

**Montgomery County Green Bank Special Board of Directors Meeting**  
**Thursday April 4, 2019 at 8:00 am**  
**By Phone**

Public Access: 155 Gibbs St; 4<sup>th</sup> Floor Conference Room; Rockville, MD 20850

**Board of Directors Meeting Minutes**

**1. Montgomery County Green Bank (“MCGB”) Board of Directors Chair Bert Hunter called the meeting to order at 8:03 AM. All Board members attended via phone.**

Roll call confirmed the attendance of the following:

- Ms. Hope Brown, Vice President and Chief Compliance Officer, Calvert Research and Management/Calvert Funds
- Mr. Michael Gergen, Partner, Latham & Watkins
- Mr. Bert Hunter, Executive Vice President and Chief Investment Officer, Connecticut Green Bank
- Mr. Brian Marconi, Partner, Cohn Reznick LLP
- Ms. Marcene Mitchell, Global Head, Climate Strategy and Business Development, IFC/World Bank Group
- Ms. Bonnie Norman, President, E3 International, LLC
- Mr. Adam Ortiz, Director, Department of Environmental Protection (“DEP”)
- Ms. Stacy Swann, CEO and Founding Partner, Climate Finance Advisors, Benefit LLC
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission

**A quorum was present**

Absent Board Members:

- Mr. Robert Hagedoorn, Chief of Fiscal Management, Department of Finance, Montgomery County
- Mr. Robert Sahadi, Managing Principal, GreenSpace Investment

**2. Public Introductions & Comment**

Other meeting attendees included:

- Ms. Mary Casciotti, Montgomery County Department of Finance
- Mr. Stan Edwards, Montgomery County DEP, Special Advisor to MCGB
- Mr. Thomas Deyo, CEO, Montgomery County Green Bank
- Ms. Rosemarie Sabatino, Director of Business Operations, Montgomery County Green Bank
- Mr. Joshua Myers, Administrative Assistant, Montgomery County Green Bank

No member of the public was present nor were there any public comments.

### **3. Approval of the Agenda**

Mr. Hunter asked if there were any changes to the proposed agenda. Hearing none, the meeting agenda was deemed to be approved.

Mr. Deyo informed Mr. Hunter that signs had been posted for the public to find the meeting room, and that no members of the public had joined the meeting.

### **4. General Business**

Mr. Hunter then asked Mr. Deyo to speak about the revised County contract.

Mr. Deyo then provided a list of the major changes to the County contract since the Board of Directors voted to approve an amended County contract in November 2018. He also confirmed that Mr. Dow, Partner, Womble Bond Dickinson (US) LLP, who serves as corporate general counsel, was not present at this meeting, had provided his expertise in review of the changes being presented to the Board of Directors and that Mr. Dow had approved the version being presented.

Mr. Deyo next outlined the major changes in the current version, including that the County was holding back two sets of resources that will require MCGB to invoice the County for receipt of the funds. One set of funds is for general administrative expenses for Customer Investment Funds and the second set is for general administrative and programmatic funds for Task 2 to 4 expenses. The County will not require MCGB to provide backup documentation with each invoice, but details about what is being invoiced can be requested by the County at any time.

Mr. Deyo also discussed the definition of “general administrative costs” as it pertains to the contract. MCGB had proposed a word change to reflect a simpler statement around “reasonable expectation of recovery”, which the County declined to accept, although Mr. Dow had said he did not view this as a substantive change so MCGB did not pursue this item further.

Ms. Norman asked about the ability to claim expenses for Task 5 and whether it would count against the 15% cap on overall general administrative expenses. Mr. Deyo indicated that if MCGB were to move forward with Task 5, that the expenses could be charged against the \$2 million holdback, including programmatic and product development expenses. General administrative expenses for the whole contract is limited to 15% of the County-funded contract amount, but this 15% calculation would not include the \$5 million of the Task 5 funds.

After Mr. Deyo concluded his general overview of the revisions to the County contract, Mr. Hunter asked for a Board member to move the resolution to a vote.

**R1: Approval of Revision to CONTRACT # 1076863 MONTGOMERY COUNTY GREEN BANK CORPORATION**

A MOTION to approve 1) the Montgomery County Green Bank to enter into a **REVISED Contract # 1076863 Montgomery County Green Bank Corporation (“Revised Contract”)** as attached and as presented to the Board at the April 14, 2019 Board meeting with edits approved by the County and 2) to delegate to Board Leadership the ability to accept non-material changes and give final approval of Revised Contract, and upon such final approval that Mr. Thomas Deyo, CEO of the Montgomery County Green Bank, is authorized to sign the REVISED CONTRACT on the organization’s behalf.

The motion was moved by Ms. Mitchell and seconded by Mr. Gergen.

Mr. Deyo requested a roll call vote for the approval of the contract. The vote read as:

- Mr. Hunter – Aye
- Ms. Norman – Aye
- Ms. Swann – Aye
- Ms. Brown – Aye
- Ms. Mitchell – Aye
- Mr. Marconi – Aye
- Mr. Gergen – Aye
- Mr. Marks – Aye
- Mr. Ortiz – Aye

All in Favor: 9  
All Opposed: 0

Mr. Hunter asked if anyone had any further items for discussion before adjournment.

Mr. Deyo provided an update on the Request For Proposals (“RFP”) strategy for seeking investment ideas for transactions as proposed by the Board at the March 20, 2019 Board meeting. A combined team of Investment Committee and Product Development Committee members convened since the Board meeting to brainstorm about the development of an RFP that would solicit investment ideas from property owners to support energy savings improvements to be done on their properties. The RFP will be vetted by Investment Committee and Board Leadership. Mr. Deyo informed the Board that after this process, the RFP will be issued to potentially interested parties.

Mr. Hunter then asked for a motion to adjourn. Ms. Swann moved the motion, which was seconded by Ms. Brown. The motion passed unanimously among Directors present.

The meeting adjourned at 8:27 am.