation's Policies and Procedures Manual in October of 2018 (the "Old Investment Policy");

WHEREAS, the President and Treasurer of the Corporation, and the Audit and Finance Committee of the Corporation (the "A&F Committee") all consider it prudent and in the best interests of the Corporation to revise and update the Old Investment Policy;

WHEREAS, on February 7, 2023, the A&F Committee approved a new policy to replace the Old Investment Policy (a copy of such new policy being attached hereto as <u>Exhibit A</u> (the "<u>New Investment Policy</u>");

WHEREAS, the A&F Committee recommends that the Board approve the New Investment Policy as further described below; and

WHEREAS, the Board has duly reviewed and considered the New Investment Policy and considers it to be desirable and in the best interests of the Corporation to replace the Old Investment Policy with the New Investment Policy as further described below.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that as of February 8, 2023, the Board approves the New Investment Policy to replace the Old Investment Policy in its entirety with the New Investment Policy serving as the current Investment Policy of the Corporation; and

IT IS FURTHER RESOLVED, that the President and the Treasurer of the Corporation are hereby authorized and directed to take such further action from time to time as they consider necessary or appropriate to implement the New Investment Policy in accordance with its terms.

# EXHIBIT A

New Investment Policy

[Intentionally Omitted]