



**BOARD OF DIRECTORS OF THE
CONNECTICUT GREEN BANK**
Regular Meeting Minutes

Friday, June 23, 2023
9:00 a.m. – 11:00 a.m.

A regular meeting of the Board of Directors of the **Connecticut Green Bank** (the “Green Bank”) was held on June 23, 2023.

Board Members Present: Bettina Bronisz, Thomas Flynn, Dominick Grant, Robert Hotaling, Adrienne Houël, Lonnie Reed, Brenda Watson, Hank Webster, Joanna Wozniak-Brown

Board Members Absent: John Harrity, Matthew Ranelli

Staff Attending: Emily Basham, David Beech, Priyank Bhakta, Joe Buonannata, Larry Campana, Sergio Carrillo, Shawne Cartelli, Louise Della Pesca, James Desantos, Catherine Duncan, Mackey Dykes, Brian Farnen, Bryan Garcia, Bert Hunter, Alex Kovtunencko, Cheryl Lumpkin, Daniel McGill, Jane Murphy, Ariel Schneider, Dan Smith, Eric Shrago, Fiona Stewart, Marianna Trief

Others present: None

1. Call to Order

- Lonnie Reed called the meeting to order at 9:04 am.

2. Public Comments

- No public comments.

Bryan Garcia acknowledged Binu Chandy and Victoria Hackett for their service to the Board of Directors and Chair Reed welcomed and introduced the newest members, Robert Hotaling and Hank Webster.

3. Consent Agenda

a. Meeting Minutes of April 21, 2023

Resolution #1

Motion to approve the meeting minutes of the Board of Directors for April 21, 2023.

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b. Under \$500,000 and No More in Aggregate than \$1,000,000 Staff Transaction Approvals

Resolution #2

WHEREAS, on January 18, 2013, the Connecticut Green Bank (the “Green Bank”) Board of Directors (the “Board”) authorized the Green Bank staff to evaluate and approve funding requests less than \$300,000 which are pursuant to an established formal approval process requiring the signature of a Green Bank officer, consistent with the Green Bank Comprehensive Plan, approved within Green Bank’s fiscal budget and in an aggregate amount not to exceed \$500,000 from the date of the last Deployment Committee meeting, on July 18, 2014 the Board increased the aggregate not to exceed limit to \$1,000,000 (“Staff Approval Policy for Projects Under \$300,000”), on October 20, 2017 the Board increased the finding requests to less than \$500,000 (“Staff Approval Policy for Projects Under \$500,000”); and

WHEREAS, Green Bank staff seeks Board review and approval of the funding requests listed in the Memo to the Board dated June 23, 2023 which were approved by Green Bank staff since the last Deployment Committee meeting and which are consistent with the Staff Approval Policy for Projects Under \$500,000;

NOW, therefore be it:

RESOLVED, that the Board approves the funding requests listed in the Memo to the Board dated June 23, 2023 which were approved by Green Bank staff since the last Deployment Committee meeting. The Board authorizes Green Bank staff to approve funding requests in accordance with the Staff Approval Policy for Projects Under \$500,000 in an aggregate amount to exceed \$1,000,000 from the date of this Board meeting until the next Deployment Committee meeting.

c. Energy Storage Solutions – Non-Residential Projects

Resolution #3

WHEREAS, in its June 24, 2022 meeting the Connecticut Green Bank Board of Directors (Board) approved the implementation of an Upfront Incentive Project Approval procedures (“Procedures”) for non-residential projects under the Energy Storage Solutions Program (Program) with an estimated upfront incentive payment greater than \$500,000 and procedures for less than \$500,000;

WHEREAS, as part of the Procedures, Green Bank staff shall present Program projects via the consent agenda utilizing a standard form Tear Sheet process described in the memorandum to the Board dated June 24, 2022;

WHEREAS, in its December 9, 2022 meeting the Board approved updated Procedures to better align with the Program process;

NOW, therefore be it:

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RESOLVED, that the Board hereby approves the estimated upfront incentives for one Program project above \$500,000, totaling \$1,020,770.60 consistent with the approved Procedures and this memorandum dated June 16, 2023;

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and execute and deliver any and all documents and regulatory filings as they shall deem necessary and desirable to affect the above-mentioned incentives consistent with the Procedures.

Upon a motion made by Thomas Flynn and seconded by Bettina Bronisz, the Board of Directors voted to approve the Consent Agenda which includes Resolutions 1-3. None opposed or abstained. Motion approved unanimously.

4. Committee Recommendations and Updates

a. Budget, Operations, and Compensation Committee

i. Proposed FY24 Targets, Budget, and Investments

- Eric Shrago summarized the goals for Incentive programs, Financing programs, and reviewed the FY 2024 Budget including revenues, operating expenses, program incentives and grants, and non-operating expenses. He noted that although the revenues are decreasing due to the RGGI cap, there is an increase in earned revenues which is covering most of the decrease and is the highest ever amount of earned revenue forecasted. As well, the program incentives and grants decrease is primarily driven by a contingent \$5 million incentive to attract Federal Funding in the prior year which was not used. He reviewed the FY 2024 investments and strategic partner selections.

- Thomas Flynn asked for clarification about the increase in operating expenses, especially with the decrease in revenues. Eric Shrago answered that non-operating expenses are also decreasing, and the operating expense increase is viewed as an investment in order to seize opportunities brought on by the Inflation Reduction Act. Thomas Flynn commented that the IRA opportunities are one-time cash infusions and that it sounds like variable costs are being replaced with fixed costs, which is less than ideal from a CFO perspective. Eric Shrago responded that if the IRA funds are treated as one-time infusions, it seems less than what the reality is in that they are being invested into projects which is earning a return in order to recycle it into other ways that bring money to the Green Bank. Thomas Flynn agreed but expressed his concerns without knowing what those precise targets and ROI are. Bryan Garcia added that the investment tax credits which drive the Dream Bigger strategy repeat through 2033 and what is exciting is that those tax credits were slated to be reduced and ended, but the IRA actually extended and increased them and gained adders which are consistent with the Green Bank's vulnerable communities targets. The new adders are so new that it's hard to forecast for them, but the 40% investment in vulnerable communities is the goal and the Green Bank is just short of it but with the adders there should be more progress to it, or possibly even reach it.

- Thomas Flynn asked about the future revenue streams which are being gained by the questioned expenses. Eric Shrago answered that the P&L details are in the full Budget which can be forwarded, and that in terms of developing future pipelines, although the metrics for personnel growth compared to individual return on investment isn't something that has been explored in the past, it can be developed further in the future to better analyze those metrics.

- Thomas Flynn asked why five new staff members specifically is the right number of new staff. Eric Shrago responded with details about the new positions and what they would be responsible for. Thomas Flynn stated the hard numbers are still lacking and in

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terms of need and if positions would be cut should the need come to an end. Bert Hunter gave context as to the various aspects that are affecting the market and what is coming that will support the new positions and reassured that the Green Bank retains employment flexibility as an at-will employer. Thomas Flynn stated what he would be comfortable with is that before each is filled, a better understanding of the targets specific to the position. Lonnie Reed added that the growth of the Green Bank's responsibilities gives her confidence that no one hired would be unnecessary and would be bringing in new expertise not already present within current Staff but appreciated Thomas Flynn's careful examination and diligence. Thomas Flynn stated he just wanted to be sure the discipline in hiring is there as there have been consequences in the private sector that he wants to avoid here.

- Bettina Bronisz asked about the Resolution, what was the rationale for extending the current PSAs for the Strategic Partners as well as the exception to IPC. Eric Shrago responded that all of them have been winners of RFPs in the last 3 years as well as having favorable pricing or adjacent reason to continue working with them. IPC was not subject to the RFP process because of their specific knowledge of their staff in terms of program administration and because they were originally a branch-out of the Green Bank. Brian Farnen added that there is a step-down process for the amount of money paid to IPC over the long-term arrangement in order to promote their independence and the arrangement with IPC went through Ethics. Eric Shrago clarified the step-down timeline specifics.

Robert Hotaling joined the meeting at 9:42 am.

Resolution #4

WHEREAS, Section 5.2.2 of the Bylaws of the Connecticut Green Bank's requires the recommendation of the Budget, Operations, and Compensation Committee (Committee) of the annual budget to the Connecticut Green Bank Board of Directors;

WHEREAS, on June 7, 2023, the Committee recommended the adoption of these targets and budget for FY2024 and the professional services agreements (PSAs) listed below;

NOW, therefore be it:

RESOLVED, the Board of Directors authorizes Green Bank staff to enter into new or extend existing PSAs with the following, contingent upon a competitive bid process having occurred in the last three years (except Inclusive Prosperity Capital):

- I. New Charter Technologies (Adnet Technologies, LLC parent company)
- II. Alter Domus (formerly Cortland)
- III. Clean Power Research, LLC
- IV. Craftsman Technologies
- V. C-TEC Solar, LLC
- VI. DNV (includes what was formerly ERS)
- VII. Go, LLC
- VIII. Guidehouse (formerly Navigant)
- IX. Inclusive Prosperity Capital
- X. PKF O'Connor Davies
- XI. Strategic Environmental Associates

For fiscal year 2024 with the amounts of each PSA not to exceed the applicable approved budget line item;

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RESOLVED, that the Green Bank Board hereby approves: (1) the FY2024 Targets and Budget.

Upon a motion made by Dominick Grant and seconded by Adrienne Houël, the Board of Directors voted to approve Resolution 4. None opposed or abstained. Motion approved unanimously.

b. Audit, Compliance, and Governance Committee
i. Quarterly Finance Package (Abridged)

- Bryan Garcia summarized the key messages to the quarterly financial statements which includes making an impact, mobilizing private investment, achieving sustainability, and monitoring state benefit allocations.

ii. Legislative Session – 2023 in Review

- James Desantos summarized the legislation that passed and didn't in the most recently finished session. There is no expectation for a special session during the summer or fall, pending Governor Lamont's pending execution of legislation of course. Bills that passed that impact the Green Bank include HB 6851, HB 6664, SB 7, and the two pieces that did not pass that the Green Bank would have been impacted by are SB 961 and HB 6764. James Desantos is also preparing a legislative summary broken into four sections: energy, infrastructure, quasi impacts, and general. Brian Farnen added that he and James Desantos will come back to the Board and ACG Committee before the next legislative session to establish a more robust process to have the Board and ACG Committee more involved in the future. He also explained part of the reason for HB 6764 (solar tax) not passing and stated the Green Bank may take a greater leadership position in support of it next session.
 - Brenda Watson asked why SB 961 (healthy schools) failed as it seemed common sense. James Desantos responded that the reason was due to the \$25 million for it was not allocated in the budget or bond package. Brian Farnen added originally it was a larger, more contentious bill which had involved many other organizations and policy goals but it had been slimmed down through the process. James Desantos commented that there are already discussions happening as to what can be implemented outside of legislation to make progress on it until the next session.
 - Bettina Bronisz asked if staff could have a discussion with her about HB 6664 in more detail offline due to time, as it has to go through the Treasurer's office.

5. Financing Programs Updates and Recommendations
a. C-PACE Transaction – Bridgeport

- This item has been deferred until the meeting in July 2023.

Resolution #5

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (the "Statute"), the Connecticut Green Bank (Green Bank) is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy ("C-PACE");

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WHEREAS, the Green Bank Board of Directors (the "Board") has approved a \$40,000,000 C-PACE construction and term loan program;

WHEREAS, the Green Bank seeks to provide a **\$1,135,245** construction and (potentially) term loan under the C-PACE program to WR CT Avenue, LLC, the building owner of 1069 Connecticut Avenue, Bridgeport, Connecticut (the "Loan"), to finance the construction of specified clean energy measures in line with the State's Comprehensive Energy Strategy and the Green Bank's Strategic Plan; and

NOW, therefore be it:

RESOLVED, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan in an amount not to be greater than one hundred ten percent of the Loan amount with terms and conditions consistent with the memorandum submitted to the Committee dated June 16, 2023, and as he or she shall deem to be in the interests of the Green Bank and the ratepayers no later than 120 days from the date of authorization by the Board of Directors;

RESOLVED, that before executing the Loan, the President of the Green Bank and any other duly authorized officer of the Green Bank shall receive confirmation that the C-PACE transaction meets the statutory obligations of the Statute, including but not limited to the savings to investment ratio and lender consent requirements; and

RESOLVED, that the proper the Green Bank officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

b. C-PACE Transaction – Bridgeport

- This item has been deferred until the meeting in July 2023.

Resolution #6

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (the "Statute"), the Connecticut Green Bank (Green Bank) is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy ("C-PACE");

WHEREAS, the Green Bank Board of Directors (the "Board") has approved a \$40,000,000 C-PACE construction and term loan program;

WHEREAS, the Green Bank seeks to provide a **\$1,285,211** construction and (potentially) term loan under the C-PACE program to WR CT Avenue, LLC, the building owner of 1085 Connecticut Avenue, Bridgeport, Connecticut (the "Loan"), to finance the construction of specified clean energy measures in line with the State's Comprehensive Energy Strategy and the Green Bank's Strategic Plan; and

NOW, therefore be it:

RESOLVED, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan in an amount not to be greater

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than one hundred ten percent of the Loan amount with terms and conditions consistent with the memorandum submitted to the Committee dated June 16, 2023, and as he or she shall deem to be in the interests of the Green Bank and the ratepayers no later than 120 days from the date of authorization by the Board of Directors;

RESOLVED, that before executing the Loan, the President of the Green Bank and any other duly authorized officer of the Green Bank shall receive confirmation that the C-PACE transaction meets the statutory obligations of the Statute, including but not limited to the savings to investment ratio and lender consent requirements; and

RESOLVED, that the proper the Green Bank officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

c. C-PACE Transaction – Danbury

- This item has been deferred until the meeting in July 2023.

Resolution #7

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (the "Statute"), the Connecticut Green Bank (Green Bank) is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy ("C-PACE");

WHEREAS, the Green Bank Board of Directors (the "Board") has approved a \$40,000,000 C-PACE construction and term loan program;

WHEREAS, the Green Bank seeks to provide a **\$1,715,213.00** construction and (potentially) term loan under the C-PACE program to 36 Kenosia Avenue Realty LLC, the building owner of 36 Kenosia Avenue, Danbury, Connecticut (the "Loan"), to finance the construction of specified clean energy measures in line with the State's Comprehensive Energy Strategy and the Green Bank's Strategic Plan; and

NOW, therefore be it:

RESOLVED, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan in an amount not to be greater than one hundred ten percent of the Loan amount with terms and conditions consistent with the memorandum submitted to the Committee dated June 16, 2023, and as he or she shall deem to be in the interests of the Green Bank and the ratepayers no later than 120 days from the date of authorization by the Board of Directors;

RESOLVED, that before executing the Loan, the President of the Green Bank and any other duly authorized officer of the Green Bank shall receive confirmation that the C-PACE transaction meets the statutory obligations of the Statute, including but not limited to the savings to investment ratio and lender consent requirements; and

RESOLVED, that the proper the Green Bank officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

6. Investment Updates and Recommendations
a. SHREC Warehouse Line of Credit Renewal

- Bert Hunter summarized the proposed renewal of the SHREC Warehouse for working capital purposes and history of the facility. The proposal is to keep the \$5 million size with expansion to \$10 million if needed, though it hasn't been necessary in the last year, and explained the terms.

Resolution #8

WHEREAS, the Company intends to enter into a Fourth Amendment to Credit Agreement (the "**Fourth Amendment**"), which amends the Credit Agreement dated as of July 31, 2019, as amended by that certain First Amendment to Credit Agreement and Other Loan Documents dated July 28, 2020, and by that certain Second Amendment to the Credit Agreement and Other Loan Documents dated July 30, 2021, and by that certain Third Amendment to the Credit Agreement and Other Loan Documents dated August 24, 2022 (collectively, the "**Credit Agreement**") with Webster Bank, National Association ("**Webster**"), as Administrative Agent (in such capacity, as "**Agent**") and as a lender and Liberty Bank, as Lead Arranger and as a lender (Webster and Liberty Bank, in their capacities as lenders, are referenced to herein collectively as, "**Webster-Liberty**"), whereby Webster-Liberty have made available to the Company a Five Million and 00/100 Dollar (\$5,000,000) secured revolving line of credit, with a Five Million and 00/100 Dollar (\$5,000,000) uncommitted accordion feature ("**Loan**") for the purpose of financing the Tranche 5-2021 and Tranche 6-2022 (as defined in the Credit Agreement) Solar Home Renewable Energy Credit program ("**Tranche 5-2021 SHRECs**" and "**Tranche 6-2022 SHRECs**" respectively); and

WHEREAS, the Company and Green Bank have requested that Webster-Liberty and Agent modify the Loan and the terms of the Credit Agreement pursuant to the Fourth Amendment, in order to, among other things, extend the term of the Loan; and

WHEREAS, to induce Webster-Liberty to continue to extend the Loan to the Company, Green Bank shall continue to guarantee the Loan pursuant to the Guaranty Agreement dated as of July 31, 2019 made by Green Bank in favor of Agent (the "**Guaranty**"); and

WHEREAS, along with a general repayment obligation by the Company, Agent and/or Webster-Liberty are secured by, and the Company and the Green Bank are authorized to secure the Loan and the Guaranty by, among other things, granting to Agent and/or Webster-Liberty (i) a first priority security interest in all assets of the Company, (ii) a collateral assignment of and security interest in all of the Company's and the Green Bank's right, title and interest in the Tranche 5-2021 SHRECs and Tranche 6-2022 SHRECs and all rights and obligations relating thereunder under those certain Master Purchase Agreements for the Purchase and Sale of Solar Home Renewable Energy Credits by and between the Green Bank and each of The Connecticut Light & Power Company d/b/a Eversource Energy and The United Illuminating Company each dated February 7, 2017, each as amended by those certain First Amendments, dated July 30, 2018, as further amended by those certain Second Amendments, dated April 1, 2020, (as further amended from time to time, the "**MPAs**"), which collateral assignment and security interest shall include any and all rights to payment of money under the MPAs with respect to Tranche 5-2021 and Tranche 6-2022 SHRECs and those other attributes and rights associated with the Tranche 5-2021 and Tranche 6-2022 SHRECs, (iii) a collateral assignment

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of all of the right, title and interest in that certain Sale and Contribution Agreement by and between Green Bank and the Company, dated as of the date of the closing of the Loan, including without limitation, any security interest created under the Sale and Contribution Agreement, and (iv) a security interest in the MPA Collection Account, the Webster Interest Reserve Account and the Liberty Interest Reserve Account (the security interests listed in (i)-(iv) hereof, together, the "**SHREC Collateral**"); and

WHEREAS, Webster-Liberty has requested and the staff of Green Bank has recommended that the Board provide these resolutions approving the renewal and extension of the Loan and the Green Bank's guarantee thereof in accordance with the terms of the Fourth Amendment.

NOW, therefore be it:

RESOLVED, that the Board of the Green Bank hereby authorizes, ratifies and approves the Loan, as modified, from Webster-Liberty to the Company pursuant to the terms of the Fourth Amendment and any ancillary documentation and authorizes, ratifies, directs and approves the Company's and the Green Bank's entering into the Fourth Amendment and any ancillary documentation to which it is a party and of each other contract or instrument to be executed and delivered by the Company and the Green Bank in connection with the transactions contemplated by the Fourth Amendment; and be it further

RESOLVED, that the Board of the Green Bank hereby reauthorizes, ratifies and reaffirms the Green Bank's obligations under the Guaranty; and be it further

RESOLVED, that each of the Company and the Green Bank be and it hereby is, authorized to continue to secure the Loan and the Guaranty by, among other things, granting to Agent and/or Webster-Liberty a first priority security interest in and to the Company's property, including, without limitation the SHREC Collateral; and be it further

RESOLVED, that the Board hereby authorizes, directs, ratifies and approves Green Bank's and the Company's execution, delivery and performance of the Fourth Amendment and any ancillary documentation and all of the Green Bank's and the Company's obligations under the Fourth Amendment and any ancillary documentation; and be it further

RESOLVED, that the actions of Bryan Garcia in his capacity as the President and Chief Executive Officer of Green Bank ("**Garcia**"), Roberto Hunter in his capacity as the Chief Investment Officer of Green Bank ("**Hunter**") and Brian Farnen in his capacity as General Counsel and Chief Legal Officer of Green Bank ("**Farnen**"; and together with Garcia and Hunter, each an "**Authorized Signatory**"), are hereby ratified and approved with regard to the negotiation, finalization, execution and delivery, on behalf of Green Bank and the Company, of the Fourth Amendment and any ancillary documentation and any other agreements that they deemed necessary and appropriate to carry out the foregoing objectives of Green Bank and/or the Company, and any other agreements, contracts, legal instruments or documents as they deemed necessary or appropriate and in the interests of Green Bank and/or the Company in order to carry out the intent and accomplish the purpose of the foregoing resolutions are hereby ratified and approved; and be it further

RESOLVED, that the Authorized Signatories be, hereby are, acting singly, authorized, empowered and directed, for and on behalf of the Green Bank and the Company (in the Green Bank's capacity as the sole member of the Company), to execute and deliver the Fourth

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Amendment and the other Modification Documents; and be it further

RESOLVED, that any other actions taken by any Authorized Signatory are hereby approved and ratified to the extent that such Authorized Signatory or Authorized Signatories have deemed such actions necessary, appropriate and desirable to affect the above-mentioned legal instrument or instruments.

Upon a motion made by Adrienne Houël and seconded by Brenda Watson, the Board of Directors voted to approve Resolution 8. None opposed or abstained. Motion approved unanimously.

b. Total Energies Distribution Generation USA (Funding for State Projects)

- Emily Basham summarized the SolarMAP portfolio history and progress to current. Marianna Trief reviewed the current status of the projects and process to find long-term owners for the projects. Today staff are requesting authorization to enter into a binding term sheet to offer debt and to enter into a contract associated with sale and assignment of the projects.
 - Robert Hotaling asked if the Green Bank has a senior position on the debt and Marianna Trief responded the Green Bank would be the only lender to the transactions though there will be tax equity.
 - Robert Hotaling asked what the possibility of renegotiating the debt is by Total and is there a possibility the owner would come back to renegotiate later for a better rate. Marianna Trief answered it is a binding rate so there is no expected renegotiation of that and there has been diligence done to prepare it as transparent as possible to avoid potential renegotiation needs. Mackey Dykes added that staff has been very clear about how attractive the term sheet is as the market has changed over time. The reason for future discussions is if there are unexpected issues and costs incurred eventually and if the Green Bank wanted to reduce the rate in order to keep the PPA rate the same.
 - Bettina Bronisz asked for more information about the buyer, Total Energies. Marianna Trief gave a history on Total Energies and some information about their scale as they recently acquired SunPower Energy. Mackey Dykes added that they are one of the largest international companies and although they are an oil company originally, they are delving into renewable energies. Bert Hunter confirmed the credit rating for the parent entity of Total.

Resolution #9

WHEREAS, Connecticut Green Bank ("Green Bank") staff has been working with State of Connecticut ("State") agencies to develop certain pilot solar projects ("Projects") identified in the Memorandums June 16, 2023 (the "Memo") and submitted to the Green Bank Board of Directors (the "Board");

WHEREAS, Green Bank has developed the State Pilot Projects to the point of construction mobilization and of awarding the long term ownership of the State Pilot Projects via a competitive process to Total Energies or a subsidiary thereof ("PPA Owner"), and

WHEREAS, Green Bank desires to sell and assign the State Pilot Projects and enter into a binding term sheet and subsequent long term debt financing with PPA Owner, as described in the Memo.

NOW, therefore be it:

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RESOLVED, that the Board of Directors approves (1) long term debt funding to the PPA Owner for the State Pilot Projects, in a total not-to-exceed amount of \$12,000,000, and (2) the sale and assignment of the Projects to the PPA Owner.

RESOLVED, that the President of Green Bank; and any other duly authorized officer of Green Bank, is authorized to execute and deliver, any contract or other legal instrument necessary to continue to develop and finance the Projects materially consistent with the Memo; and

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and execute and deliver all other documents as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

Upon a motion made by Robert Hotaling and seconded by Bettina Bronisz, the Board of Directors voted to approve Resolution 9. None opposed or abstained. Motion approved unanimously.

c. Posigen Second Lien Credit Facility Modification Request (Maturity Extension)

- Bert Hunter summarized the proposal to modify the PosiGen Senior Facility to refinance and increase the 1st lien facility by Brookfield which the Board approved at a prior meeting and resulted in a \$250 million facility which replaced Forbright Bank's \$140 million facility. For the Green Bank's 2nd lien facility, an amendment is needed in order to match Brookfield's maturity date of April 21, 2027.

Resolution #10

WHEREAS, the Connecticut Green Bank ("Green Bank") has an existing partnership with PosiGen, Inc. (together with its affiliates and subsidiaries, "PosiGen") to support PosiGen in delivering a solar lease (including battery storage) and energy efficiency financing offering to LMI households in Connecticut;

WHEREAS, the Green Bank Board of Directors (the "Board") previously authorized and later amended (in March 2023) approval for Green Bank's participation in a new back leverage credit facility (the "New BL Facility") collateralized by all of PosiGen's solar PV system and energy efficiency leases in the United States as part of PosiGen's strategic growth plan, as well as a facility to finance performance based incentives earned by PosiGen on its solar PV portfolio in Connecticut;

WHEREAS, PosiGen has now successfully closed on the New BL Facility;

WHEREAS, PosiGen has requested an extension of the maturity date associated with the Green Bank's participation as 2nd lien lender in the New BL Facility, as explained in the memo submitted to the Board on June 16, 2023 (the "Board Memo");

NOW, therefore be it:

RESOLVED, that the Board authorizes the Green Bank to amend its existing 2nd lien commitment as part of the New BL Facility to extend the maturity date of its position to April 21, 2027, to align with the new first lien lender, Brookfield Asset Management, as set forth in the

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Board Memo;

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and negotiate and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

Upon a motion made by Dominick Grant and seconded by Brenda Watson, the Board of Directors voted to approve Resolution 10. None opposed or abstained. Motion approved unanimously.

d. Green Liberty Notes – Program Expansion Request

- David Beech summarized the proposal to expand the Green Liberty Note program and the history with the last 6 issuances.
 - Robert Hotaling asked for clarification about the broker for the transaction and for a high level explanation of the growth factor across the nation as well as possible expansion options. David Beed clarified the crowd funding nature of the Green Liberty Notes and that Raise Green is the strongest partner available even if they aren't the largest company, but there are strategic benefits which play a part in the decision to continue with them. Bryan Garcia also explained some of the other reasons to continue to partnership with Raise Green instead of expanding to other platforms such as IndieGoGo.

Resolution #11

WHEREAS, at the July 2021 meeting of the Connecticut Green Bank ("Green Bank") Board of Directors ("Board"), the Board authorized staff to enter into an agreement (the "Issuer Agreement") with Raise Green, Inc. an entity registered with and approved by the Securities and Exchange Commission (the "SEC") as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$2,000,000 under the SEC's Regulation Crowdfunding.

WHEREAS, subsequently, the Green Bank launched and closed 6 Crowdfunding issuances named "Green Liberty Notes".

WHEREAS, staff has cultivated investor demand and managed investor relations, principal and interest repayment and reinvestment, capitalization table management, accounting, and all other operational and legal requirements of the program.

WHEREAS, staff wishes to build on the successes of the program, which include four consecutive oversubscribed issuances, and ensure that new investors have the opportunity to invest in the Green Bank's efforts to fight climate change in Connecticut.

NOW, therefore be it:

RESOLVED, that the Green Bank is authorized to modify its existing agreement (the "Issuer Agreement") with Raise Green, Inc. an entity registered with and approved by the SEC as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$2,705,000, in quarterly issuances not to exceed \$250,000 for the first six issuances and \$350,000 for the subsequent four issuances (the "Bonds") under the SEC's Regulation Crowdfunding regulations. The Bonds shall be issued by a subsidiary of CEFIA Holdings and shall be issued by and for the sole purposes of the subsidiary and shall not be issued by or on behalf of the Green Bank. The proceeds of the Bonds shall be used by the subsidiary to acquire certain loans under the Small

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Business Energy Advantage program (the “Loans”), and to pay the costs of issuance on the Bonds; and

RESOLVED, that the payment of debt service on the Bonds shall be made solely from the revenues from the Loans and other revenues available to the subsidiary. CEFIA Holdings and/the Green Bank are authorized to assign and transfer all or any portion of their rights in the Loans to the subsidiary as security for the payment of the Bonds and the interest thereon. The Green Bank shall not guarantee or pledge any other revenues for the payment of debt service on the Bonds; and

RESOLVED, that in connection with the Bonds, the President and any Officer of Green Bank (each, an “Authorized Representative”) be, and each of them acting individually hereby is, authorized and directed in the name and on behalf of the Green Bank, to prepare and deliver, or cause to be prepared and delivered, the Issuer Agreement with Raise Green and any other documents required under the SEC’s Regulation Crowdfunding, including a Form C, a Subscription Agreement, a Note and any other documents or instruments necessary to complete the Bond issuance, in such form and with such changes, insertions and omissions as may be approved by an Authorized Representative, as he or she deems advisable for the purpose of issuing the Bonds (collectively, the “Financing Documents”) and the execution and delivery of said Financing Documents shall be conclusive evidence of any approval required by this Resolution; and

RESOLVED, that to the extent that any act, action, filing, undertaking, execution or delivery authorized or contemplated by this Resolution has been previously accomplished, all of the same are hereby ratified, confirmed, accepted, approved and adopted by the Board as if such actions had been presented to the Board for its approval before any such action’s being taken, agreement being executed and delivered, or filing being effected.

Upon a motion made by Adrienne Houël and seconded by Robert Hotaling, the Board of Directors voted to approve Resolution 11. None opposed or abstained. Motion approved unanimously.

e. Historic Cargill Falls – Extension of Forbearance

- Marianna Trief summarized the history of the Cargill Falls project and updates regarding the lead, mold and other health concerns, all of which have been treated, tested, abated, and are now in compliance with Department of Health notices. She explained there is also a lawsuit in process and so some units are paying into escrow until that is resolved. The Department of Housing is fully informed and working with parties involved to restabilize the property. As for the hydroelectric turbines, the larger turbine has been running continuously since end of May 2023 but generally has been delayed due to testing of the turbines and not having a team on-site to fix the various issues with the equipment. The team expects these issues to be resolved by the end of July. She reviewed the request to allow for a deferral of the upcoming C-PACE payments until and including December 2023.

Resolution #12

WHEREAS, pursuant to Conn. Gen. Stat. 16a-40g, the Connecticut Green Bank (“Green Bank”) has established a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy (“C-PACE”);

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WHEREAS, the Board of Directors (“Board”) of the Green Bank previously approved a construction and term financing, secured by a C-PACE benefit assessment lien, not-to-exceed amount of \$8,100,000 (the “Current Lien”) to Historic Cargill Falls Mill, LLC (“HCFM”), the property owner of 52 and 58 Pomfret Street, Putnam, Connecticut, to finance the construction of specified clean energy measures (the “Project”) in line with the State’s Comprehensive Energy Strategy and the Green Bank’s Strategic Plan;

WHEREAS, the Project includes numerous energy conservation measures that align with the goals and priorities of the Green Bank’s multifamily housing program;

WHEREAS, Green Bank staff now seeks approval to defer C-PACE loan payments from HCFM (“Loan Deferral”) until December 31, 2023 as explained in the memorandum in respect of this matter submitted to the Board on June 16, 2023 (the “Board Memo”).

NOW, therefore be it:

RESOLVED, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan Deferral consistent with the Board Memo; and

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instrument.

Upon a motion made by Robert Hotaling and seconded by Brenda Watson, the Board of Directors voted to approve Resolution 12. None opposed or abstained. Motion approved unanimously.

7. Incentive Programs Updates and Recommendations

a. Environmental Markets Guide

b. Water Primer

- Bryan Garcia reviewed the progress made to complete the Environmental Markets and Water guides and primers in FY23, in addition to the previous sections completed in FY22 and those which will be completed in FY24, including Waste and Recycling. He noted the Water primer is different than the other segments because specifically in the Green Bank Statute are provisions recognizing the leadership on its Clean Water Revolving Funds to continue to function and identify other opportunities to support water.

- Bettina Bronisz asked if the water primers would be coming soon and Bryan Garcia stated yes, it will be posted to the website soon but it is completed and is in the packet provided.

8. Other Business

a. Greenhouse Gas Reduction Fund – Federal Engagement

- Bryan Garcia reviewed the GGRF within the IRA which is largely modeled after the CT Green Bank. The EPA recently released a three-part implementation framework for the GGRF including a National Clean Investment Fund, Clean Communities Investment Accelerator, and Solar For All grant program. He highlighted the recent public comments on the GGRF made by

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the Green Bank and information shared based on the team's experiences.

b. Residential Solar Investment Program – Policy Closeout

- Bryan Garcia provided a brief summary of the closeout to the RSIP program, which included filing an independent evaluation report after the program reached its target, which has determined that Connecticut has the most effective, most efficient, and most equitable residential solar program in the northeast, including New York and New Jersey.

c. Other Business

- None

Hank Webster had to leave the meeting at 11:01 am.

9. Executive Session – Personnel Related Matters

Upon a motion made by Hank Webster and seconded by Robert Hotaling, the Board of Directors entered Executive Session at 11:00 am.

The Board of Directors returned from Executive Session at 11:16 am.

Resolution #13

WHEREAS, Section 5.3.2 of the Bylaws of the Connecticut Green Bank's (Green Bank) charges the Budget, Operations, and Compensation Committee with the oversight of human resources policies and practices and on Jun 7th the committee recommended to the Board the approval of the discussed severance agreement;

NOW, therefore be it:

RESOLVED, that the Green Bank Board hereby approves of the discussed severance agreement.

Upon a motion made by Robert Hotaling and seconded by Adrienne Houël, the Board of Directors voted to approve Resolution 13. None opposed or abstained. Motion approved unanimously.

10. Adjourn

Lonnie Reed adjourned the Board of Directors Meeting at 11:17 am.

Respectfully submitted,

Lonnie Reed, Chairperson