NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 164th Audit and Finance Committee Meeting
Held on June 23, 2026

Pursuant to a notice and agenda dated June 12, 2026, a copy of which is annexed hereto, the one hundred sixty-fourth (164th) meeting of the Audit and Finance Committee (the "Committee") of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the "Authority") was convened at 12:00 p.m. on Tuesday, June 23, 2026 at the NY Green Bank Office ("NYGB") located at 1333 Broadway, Suite 300, New York, New York, and at the Authority's Albany Office located at 17 Columbia Circle, Albany, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Charles Bell, *Vice Chair (Acting Chair) of the Authority,* attended from NYGB
Jennifer Hensley attended from NYGB
Lindsay Greene attended from NYGB

Committee Chair Jay Koh and Member Sherburne Abbott were unable to attend.

Also present were Doreen Harris, President and CEO; John Williams, Chief Policy Officer; Emily Jamieson, Chief Financial Officer; Anthony J. Fiore, Chief Program Officer; Peter J. Costello, Chief Operating Officer; Kathleen O'Brien-NeJame, General Counsel and Secretary to the Authority; Sara L. LeCain, Senior Counsel and Secretary to the Committee; Dean Geesler, Jen Roberts, and Lisa Pagliaro from KPMG LLP; Michael Hernandez, Member of the Public; and various other staff of the Authority.

The Committee's Chair, Jay Koh was unable to attend the meeting; therefore Acting Chair Bell called the meeting to order and noted the presence of a quorum. Notice of the meeting was provided to the Committee Members on June 12, 2026 and to the press on June 15, 2026.

Acting Chair Bell indicated that the first item on the agenda concerned the approval of the minutes of the one hundred sixty-third (163rd) Committee meeting held on April 29, 2026.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the minutes of one hundred sixty-third (163rd) meeting held on April 29, 2026, were approved.

Acting Chair Bell indicated that the next item on the agenda was the Annual Investment Report of the Authority and the *Investment Guidelines, Operative Policy and Instructions (June 2026)* ("Investment Guidelines"). The Authority's Vice President Finance and Controller Christopher Russell discussed this item.

VP Russell stated that pursuant to the requirements of the Public Authorities Law, the Committee was requested to adopt a resolution recommending approval of the Annual Investment Report for the year ended March 31, 2026 and the Authority's Investment Guidelines.

With respect to the Annual Investment Report, VP Russell indicated that the Annual Investment Report summarizes the composition of the investment portfolio as compared to the prior year by investment type and percentage of the total portfolio.

VP Russell reported that the amount of the Authority's total investments increased by $447.9 million to $2.76 billion. The Authority's investment income decreased by $5.3 million primarily due to lower average prevailing market rates. The average annual rate of return for all investments was 3.51%, down from last fiscal year's 4.82%.

VP Russell indicated that the Authority's independent auditors issued a report stating that nothing came to their attention to indicate that the Authority was not in compliance with the provisions of the Investment Guidelines.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 527

RESOLVED, that the "Investment Guidelines, Operative Policy and Instructions (June 2026)," as presented at this June 23, 2026 meeting are hereby recommended for approval by the Board; and

BE IT FURTHER RESOLVED, that the Authority's "2025-2026 Annual Investment Report," for the year ended March 31, 2026, as presented at this June 23, 2026 meeting, is hereby recommended for approval by the Board to be adopted as the annual investment report of the Authority required by Section 2800 and Section 2925(6) of the Public Authorities Law.

Acting Chair Bell indicated that the next item on the agenda was the Annual Investment Report for the NYSERDA OPEB (Other Post-Employment Benefits) Trust and Investment Policy Statement for the NYSERDA OPEB Trust.

VP Russell explained that the OPEB Investment Report summarizes the contributions, investment income, benefit payments, and administrative expenses for this fiscal year ended March 31, 2026. The OPEB Investment Report also provides the balance of investments in total and by asset category in comparison to the target levels established in the Investment Policy Statement.

VP Russell reported that the market value of the OPEB Trust's investments, as of March 31, 2026, was approximately $84.6 million, an increase of about $9.2 million from the prior fiscal year end. This increase was primarily because of market performance over the past twelve months. As of the most recent actuarial valuation, the OPEB Trust was 92.21% funded compared to its OPEB liability. The total return on the OPEB Trust was 11.4% for the last fiscal year and was in line with the portfolio benchmark indexes.

VP Russell indicated that the lifetime average annual return on the OPEB Trust is approximately 7.4%. This is above the actuarially estimated long-term expected return of the OPEB Trust of 6.5% which is based on the actuary's projections for long-term expected returns for the weighted average indices. The long-term rate has been included in the financial statements footnote disclosures and has been reviewed and deemed reasonable by the independent auditors.

VP Russell stated that no changes to the Investment Policy Statement were recommended.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 528

RESOLVED, that the "NYSERDA OPEB Trust Annual Investment Report" for the year ended March 31, 2026, as presented at this June 23, 2026 meeting is hereby recommended for approval by the Board as the annual investment report of the NYSERDA OPEB Trust required by Section 2800 and Section 2925(6) of the Public Authorities Law.

Acting Chair Bell indicated that the next item on the agenda concerned the financial statements of the Authority and NY Green Bank ("NYGB") for the fiscal year 2025-2026.

VP Russell indicated that the Committee was being asked to adopt a resolution approving the annual audited financial statements for the fiscal year ending March 31, 2026 for the Authority and NYGB. Both financial statements included a clean opinion from the Authority's independent auditors KPMG LLP ("KPMG"), which noted no instance of non-compliance or material weakness or uncorrected misstatements.

VP Russell explained that total assets increased by $600 million to $3.96 billion primarily due to RGGI auction results; timing differences on specific REC/ZEC payments back to LSEs, including Production Tax Credits to Nuclear units; and Green Jobs-Green New York ("GJGNY") bond sale proceeds which were offset by increased loan originations as the terms remain favorable relative to the market.

VP Russell reported that the Authority's government-wide loans and financing receivables increased by $104.4 million, which reflect GJGNY and NYGB loan balances, which increased $34.4 million and $71.9 million.

VP Russell noted that total liabilities increased $56.9 million primarily due to the increase in Bonds Payable and Lessee obligations as the Authority consolidate workspace in the NYC office. Bonds Payable saw a $31.9 million increase because of a new issue of $60 million and offsetting principal repayments of prior issued bonds.

VP Russell noted that the Long-Term Liabilities included an actuarial valuation increase in Net Position Liability of $4.8 million.

VP Russell reported that the Net Position increased by a total of $551.0 to $3.21 billion. The increase attributed to the previously mentioned items in addition to revenues received from the last year of the Clean Energy Standard ("CES") Alternative Compliance payments. Unrestricted net position increased to $31.6 million primarily from planned capital asset investments and remains less than 1% of the total Net Position.

VP Russell reported that total revenues of $2.1 billion or a decrease of 6.7% from the last fiscal year primarily due to an increase in Utility Surcharge Assessments mainly in the Clean Energy Fund ("CEF") of $38.7 million and Energy Storage of $40.5 million.

VP Russell reported that the total revenues of $1.5 billion were down $208.5 million or 12.1% lower than last year. Program expenditures comprised 90% of total expenses and decreased $224.8 million from the prior year.

Next, VP Russell explained that the Members' meeting package included separate stand-alone financial statements for NYGB, which ended the fiscal year with $1.4 billion in total assets. This consists primarily of loans and financing receivables of $720.9 million, along with $691 million in cash and investments.

VP Russell reported total NYGB revenues of $33.69 million, expenses totaling $18.3 million, and a resulting increase in net position of$15.6 million, principally related to the net impact of deployed capital, investment income, and reasonable loan transaction fees.

VP Russell indicated that NYGB's cumulative net income from inception is $132.7 million and explained that the cumulative net income has supplemented the original capitalization realized through the Clean Energy Fund order, which now brings NYGB's net position to $1.13 billion, roughly 35% of the Authority's overall net balance.

Lastly, VP Russell noted the Authority's control environment remains strong; the Authority continues to diversify finding resources though there is significant uncertainty with respect to federal grant funding; the pace of expenditures is appropriate given the work scope and targets and NYGB is well-positioned to continue its financing support of our mission; and the unrestricted net position remains appropriate to meet working capital needs.

Acting Chair Bell noted that the Committee would consider the recommendation of the approval of the financial statements of the Authority and NYGB after the executive session.

Acting Chair Bell indicated that the next item on the agenda was to consider a resolution to meet in executive session for the purpose of discussing the Authority's financial condition and to discuss the employment history of a particular person.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 529

> RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Members of the Audit and Finance Committee of the New York State Energy Research and Development Authority shall convene in executive session on June 23, 2026 for the purpose of reviewing the financial condition of the Authority and to discuss the employment history of a particular person.

Following the executive session, Acting Chair Bell reconvened the meeting in open session and confirmed that no formal action was taken during the executive session.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 530

RESOLVED, that the Financial Statements of the Authority and the Financial Statements of NY Green Bank as of March 31, 2026, as presented at this June 23, 2026 meeting is hereby recommended for approval by the Board as the financial reports required by Sections 1867(1) and 2800 of the Public Authorities Law.

Acting Chair Bell indicated that the next item on the agenda was the Annual Bond Sales Report and asked the Authority's Chief Financial Officer ("CFO") Emily Jamieson to discuss this item.

CFO Jamieson stated that pursuant to requirements of the Public Authorities Law, the Members are requested to adopt a resolution approving the submission of the Annual Bond Sales Report. The Annual Bond Sales Report indicates that during the year, the Authority completed one new issuance, four retirements, and no conversions or refundings were completed. The schedule of Authority bonds outstanding provides a detailed listing of the Authority's bonds issued and outstanding as of March 31, 2026, totaling approximately $1.3 billion.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 531

RESOLVED, that the Authority's Annual Bond Sales Report for the fiscal year April 1, 2025 through March 31, 2026, and the information contained therein, as presented at this June 23, 2026 meeting is hereby recommended for approval by the Board for submission pursuant to Section 2800 of the Public Authorities Law.

Acting Chair Bell indicated that the next item on the agenda was to consider a resolution recommending the approval of the Audit and Finance Committee Charter.

Acting Chair Bell stated that pursuant to the Public Authorities Accountability Act of 2005, each of the Authority's Committees adopted Charters setting forth each Committee's responsibilities. One of those responsibilities is to periodically review its Charter and determine what, if any, amendments need to be made. These recommendations are then presented to the full Board for consideration and approval. Counsel's Office continually monitors relevant guidance from the Authorities Budget Office; the Comptroller's Office; legislation; and other authority practices to determine whether to recommend any modifications. Other authorities include: the New York Power Authority; the Long Island Power Authority; the New York State Dormitory Authority; and the New York State Environmental Facilities Corporation. Management did not recommend any changes to the Audit and Finance Committee Charter.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 532

> RESOLVED, amendments to the Authority's Audit and Finance Committee Charter as presented for consideration at this June 23, 2026 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in their discretion, may deem necessary or appropriate, is recommended for adoption and approval by the Board.

Acting Chair Bell indicated that the last item on the agenda was other business. There being no other business, Acting Chair Bell called for a motion to adjourn.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the meeting was adjourned.

Respectfully submitted,

Sara L. LeCain

Sara L. LeCain
Secretary to the Committee

NOTICE OF MEETING AND AGENDA

June 12, 2026

TO THE GUESTS OF THE AUDIT AND FINANCE COMMITTEE:

PLEASE TAKE NOTICE that the one hundred sixty-fourth (164th) meeting of the AUDIT AND FINANCE COMMITTEE of the New York State Energy Research and Development Authority will be held at the NY Green Bank Office located at 1333 Broadway, New York, New York, and NYSERDA's Albany Office located at 17 Columbia Circle, Albany, New York, on Tuesday, June 23, 2026, commencing at 12:00 p.m., for the following purposes:

1. To consider the Minutes of the 163rd meeting held on April 29, 2026.

2. To consider and act upon a resolution recommending approval of the Annual Investment Report of the Authority and the "*Investment Guidelines, Operative Policy and Instructions (June 2026)*."

3. To consider and act upon a resolution recommending approval of the Annual Investment Report for the NYSERDA OPEB (Other Post-Employment Benefits) Trust for the year ended March 31, 2026.

4. To receive the Financial Statements of the Authority and NY Green Bank for fiscal year 2025-2026.

5. To consider and act upon a motion to enter into executive session for the purpose of reviewing the financial condition of the Authority.

6. To consider and act upon a resolution recommending approval of the Financial Statements of the Authority and NY Green Bank for fiscal year 2025-2026.

7. To consider and act upon a resolution recommending approval of an annual bond sales report.

8. To consider and act upon a resolution recommending approval of the Audit and Finance Committee Charter.

9. To transact such other business as may properly come before the Committee.

Members of the public may attend the meeting at any of the above locations or via the video conference which can be accessed at https://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings. In order to expedite the entry procedures established by the building management at any of the above locations, any members of the public planning to attend the meetings in person should arrive in advance of the meeting and must be prepared to show valid photo identification upon arrival.

The Authority will be posting a video and a transcript of the meeting to the web as soonas practicable after the meeting. The video and transcript will be posted at http://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings.

Sara L. LeCain
Secretary to the Audit and Finance Committee