

**NYSERDA'S 162<sup>ND</sup> AUDIT AND FINANCE COMMITTEE MEETING**  
**January 26, 2026**  
Clean Copy of Transcript

**Jay Koh:**

Hello? Hi, Chuck.

**Charles Bell:**

Hello.

**John Campagna:**

I can hear whoever that was. We already recording is up for when you guys are ready.

**Doreen Harris:**

Great to see you, Jay. We were just waiting to make sure we had sufficient Members to commence this Committee meeting and Sara LeCain is going to advise when we reached that number.

**Jay Koh:**

Great. Fantastic. Hope everybody's enjoying the snow or surviving it. Can you guys hear my audio? Yes?

**Doreen Harris:**

Yes.

**Charles Bell:**

Yeah, you're a little low, but I can hear.

**Jay Koh:**

Yeah, let me try and see.

**Charles Bell:**

Yeah, we got over a foot here in Westchester.

**Jay Koh:**

Wow. Is that any better?

**Charles Bell:**

Yes. That's good.

**Doreen Harris:**

Yep.

**Sara LeCain:**

Okay, good. We do have quorum. We're still waiting for one Member, but if you want to start, we can. And the recording is up.

**Jay Koh:**

Great. Then why don't we get started if that's okay, Sara? We have a quorum?

**Sara LeCain:**

Yes.

**Jay Koh:**

All right. Well, and I call this meeting to order. Notice of the meeting and an agenda was forwarded to Committee Members on January 16th, 2026 into the press on January 20, 2026. A revised agenda was issued on January 23, 2026. I direct that a copy of the notice and agenda as well as the revised agenda being next to the minutes of this meeting. To confirm that we have a quorum, I would like each of the Committee Members to introduce themselves as they appear on screen. And if additional Committee Members join, then I would ask them to also announce themselves. I will go first. I am Jay Koh, Chair of the Committee.

**Charles Bell:**

Chuck Bell, Member of the Committee and Acting Chair of the Authority.

**Jen Hensley:**

Jen Hensley, Member of the Committee, Member of the Board.

**Jay Koh:**

Anyone else? Okay. I think that confirms that we have a quorum. Is that right, Sara?

**Sara LeCain:**

Yes, that is correct.

**Jay Koh:**

Great. Thank you. Public Officers Law Article 7, the Open Meetings Law allows a public body to conduct its meetings by video conference when one, Governor Hochul declares a state of emergency pursuant to Section 28 of the Executive law. And two, the public body finds that the circumstances necessitating the emergency declaration impairs its ability to hold an in-person meeting. The government declared a state of emergency on Friday, January 23 by issuing Executive Order 57, pursuant to the power vested and heard by Section 28 of the Executive law. And I would therefore like to call for a motion acknowledging that storm conditions underlying such emergency declaration has impaired our ability to hold an in-person meeting thereby necessitating the need to hold this meeting by video conference. May I have a motion concurring with this method of conducting the meeting?

**Jen Hensley:**

So moved.

**Jay Koh:**

Second.

**Charles Bell:**

Second.

**Jay Koh:**

All in favor? Aye.

**Members of the Committee:**

Aye. Aye.

**Jay Koh:**

Any opposed? The Committee concurs. This meeting is being streamed simultaneously on the internet and the Authority will post a video and a transcript of this meeting on the web. Thank you. The first item in the agenda is the approval of the minutes of the 161st Committee meeting held on October 22, 2025. Are there any comments on the minutes? May I have a motion approving minutes?

**Charles Bell:**

So moved.

**Members of the Committee:**

Second. Second.

**Jay Koh:**

All in favor?

**Members of the Committee:**

Aye. Aye.

**Jay Koh:**

Opposed? The minutes have been approved. The next item on the agenda is a resolution recommending approval of the issuance of bonds to finance the Green Jobs Green New York program. Luis Aguirre-Torres, the Authority's Director of Financial Planning and Financing solutions will discuss this item. Luis?

**Luis Aguirre-Torres:**

Thank you. Good morning. The Committee Members are requested to recommend adoption of a resolution, recommending Board approval to authorize the issuance of the residential clean energy and energy efficiency financing green revenue bonds series 2026A in aggregate principal amount not to exceed \$60 million. This bond issuance allows for the continuing financing of residential energy efficiency and clean energy loans issued through the Green Jobs-Green New York program. An approval motion and supporting materials are included in your Board packet. As a brief context, the Green Jobs-Green New York program improves affordability by providing New Yorkers with access to energy assessments, installation services, and low interest financing for efficiency improvements and clean energy installations. The Green Jobs-Green New York Act of 2009 and subsequent amendments directed the Authority to establish a

revolving loan fund that would provide loans for such improvements in single family and multifamily buildings, small business facilities, and not-for-profit corporations.

The Act initially funded the program with \$112 million from Regional Greenhouse Gas Initiative proceeds. Over time, it has been further supported with new funding via radio auction proceeds and especially by recycling capital to leverage that initial funding. One way of recycling capital that's been cost-effective is to issue bonds collateralized with loan repayments, including loans previously used as collateral for prior bond issuances, which since then have been paid off, hence providing additional leverage. To that end, it is proposed that NYSERDA continues with this annual practice of issuing bonds to help replenish the Green Jobs-Green New York revolving loan fund at some point within the upcoming 12 months. The exact timing for the bond issues will be determined in consultation with our financial advisors and underwriter and considering market conditions and liquidity needs. At present, we're aiming for a mid-June issuance, but this may shift depending on diverse market factors.

The upcoming issuance will, of course, be comprised of high credit quality loans and structure to provide a viable path so that we have a fully subscribed and market competitive bond offering. The bonds are anticipated to be labeled as green bonds and verified as such through a second party opinion. With a maximum maturity of 20 years, the bond will be fixed rate fairly taxable and based on the interest rate of the underlying loans and will carry a weighted average interest rate not to exceed 7%. The bond will be secure by a pledge of loan repayments, including the anticipated levels of prepayments and defaults, and it's structured to provide excess revenues relative to schedule principle and interest payment on the bonds, essentially over collateralized for assurance. The bonds will be structured to meet a single A rating category as established by Kroll Bond rating agency, and the bonds will be underwritten by Ramirez & Co., which was competitively selected and approved by the Board to provide underwriting services for this purpose.

These are limited obligations of the Authority. They are payable solely from the loan repayments. Staff are also exploring the use of bond insurance or other credit enhancement for the bonds. If it is determined that such credit enhancement will facilitate the sale of bonds on a cost-effective basis or lower the debt service on the bonds, NYSERDA proposes to enter into agreements with the providers of such credit enhancement, if so authorized through approval of the motion put forward today for Board consideration. And finally, from a process standpoint, the bonds will require the approval of the Public Authorities Control Board and certain aspects will require approval by the Office of the State Controller and the New York State Department of Tax and Finance. As written, the issuance may occur as late as January 25th, 2027, which by design allows certain amount of flexibility in the issuance timeframe. This one-year window has been found to be aligned with recent state practice for the <inaudible> authorizations and is acceptable per our bond counts. I'll be happy to answer any questions the Committee may have.

**Jay Koh:**

Thank you very much, Luis. Are there questions for Luis regarding the Green Jobs-Green New York approval for issuance of bonds over the next 12 months, as discussed in the materials? I also wanted to recognize Shere Abbott, who I think has joined. Shere, you wanted to state your name and your Membership of the Committee and the Board? We'll Come back to Shere in a bit.

Just wanted to note here that this is consistent with prior practice. Is that correct, Luis, of issuance of green bonds and these refinancing mechanisms?

**Luis Aguirre-Torres:**

Yes. This is normally the form in which we recycle our capital and leverage some of the public funds that we're using.

**Jay Koh:**

And it supports the broad objectives of making sure that we're increasing affordability and access to clean energy for ratepayers and New York taxpayers. Is that right?

**Luis Aguirre-Torres:**

That's correct.

**Jay Koh:**

Great. We have a motion recommending approval of the issuance of bonds to finance the Green Jobs-Green New York program.

**Charles Bell:**

So moved.

**Jen Hensley:**

Second.

**Jay Koh:**

Second. All in favor?

**Members of the Committee:**

Aye. Aye.

**Jay Koh:**

Any opposed? The financing of the Green Jobs-Green New York program is recommended for approval. The next item on the agenda is reporting the Authority's risk assessment work and proposed amendments to the Internal Control Manual. Pam, will you please discuss this item?

**Pam Poisson:**

Yes. Good morning, Chair Koh and fellow Committee Members. I'm Pam Poisson NYSERDA's CFO. And today the Committee Members are requested to adopt a resolution that recommends that the Board approve updates to NYSERDA's Internal Control Manual. Consistent with New York State Comptroller standards for internal controls, NYSERDA regularly reviews risks and controls to help ensure that those risks are understood and that appropriately matched controls are in place to mitigate those risks. Within this work, we ensure regular review and updates to the internal controls manual or ICM, and present those for Committee and then Board approval as we are doing today. You may recall that we substantively overhauled the ICM in 2023 to simplify it and make it more evergreen. That has proven out in practice with just a few updates

needed at this time. As noted in our meeting materials, the proposed updates focus on the following items along with several non-substantive editorial refinements.

First, to update to incorporate our new vision, mission, and promises were approved by the Board last year, and highlighting our leadership role in the State Energy Planning Board and acknowledging the evolution of the energy landscape in our state. We've also clarified the scope of our monitoring of federal and state legislative and regulatory actions to stay well prepared and aligned with overall state direction and added references to key policy and practice updates, particularly addressing AI and other emerging IT technology threats and opportunities. The manual, as you know, is required reading for all NYSERDA staff and Board Members, and through onboarding, training, and tone from the top, we work hard to foster adherence. Relatedly, NYSERDA similarly conducts periodic risk and control self-assessments or RCSA that are spearheaded by the Internal Controls Officer a role I currently fill, and that RCSA is geared to identify and protect from potential threats and vulnerabilities that may threaten achievement of our mission, to integrate activities, plans, attitudes, policy, systems, and efforts, and finally to keep internal controls well matched to risk, not over or underweighted.

As I think you have heard in past updates, I can confirm that NYSERDA has made substantive progress addressing the risks that were surfaced through our last RCSA that required further attention, with particular improvements made to align our goals and workscope entity-wide, both through the institution of a system of objectives and key results and an updated framework guided by the State Energy Plan. We've achieved what we believe to be adequate staffing and skills that we will continue to keep focused on, ensuring that we are including training and skillset development as our work evolves. We've implemented a sustainable delivery model, particularly focused on program rationalization and reducing historical institutional knowledge through improved process definition and job aids, and we've begun updates to technology systems to allow faster and more streamlined processes and better business intelligence. Looking ahead, we've recently assigned an internal resource to lead the next such RCSA, and with that action and our Director of Internal Audit now recently on board, we are preparing to conduct that review next quarter, updating our risk registers to utilize a recently updated standard process inventory for improved cross-entity alignment.

We, of course, as you know, also enforce rigorous control mechanisms in higher risk areas such as financial transactions and cybersecurity, working to complement internal reviews with external audits of our financial statements and system vulnerability assessments that are conducted by objective outside parties. On the cybersecurity front, just at the high level, I will note that our dedicated staff team that's supplemented by our Data Governance Counsel both provide ongoing objective guardrails and protections. Statewide surveys indicate continued strengths in this area, and several practice improvements have occurred as noted in your Board packet. The budget that will be proposed for Board approval later today supports necessary upgrades to allow controls to stay robust in light of a highly dynamic threat environment. This concludes my report and I will pause here for questions. Thank you.

**Jay Koh:**

Thank you, Pam. Are there any questions for Pam regarding the updates to the amendments to the Internal Control Manual? Seeing that, I just think it's a matter of good practice that we

continue to update this and review it on an annual or regularized basis, and happy to understand that the process that we went through back in 2023 has been successful in sort of making sure that we have a good process for this and the appropriate documentation for it. It's also good to know that the next RCSA will be accomplished in the next quarter or so, and happy to get more details as we move forward in that process as to what the specific topics are. I think broadly also, just wondering for Pam, one question is, the internal controls manual also applies, I think, broadly to the potential for a more systematic internal audit process and wanted to confirm that that is the case.

**Pam Poisson:**

Yes, it would be my view that that is. And I don't want to speak for a Director of Internal Audit who is also on this call, but I can say that my understanding is that the plans right now or that our internal audit plan for the coming year will be informed by this upcoming risk and control self-assessment so that we are drawing upon the latest internal knowledge that we have and then appropriately testing out those controls.

**Jay Koh:**

Fantastic. Thank you. Any other questions? We have a motion recommending approval of the amendments to the Authority's Internal Control Manual.

**Sherburne Abbott:**

So moved.

**Jen Hensley:**

Second.

**Jay Koh:**

All in favor?

**Members of the Committee:**

Aye. Aye. Aye. Aye.

**Jay Koh:**

And then Shere, you want to just announce yourself?

**Sherburne Abbott:**

Yeah, Shere Abbott, Member of the Board, Member of the Committee.

**Jay Koh:**

Thank you, Shere. Appreciate that. The Internal Control Manual is recommended for approval. Thank you, Pam. The next item on the agenda concerns a resolution to convene an executive session pursuant to Section 105A of the Public Officer's Law to discuss the Authority's information technology and cybersecurity controls. I have a motion to convene an executive session to discuss the Authority's information technology and cybersecurity controls.

**Jen Hensley:**

So moved.

**Jay Koh:**

A second.

**Charles Bell:**

Second.

**Jay Koh:**

All in favor?

**Members of the Committee:**

Aye. Aye.

**Jay Koh:**

Any opposed? The resolution is approved. The Committee Members, the Officers, the Acting General Counsel, the Committee Secretary, the Information Security Officer, and the Director of Internal Audit will now enter into executive session. During that time, the webcast will remain up. Upon our return, we will reconvene the meeting.

**Doreen Harris:**

Jay, this is Doreen. I see Chuck, Shere, and Jen. I think we have everyone back. Yep. Great. I think we should reconvene then. Sorry, your audio is- Sara, let us know when we're ready to go here. I can't really hear you. Jay, I think she said that recording is in progress, so you are good to go.

**Jay Koh:**

Okay. Okay. The meeting is reconvened in open session. No action was taken during the executive session. Are there any other additional items that the Committee Members wish to discuss? Okay. Seeing none, may I have a motion to adjourn?

**Charles Bell:**

So moved.

**Jen Hensley:**

Second.

**Jay Koh:**

A second. All in favor?

**Members of the Committee:**

Aye. Aye.

**Jay Koh:**

Opposed? This meeting is adjourned. Thank you very much, everyone.