

CERTIFICATE AS TO MINUTES

The undersigned, Secretary to the New York State Energy Research and Development Authority (“Authority”), hereby certifies that attached hereto is a complete and accurate copy of the minutes of the 254th Meeting of the Authority, duly held on October 5, 2021.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Authority this ___ day of October, 2021.

Peter J. Costello
Secretary

SEAL

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 254th Meeting
Held on October 5, 2021

Pursuant to a notice and agenda dated September 24, 2021 and to the press on September 27, 2021 of the New York State Energy Research and Development Authority (“Authority”) a meeting was convened on October 5, 2021 at 2:00 p.m. by videoconference.

The following Members of the Authority were present:

Sherburne Abbott
Charles Bell
Rory Christian
Arturo Garcia-Costas
Jay Koh
Sadie McKeown
Frances Resheske
Basil Seggos

Chair Kauffman and Members Dominguez and Quiniones were unable to attend.

Also present were Doreen Harris, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; John Williams, Vice President for Policy and Regulatory Affairs; Pam Poisson, Acting Chief Financial Officer; Peter Costello, Esq., General Counsel and Secretary; Sara LeCain, Esq., Senior Counsel; and various other staff of the Authority.

Ms. Harris called the meeting to order. The Notice and Agenda were forwarded to the Board Members on September 24, 2021 and the press on September 27, 2021. The meeting was held via videoconference. Ms. Harris explained that both the Chair and the Vice Chair were unable to attend the meeting. In such an event, the Authority’s By-laws authorize the President and CEO to exercise the powers of the Authority’s Chair; therefore, Ms. Harris would chair the meeting. Ms. Harris asked Peter Costello, to conduct a roll call. Each Member indicated their presence and Mr. Costello confirmed a quorum was present.

Before turning to the formal agenda, Ms. Harris welcomed the Authority's newest Member, Rory Christian who was recently named the Chair of the Public Service Commission, and as such will serve as an *ex-officio* Member of the Authority.

Ms. Harris indicated that the first item on the discussion agenda was a report from the Authority's President and CEO. Ms. Harris provided the Members with an update on recent organizational changes, including the promotion of individuals as vice presidents and adjustments made as a result of the retirement of Jeff Pitkin. Ms. Harris also provided the Members with an update on some of the Authority's work advancing the State's energy goals. Lastly, Ms. Harris discussed the recent awards of two green energy infrastructure projects to power New York City with wind, solar, and hydro power resources. Ms. Harris noted that the New York Power Authority ("NYPA") will be partnering with one of the awardees. Additionally, the awarded agreements will be filed with the New York State Public Service Commission ("PSC"). As a result, Ms. Harris noted the recusal of NYPA President Quiniones generally and that PSC Chair Christian would recuse on the vote to approve these contracts.

Next, Ms. Harris indicated that the Members would consider the items on the Consent Agenda. The adjustment to the Agenda was made to meet the scheduling concerns of the Members. There was one resolution to be considered and information on that item was included in the meeting package. Resolution No. 1641 would approve the periodic contracts report. Counsel's Office compared the list provided by Members of entities with which each Member is associated, which they believe may enter into contracts with the Authority to the list of contracts in the periodic contracts report. Counsel's Office reports just a few potential conflicts. Specifically, the Authority has entered into or anticipates entering into contracts with the Tier 4 selected proposers identified by PSC Chair Christian; the Cadmus Group identified by Jay Koh; Clean Path New York identified by Vice Chair Quiniones; and Consolidated Edison Company of New York identified by Frances Resheske. The Members confirmed their recusals.

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

Resolution No. 1641

RESOLVED, that the Periodic Contracts Report, covering the period May 16, 2021 through August 15, 2021, as presented at this meeting, including but not limited to the contracts identified therein which have been, or are expected to be, executed and which do have, or are expected to have, a period of performance in excess of one year, is hereby approved in accordance with Public Authorities Law Section 2879.

Ms. Harris then returned to the discussion agenda and indicated that the next item to be considered was a resolution to meet in executive session in order to discuss the employment history of a particular person.

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

Resolution No. 1642

RESOLVED, that pursuant to Section 105 of the Public Officers Law the Members of the New York State Energy Research and Development Authority shall convene in executive session on October 5, 2021.

The Members then entered into executive session.

The meeting was then reconvened in open session. Mr. Koh confirmed that no formal action was taken during the executive session.

Ms. Harris stated that the next item on the discussion agenda was the consideration of proposed amendments to the Authority's By-laws and Internal Control Manual. Peter Costello, the Authority's General Counsel and Secretary, explained that the Members are requested to adopt a resolution approving amendments to the Internal Control Manual and the By-laws. The majority of the amendments relate to NY Green Bank ("NYGB") and are designed to improve strategic alignment without negatively affecting internal controls, while at the same time improve transaction execution efficiencies. The remaining amendments would bring the

Authority's financial titles in line with current corporate convention and provide a designee with signing authority in the absence of the Director of Contract Management.

First, Mr. Costello detailed the changes associated with NYGB. Under the current operational documents of NYSERDA and NYGB, a proposed transaction is submitted to NYGB's scoring committee. For transactions that receive a passing score, the NYSERDA's President and CEO provides their approval in two subsequent steps. First, the NYSERDA President approves the transaction upon review and recommendation by NYGB's greenlight committee, after which the transaction moves from preliminary to full due diligence and from term sheet to definitive documentation. Second, the NYSERDA President, as the approving member of NYGB's Investment and Risk Committee ("IRC"), called the IRC, approves the transaction for closing upon review and recommendations made by the IRC, after which the NYGB President executes the closing documents for the transaction. In addition, post-closing the NYSERDA President approves any subsequent material modification of the closed transaction upon review and recommendations made by the IRC.

Mr. Costello explained that since its inception in 2013, NY Green Bank has achieved a successful track record as a responsible steward of ratepayer capital while advancing the clean energy goals of New York State. Accordingly, NYSERDA believes that it is appropriate and timely to streamline the process for approving transactions for closing and modifications by retaining the approval of the NYSERDA President early in a transaction's cycle, but following such approval allowing NY Green Bank to independently conduct the remainder of its transaction structuring, analysis and execution so long as the transaction remains within the parameters established by the NYSERDA President's approval. To effectuate this, the amendments to the Internal Controls Manual would remove the NYSERDA President (together with the NYSERDA Treasurer) from the IRC. Instead of the NYSERDA President, the NYGB President would be granted responsibility for approving transactions for closing after review by the IRC.

Mr. Costello indicated that to ensure the NYSERDA President retains sufficient oversight of transactions, NYGB's Operations and Procedures Manual would be revised to require the

NYSERDA President approve transactions reviewed by NYGB's scoring committee. Moving the NYSEERDA President's approval forward to this critical preliminary step of a transaction is the most efficient way of establishing the Authority's parameters for transactions for the rest of NYGB's approval process. As an additional check, the amended Internal Controls Manual would still require the NYSEERDA President to approve transactions recommended by NYGB's greenlight committee, which is the interim step in a transaction's approval process.

Mr. Costello explained that the NYSEERDA President's approval would only be subsequently required if the IRC reviews a transaction for closing or modification that is outside the parameters set by the NYSEERDA President and CEO at the scoring committee or greenlight committee. However, if the IRC reviews a transaction for closing or modification that is within the parameters set by the NYSEERDA President and CEO, the NYGB President will have the power to approve the transaction as a member of the IRC.

Mr. Costello indicated that the amended Internal Control Manual would also retain the NYSEERDA President and CEO's right to approve NYGB's Business Plan, Operations and Procedures Manual and solicitations. This will ensure that the NYSEERDA President and CEO maintains strategic oversight over NYGB even though the NYSEERDA President and CEO would no longer be a member of the IRC.

Mr. Costello stated that to reflect transaction approval changes, as discussed above, the amended By-Laws would replace the reference to the IRC to instead require transactions meet parameters set by NYSEERDA's President and CEO, or their designee from among the other NYSEERDA Officers. The amended By-Laws would also clarify that, upon recusal, the NYGB President can assign their power to execute documents to a non-sponsoring managing director of NYGB's Investment and Portfolio Management division.

Finally, Mr. Costello explained that the current By-Laws authorize the NYGB President and Managing Directors to execute agreements unrelated to a financial investment less than \$250,000 and \$50,000, respectively. The By-law amendments clarify that this authorization extends to amendments, waivers and consents.

Turning to other amendments, Mr. Costello indicated that the By-Laws currently use the title Treasurer to refer to the Officer responsible for the financial condition of the Authority. However, modern convention uses the title Chief Financial Officer. The By-Laws will be amended to bring it in line with this modern corporate convention. In addition, the description of the Chief Financial Officer (“CFO”) duties were revised to reflect that the Authority’s Information Security Officer reports to the CFO, and to remove the disposition of real property, as that function has been assigned to the Authority’s Vice President for Operations, who reports to the Authority’s President and CEO.

Lastly, Mr. Costello stated that Section 4 of Article 6 of the By-Laws authorizes the Director of Contract Management to execute contracts, agreements, and other instruments not to exceed \$100,000. The By-Laws are being amended to provide the Vice President for Operations with this authority in the absence, vacancy, disability or recusal of the Director of Contract Management.

In response to an inquiry from Mr. Koh, Mr. Costello indicated that there is nothing that prevents the Members from periodically reviewing these procedures to determine if they are still the most effective way for oversight of NYGB operations.

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

Resolution No. 1643

RESOLVED, that the amendments to the Authority’s By-laws and Internal Control Manual as presented at this October 5, 2021 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, are hereby approved and adopted; and

BE IT FURTHER RESOLVED, that the Members authorize the President and Chief Executive Officer to substitute all references to “Treasurer” with “Chief Financial Officer” in all Authority policies, procedures, guidelines, statements and other similar documents.

Ms. Harris indicated that the next item on the discussion agenda is the appointment of Pam Poisson as the Authority’s Chief Financial Officer and Internal Control Officer, succeeding Jeff Pitkin who retired in July 2021. Ms. Poisson joined the Authority in July 2021 and comes with extensive experience in the public and private sectors. Ms. Poisson began her career in government at the U.S. Department of Labor, then spent more than two decades working in the housing and financial market arena at Freddie Mac. She then shifted intentionally to clean energy and climate change when she was hired as CFO of the American Wind Energy Association in 2010, later being promoted to CFO and Senior Vice President of Operations. Just prior to joining the Authority, Ms. Poisson managed financial operations components of AWEA’s merger into American Clean Power.

Ms. Harris stated that Ms. Poisson is a graduate of The American University’s Kogod College and Business with a concentration in finance. She is certified in Diversity, Equity, and Inclusion in the Workplace, she also completed a component of the Sloan School Management Strategic Leadership Program and is a Toastmasters International “Competent Communicator.”

Mr. Koh added that as Chair of the Audit and Finance Committee (“AFC”) he welcomed Ms. Poisson to the role of CFO and looked forward to her leadership in continuing to shepherd the resources of New York State ratepayers.

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

Resolution No. 1644

RESOLVED, that pursuant to Section 1852(9) of the Public Authorities Law and Section 2 of Article III of the By-laws of the Authority, the Authority hereby appoints Pamela Poisson as the Chief Financial Officer of the Authority, effective October 5, 2021, to serve at the pleasure of the Authority and to perform the duties of the Chief Financial Officer as set forth in Section 3 of Article V of the By-laws and other duties as assigned by the Authority or the Chair; and

BE IT FURTHER RESOLVED, that the Members of the Authority do here approve the appointment of Pamela Poisson as the Authority’s Internal Control Officer, effective October 5, 2021; and

BE IT FURTHER RESOLVED, that the Members of the Authority do hereby approve the salary of the Chief Financial Officer, effective October 5, 2021, in the amount of \$190,000; and

BE IT FURTHER RESOLVED, that, with respect to such position, the Members do hereby approve the application of such rules for time, attendance, and compensation as are set forth in the Authority's Personnel Handbook and the Accounting Policies and Procedures Manual.

Ms. Poisson thanked the Members and looks forward to continuing the work of the Authority.

Next, Ms Harris asked Mr. Koh to provide the Members with a report on the AFC meeting held earlier in the day. Mr. Koh indicated that the AFC received a report from Ms. Poisson responding to questions about the NYSERDA OPEB trust that were raised by the AFC at its June 2021 meeting. The AFC discussed the responses and was pleased with the Authority's work.

Next, Mr. Koh indicated that the AFC received a status report on the Authority's work with LoanStreet. The AFC was able to ask questions and was satisfied with the response.

Lastly, Mr. Koh stated that Mary Peck, the Director of Internal Audit, provided the AFC with a report on Internal Audit's recent activities. The AFC had no concerns with the result of the recent audits.

Ms. Harris indicated that the next item on the discussion agenda was a report on the items discussed at the Program Planning Committee ("PPC") from its Chair, Sherburne Abbott. Ms. Abbott indicated that the PPC met earlier in the day. The PPC received a presentation on the development of the Strategic Outlook from Senior Vice President for Strategy and Market Development Janet Joseph, Director of Performance Management Jennifer Meissner, Vice President for Communities and Partnerships Jason Doling, and Vice President of Innovation John Lochner. The presentation included a discussion of the Authority's mission outcomes and focus areas. The PPC was able to ask questions and was pleased with the discussion.

Next, Ms. Harris stated that due to time constraints, the Members would only cover one of the remaining three items on the discussion agenda, the presentation on the Authority's Diversity, Equity, and Inclusion ("DEI") Strategic Plan. Ms. Harris indicated that the plan was the output of a several months effort across the Authority. The implementation of the Strategic Plan is a top priority for Ms. Harris and the entire leadership team. Ms. Harris then introduced Michelle Andry who was named the first DEI Officer in August 2021. Ms. Andry was a leading voice in the DEI efforts for the last couple of years and will be elevating these responsibilities moving forward by forming a new internal team and spearheading the execution of the plans and tactics to further DEI across the Authority.

Ms. Andry then provided the Members with a detailed explanation of the DEI strategic plan, including how it was developed, the key values, the primary objectives, the timeline and the budget. Ms. Andry noted that the implementation will include work internally at the Authority on both a staff and programmatic level. It will also include the implementation of DEI principles in the Authority's external work with contractors and customers. Ms. Andry stated that the success of the Authority's DEI work will require the input and cooperation of the Board.

The Members indicated their interest and asked to be kept involved in the continued DEI work at the Authority.

Ms. Harris indicated that the next item on the agenda was other business. There being no other business, Ms. Harris called for a motion to adjourn. Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the meeting was adjourned.