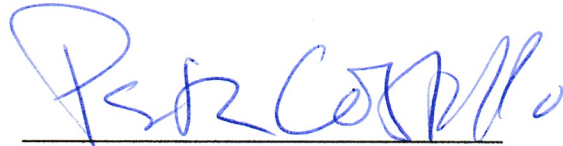


**CERTIFICATE AS TO MINUTES**

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 272<sup>nd</sup> Meeting of the Authority, duly held on October 22, 2025.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Authority this 28<sup>th</sup> day of October, 2025.



Peter J. Costello  
Secretary



NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY  
Minutes of the 272<sup>nd</sup> Board Meeting  
Held on October 22, 2025

Pursuant to a notice and agenda dated October 17, 2025, and revised agendas issued on October 21, 2025, and October 22, 2025 a meeting of the New York State Energy Research and Development Authority (“Authority”) was convened on Wednesday, October 22, 2025, at 1:00 p.m. at the Town Hall and Lounge located at 1400 Broadway, New York, New York, at 17 Columbia Circle, Albany, New York and at the New York State Department of Transportation (“NYSDOT”) located at 50 Wolf Road, Albany, New York. The three locations were connected by videoconference.

The following Members of the Authority were present:

Charles Bell, *Vice Chair (Acting Chair) of the Authority* attended from NYC

Sherburne Abbott attended from NYC

Rory Christian attended from NYC

MarieTherese Dominguez attended from NYSDOT

Justin Driscoll attended from NYC

Lindsay Greene attended from NYC

Kim Harriman attended from NYC

Jen Hensley attended from NYC

JoAnne Hewett attended from NYC

Jay Koh attended from NYC

Amanda Lefton attended from NYC

Member Dale Bryk was unable to attend.

Also present were Doreen Harris, President and CEO; John Williams, Chief Policy Officer; Pam Poisson, Chief Financial Officer; Anthony J. Fiore, Chief Program Officer; Peter J. Costello, General Counsel and Secretary to the Authority; Sara L. LeCain, Senior Counsel and Secretary to the Committees; various other staff of the Authority; and members of the public: Jasmine Graham

and Kyra Shassberger, MHET; Dana Levenberg, NYS Assembly; Saif Shah and Karen Tobia, Grasshopper Heating and Cooling; Thomas Wright, NY for Clean Power; Jay Best, Green Team LI/BPCAP; Jack Arpey, Capital Tonight/Spectrum; and Gabe Ricchio, Sierra Club.

Acting Chair Bell called the meeting to order and confirmed that a quorum was present. Notice of this meeting was provided to the Members and to the press on October 17, 2025. Revised notices and agendas were issued on October 21, 2025 and October 22, 2025.

Before turning to the discussion agenda Acting Chair Bell commended President and CEO Doreen Harris on her 15-year Anniversary at the Authority. Acting Chair Bell noted her five years as President and CEO, and her remarkable leadership that has helped guide the Authority through an era of rapid transition, as well as her technical expertise that can only be matched by her dedication to the work of the Authority.

Next, Acting Chair Bell turned to the discussion agenda and indicated that the first item on the discussion agenda was to receive a report from the Authority's President and CEO Doreen Harris. President and CEO Harris began by providing the Members with an overview of notable events including the Authority's 50<sup>th</sup> Anniversary; Climate Week; the Advanced Nuclear Summit; the State Energy Plan hearings; the Sustainable Future Program; an innovation and research petition; and COP30, the upcoming annual United Nations Climate Change Conference.

Next, President and CEO Harris discussed updates within the Authority's work and programs including the 2025 Land-Based Renewables Solicitation and Governor Hochul's directive directing state agencies to work together to responsibly advance shovel-ready renewable energy projects.

President and CEO Harris continued providing updates to the Members regarding the Empire Buildings Challenge noting that nearly \$28 million was awarded to advance energy efficiency and building electrification; and the Clean Green Schools Initiative noting that the Authority awarded \$23 million to four under-resourced school districts across New York State to create healthier, more comfortable learning environments under the Environmental Bond Act.

Lastly, President and CEO Harris provided the Members with updates regarding greenhouse gas emission reductions noting that the Authority recently awarded \$11 million to five hydrogen research and development projects.

Acting Chair Bell indicated that the next item on the discussion agenda was to consider a resolution to meet in executive session for the purpose of discussing the employment history of particular persons and safety matters affecting the Authority; and to meet in private session for the purpose of discussing attorney-client privileged matters.

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

Resolution No. 1779

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 22, 2025, for the purpose of discussing the employment history of particular persons and safety matters affecting the Authority; and

RESOLVED, that pursuant to Section 108 of the Public Officers Law shall convene in private session on October 22, 2025, for the purpose of discussing attorney-client privileged matters.

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

At this point Acting Chair Bell noted that Member Abbott left the meeting, and that Member Dominguez joined the meeting from NYSDOT.

Acting Chair Bell indicated that the next item on the discussion agenda was proposed revisions to the Authority's By-laws. Acting Chair Bell stated that the first proposed amendment was to add Section 8 to Article V of the By-laws creating the Chief Operating Officer. Acting

Chair Bell explained that the Authority was continuing to adapt to its shifting fiscal and policy context, by aligning its internal operations to effectively achieve its short and long-term objectives. The newly established Chief Operating Officer will be responsible for developing a strategic approach to the operations of the Authority to ensure achievement of its mission outcome, and generally to promote operational excellence, efficiency, and effectiveness.

Next, Acting Chair Bell asked Vice President for Operations Cheryl Glanton to discuss the remainder of the amendments to the Authority's By-laws. Vice President Glanton stated that the proposed amendment to Article VI, Section 4 of the By-laws proposed three changes: 1) to authorize the Director of Contract Management, consistent with the Authority's Internal Control Manual, to sign low-risk, low variability, low complexity contracts no more than \$5 million; 2) to change the signatory designee from the Vice President for Operations to the Associate Director of Contract Management in the event of absence, vacancy, disability, or recusal; and 3) to allow the Director of Contract Management to delegate signing authority of low-risk low variability, low complexity contracts no more than \$1 million to the Associate Director of Contract Management, and consistent with the Internal Control Manual.

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

#### Resolution No. 1780

RESOLVED, that the amendments to the Authority's By-laws as presented at this October 22, 2025 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 by the Board.

Acting Chair Bell indicated that the next item on the discussion agenda was the appointment of a new Chief Operating Officer. Acting Chair Bell stated that the Chief Operating Officer would be responsible for developing a strategic approach to the operations of the Authority to ensure achievement of its mission outcomes, and generally to promote operational excellence, efficiency, and effectiveness.

Acting Chair Bell announced that Peter Costello, the Authority's current General Counsel and Secretary had agreed to be considered for taking on this new appointment. Acting Chair Bell noted that prior to this appointment, General Counsel Costello served as the Authority's General Counsel and as NY Green Bank's ("NYGB") Head of Legal and Regulatory Affairs and that the Authority benefitted tremendously from General Counsel Costello's guidance throughout his tenure.

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

Resolution No. 1781

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 Peter J. Costello as the Chief Operating Officer of the Authority, effective October 22, 2025, to serve at the pleasure of the Authority and to perform the duties of the Chief Operating Officer as set forth in Section 6 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 hereby approve the salary of the Chief Operating Officer, effective October 22, 2025, in the amount of \$242,658.52 and any salary increases shall thereafter be calculated using the NYSERDA M8 total cash compensation cap + 6% formula as approved by the Members through Resolution 1758; 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.

General Counsel Costello thanked the Members and President and CEO Harris for their support.

Acting Chair Bell indicated that the next item on the discussion agenda was consideration of revisions to the Authority's Board Member Conflict of Interest Policy ("COI") and asked General Counsel Costello to discuss this item. General Counsel Costello indicated that the

Members were being asked to review and approve revisions to the Board Member COI Policy. The Authority's Ethics Officer and Counsel's Office continually review the COI policy to determine whether further refinement is needed because of amendments to ethics laws, applicable regulations or Authorities Budget Office guidance; along with responses provided to ethics inquiries, and questions received about the policy.

Next, General Counsel Costello explained that the revisions were to add language to two sections. First, to Confidential and Inside Information to clarify the duration of the duty not to disclose exits until such time as information becomes public. Second to Outside Activities to strongly encourage Members to consult with the General Counsel and/or Ethics Officer when considering a potential appointment to a third-party organization so that any potential conflict issues or impacts can be fully considered.

In response to an inquiry from Acting Chair Bell, Senior Counsel Colleen Dawson confirmed that Board Members are being asked to communicate with her prior to accepting any appointment to a third-party organization.

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

#### Resolution No. 1782

RESOLVED, that the Board Member Conflict of Interest policy submitted to the Members for consideration at this October 22, 2025 meeting with such non-substantive and editorial changes, are adopted and approved by the Board.

Acting Chair Bell indicated that the next item on the discussion agenda was to receive a report on the items considered by the Audit and Finance Committee ("A&FC") from its Chair, Jay Koh.

Member Koh reported that the A&FC met earlier in the day and confirmed that a quorum was present. The A&FC was introduced to the new Director of Internal Audit Jaime Fernandez and received a report from the Authority's outgoing Acting Director of Internal Audit, Dorraine

Teitsch-Gilligan on the recent activities of internal audit. The A&FC was able to ask questions and was pleased with the discussion.

Next, Member Koh reported that the A&FC considered the appointment of underwriters for the Authority. Chief Financial Officer Pam Poisson explained that the Authority's Financial Services Guidelines require that the Authority issue an RFP for underwriters' services. In May 2025, the Authority issued a competitive solicitation for investment banking and underwriting services. Following the submission of proposals, a scoring committee met and recommended one firm be presented to the Members for approval: Samuel A. Ramirez & Co., Inc. ("Ramirez").

The A&FC unanimously recommended the Board approve the appointment of Ramirez as underwriters.

Lastly, Member Koh indicated that CFO Poisson provided the A&FC with the proposed plans for the upcoming selection of independent auditors for the Authority. The Authority's current independent auditors, KPMG LLP is in the last year of a five-year agreement to provide audit services for the Authority and NYGB. The upcoming solicitation will be issued at the beginning of December 2025 and will seek similar services for the next five-year period beginning in fiscal year 2027 through fiscal year 2031. Proposals will be evaluated at the beginning of 2026 and the final recommendation will be presented to the Board at the April 2026 meeting.

Acting Chair Bell indicated that the next item on the discussion agenda was to receive a report from the Program Planning Committee ("PPC"). As the PPC Chair, Sherburne Abbott had to leave the meeting early, Acting Chair Bell provided the report.

Acting Chair Bell reported that the PPC met earlier in the day and received a report on several of the Authority's programs. The discussion was led by Chief Program Officer Anthony Fiore and included an update on the Energy Efficiency/Building Electrification Order from Senior Vice President for Clean and Resilient Buildings Susanne DesRoches; an energy storage briefing from Senior Vice President for Integrated Energy Solutions David Sandbank; a status report on NYGB from its President, Andrew Kessler; and a report on the recent Innovation and Research

Order from Vice President for Innovation Brandon Owens. The PPC was able to ask questions and was pleased with the discussion.

Acting Chair Bell indicated that the next item on the discussion agenda was to receive a report from the Waste and Facilities Management Committee (W&FMC"). Acting Chair Bell reported that the W&FMC completed its annual review of the W&FMC Charter, and no changes were recommended.

The W&FMC unanimously recommended that the Board approve the W&FMC Charter.

Next, Acting Chair Bell reported that the W&FMC received a report on the Authority's nuclear coordination activities from Senior Advisor for Policy and Regulatory Affairs Alyse Peterson. Lastly, Acting Chair Bell indicated that the W&FMC received a report updating the Committee on the demolition of the main plant process building and upcoming Phase 1B work at the Western New York Nuclear Service Center ("West Valley") from Senior Director Paul Bemba.

Acting Chair Bell noted that the resolution approving the W&FMC Charter would be considered as part of the consent agenda.

Acting Chair Bell indicated that the next item on the discussion agenda was to receive a report on the State Energy Plan ("SEP"). Senior Vice President for Policy, Analysis and Research Carl Mas provided the Members with an update on the status of the SEP.

In response to an inquiry from Member Harriman, Senior Vice President Mas explained that the New York Independent System Operator's ("NYISO") report is informing and that the numbers were embedded into the SEP.

In response to an inquiry from Member Koh, Senior Vice President Mas confirmed that considerations of the evolving physical risk are incorporated in the SEP.

Next, Acting Chair Bell turned to the consent agenda. There were three resolutions to be considered.

Resolution numbers 1783 and 1784 were recommended for approval by the Committees and resolution number 1785 will approve the Periodic Contracts Report.

With respect to the resolution approving the Periodic Contracts Report, Acting Chair Bell indicated that Counsel's Office compared the lists provided by Members of entities with which each Member is associated which they believe may enter into contracts with the Authority to the lists of contracts in the Periodic Contracts Report. Counsel's Office reported that there are five potential conflicts: New York Power Authority identified by Justin Driscoll; Columbia University identified by Rory Christian; Stony Brook University identified by JoAnne Hewett; and Cadmus and Columbia University identified by Jay Koh.

Members Driscoll, Christian, Hewett, and Koh confirmed their recusals from voting on those specific agreements.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Members present, the following resolutions were adopted.

Resolution No. 1783

RESOLVED, that the Members approve the selection of the firm of Samuel A. Ramirez & Co., Inc to serve as bond underwriters for the Authority related to its financings.

Resolution No. 1784

RESOLVED, amendments to the Authority's Waste and Facilities Management Committee Charter as presented for consideration at this October 22, 2025 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 adopted and approved by the Board.

Resolution No. 1785

RESOLVED, that the Periodic Contracts Report, covering the period May 16, 2025 through August 15, 2025, 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.

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 Members, the meeting was adjourned.



**KATHY HOCHUL**  
Governor  
**CHARLES BELL**  
Acting Chair  
**DOREEN M. HARRIS**  
President and CEO

## **NOTICE OF MEETING AND AGENDA**

October 17, 2025

TO THE MEMBERS OF THE OF THE NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY:

PLEASE TAKE NOTICE that a regular (the 272<sup>nd</sup>) meeting of the New York State Energy Research and Development Authority (“Authority”) will be held at the Town Hall and Lounge located at 1400 Broadway, New York, New York, at 17 Columbia Circle, Albany, New York and at the New York State Department of Transportation (“NYSDOT”) located at 50 Wolf Road, Albany, New York on Wednesday, October 22, 2025, commencing at 1:00pm., for the following purposes:

### **I. Discussion Agenda**

1. To receive a report from the President and CEO.
2. To consider and act upon a resolution to convene in executive session for the purpose of discussing the employment history of a particular person and a private session for the purpose of discussing attorney-client privileged matters.
3. To consider and act upon a resolution approving amendments to the Authority’s By-laws.
4. To consider and act upon a resolution approving amendments to the Authority’s Board Member Conflict of Interest Policy.
5. To receive a report from the Audit and Finance Committee.
6. To receive a report from the Program Planning Committee:
7. To receive a report from the Waste and Facilities Management Committee.

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#### **New York State Energy Research and Development Authority**

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9030-B Route 219  
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## II. Consent Agenda

1. To consider and act upon resolutions approving:
  - a. Underwriters for the Authority;
  - b. the Waste and Facilities Management Committee Charter; and
  - c. the periodic contracts report.

## III. To transact such other business as may properly come before the meeting.

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>. Those wishing to attend in person in New York City should enter on the side entrance located at 113 West 38th Street 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 soon as practicable after the meeting. The video and transcript will be posted at <http://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.



Peter J. Costello  
Secretary



**KATHY HOCHUL**  
Governor  
**CHARLES BELL**  
Acting Chair  
**DOREEN M. HARRIS**  
President and CEO

## **REVISED NOTICE OF MEETING AND AGENDA**

October 21, 2025

TO THE MEMBERS OF THE OF THE NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY:

PLEASE TAKE NOTICE that a regular (the 272<sup>nd</sup>) meeting of the New York State Energy Research and Development Authority (“Authority”) will be held at the Town Hall and Lounge located at 1400 Broadway, New York, New York, at 17 Columbia Circle, Albany, New York and at the New York State Department of Transportation (“NYSDOT”) located at 50 Wolf Road, Albany, New York on Wednesday, October 22, 2025, commencing at 1:00pm., for the following purposes:

### **I. Discussion Agenda**

1. To receive a report from the President and CEO.
2. To consider and act upon a resolution to convene in executive session for the purpose of discussing the employment history of a particular persons and a private session for the purpose of discussing attorney-client privileged matters.
3. To consider and act upon a resolution approving amendments to the Authority’s By-laws.
4. To consider and act upon a resolution appointing a Chief Operating Officer to the Authority.
5. To consider and act upon a resolution approving amendments to the Authority’s Board Member Conflict of Interest Policy.
6. To receive a report from the Audit and Finance Committee.
7. To receive a report from the Program Planning Committee:
8. To receive a report from the Waste and Facilities Management Committee.

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## **II. Consent Agenda**

1. To consider and act upon resolutions approving:
  - a. Underwriters for the Authority;
  - b. the Waste and Facilities Management Committee Charter; and
  - c. the periodic contracts report.

## **III. To transact such other business as may properly come before the meeting.**

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Peter J. Costello  
Secretary



**KATHY HOCHUL**  
Governor  
**CHARLES BELL**  
Acting Chair  
**DOREEN M. HARRIS**  
President and CEO

## **REVISED NOTICE OF MEETING AND AGENDA**

October 22, 2025

TO THE MEMBERS OF THE OF THE NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY:

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3. To consider and act upon a resolution approving amendments to the Authority’s By-laws.
4. To consider and act upon a resolution appointing a Chief Operating Officer to the Authority.
5. To consider and act upon a resolution approving amendments to the Authority’s Board Member Conflict of Interest Policy.
6. To receive a report from the Audit and Finance Committee.
7. To receive a report from the Program Planning Committee:
8. To receive a report from the Waste and Facilities Management Committee.
9. To receive a report on the State Energy Plan.

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## **II. Consent Agenda**

1. To consider and act upon resolutions approving:
  - a. Underwriters for the Authority;
  - b. the Waste and Facilities Management Committee Charter; and
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## **III. To transact such other business as may properly come before the meeting.**

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A handwritten signature in blue ink that reads "Peter Costello". The signature is written in a cursive, flowing style.

Peter J. Costello  
Secretary