

**Montgomery County Green Bank Special Board of Directors Meeting
Friday July 19, 2019 at 8:00 AM**

155 Gibbs St; 4th Floor Conference Room; Rockville, MD 20850

Special Board of Directors Meeting Minutes

1. Montgomery County Green Bank (“MCGB”) Board of Directors (“Board”) Chair Bert Hunter called the meeting to order at 8:02 AM.

Mr. Hunter asked Mr. Deyo to do the roll call, which confirmed the attendance of the following, all of whom participated in the meeting by phone:

- Mr. Michael Gergen, Partner, Latham & Watkins
- Mr. Robert Hagedoorn, Chief of Fiscal Management, Department of Finance, Montgomery County
- Mr. Bert Hunter (Board Chair), 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 (Board Vice Chair), President, E3 International, LLC
- Mr. Adam Ortiz, Director, Department of Environmental Protection (“DEP”), Montgomery County
- Ms. Stacy Swann (Board Vice Chair), CEO and Founding Partner, Climate Finance Advisors, Benefit LLC

A quorum was present.

Absent Board members:

- Ms. Hope Brown (Board Secretary), Vice President and Chief Compliance Officer, Calvert Research and Management/Calvert Funds
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission
- Mr. Robert Sahadi, Managing Principal, GreenSpace Investment

2. Public Introductions and Comment

Other meeting attendees included:

- Mr. Thomas Deyo, CEO, MCGB
- Ms. Rosemarie Sabatino, Director of Business Operations, MCGB
- Ms. Mary Casciotti, Montgomery County Department of Finance (By phone)

Mr. Deyo noted that the public had been notified of the meeting and that no members of the public were present in the meeting room other than the MCGB staff. With no public introductions needed, Mr. Hunter moved the meeting to the first item on the agenda.

3. Approval of the Agenda

Mr. Hunter reviewed the agenda, which consisted of discussion and consideration of resolutions regarding two separate grant agreements. No revisions to the agenda were requested.

4. General Business

Mr. Hunter next turned to Mr. Deyo to discuss the first grant agreement, which was with the JPB Foundation. Mr. Deyo noted that the grant provides \$150,000 annually (2019, 2020) for general operations. The grant payments will be made to the MCGB on August 1, 2019 and August 1, 2020. The JPB Foundation urged us to continue working with the Maryland Energy Advocates, another group with which the JPB Foundation is working.

Mr. Deyo noted that corporate counsel reviewed the grant agreement and did not have any comments. He then asked if any of the Board members questions.

Mr. Hunter highlighted the perpetual data clause 8 of the grant agreement to the Board. Mr. Hunter indicated that he felt comfortable given that the JPB Foundation is a charitable organization and not a for-profit and is collecting data for the purpose of energy efficiency, renewable energy, and the reduction of greenhouse gas emission, so providing them with data should not be an issue. Mr. Hunter also acknowledged that the MCGB counsel had not raised a concern about the clause. No other Board members raised a concern about the clause. Mr. Hunter next noted that the grant reporting format was very detailed and it reflected the deliverables covering areas that the MCGB described in the grant application. Mr. Deyo noted that the reporting aligned with the MCGB's current strategies and also highlighted the deadlines in the grant agreement. Mr. Hunter asked if there were any other questions from the Board. No questions were raised.

Mr. Hunter asked Mr. Deyo to read the following resolution:

R.1: Approval of Grant Agreement with JPB Foundation

A MOTION TO APPROVE execution of a Grant Agreement with JPB Foundation for a two-year grant of \$300,000 (\$150,000 in August 2019 and \$150,000 in August 2020) offered to the Montgomery County Green Bank via letter dated July 15, 2019, and TO AUTHORIZE Thomas Deyo, CEO of the Montgomery County Green Bank, to execute such Grant Agreement on the organization's behalf.

Mr. Hagedoorn moved the motion and Ms. Norman seconded.

A roll call vote was taken due to all Board members attending the meeting by phone. The vote reads as such:

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

All in Favor: 8

All Opposed: 0

Mr. Hunter then moved the agenda onto the second pending grant agreement – the one with the Town Creek Foundation -- and he turned the meeting over to Mr. Deyo, who described how the Town Creek Foundation grant would be used by MCGB to advance both community solar projects and rooftop solar for low- to moderate-income households using a lease model in Montgomery County. The MCGB would be receiving the grant as part of its participation in a collaboration with five other organizations being awarded funds by the Town Creek Foundation. The collaboration would enter into a Memorandum of Understanding (“MOU”) with the Town Creek Foundation for its collective efforts of solar equity for all residents in Maryland.

The grant to the MCGB is for \$600,000 and would be available to be used over a 4-year period, with the allocation being \$175,000 in years 1-2; \$150,000 for year 3, and \$100,000 for year 4. The MCGB expects to hire a fulltime employee to work on the initiative. The grant funds fully cover the position in years 1-3, but by year 4, the MCGB would need to add in funds to fully fund the position. The grant-supported effort will be managed by the collaborative and an accountability structure including external parties will be established to keep the collaborative accountable for results.

The grant MOU is in draft form, and the collaborative is waiting for the Town Creek Foundation’s review. When fully negotiated, the MCGB Chief Executive Officer and the Board Chair will sign the document.

Mr. Hunter noted that the requirements of the grant had been explained to the Board previously and inquired if there are two documents that will need to be executed: the MOU and a grant agreement. Mr. Deyo confirmed that this is his assumption, too, but that the details of a grant agreement separate from the MOU have not been released by the Town Creek Foundation. Mr. Hunter requested the following revision to the MOU: that the words “subject to budget approval by its Board” be added to the sentence under the budget table referencing that the MCGB would need to add funds to Year 4 of the budget to cover the expected expenses for that year. There were no other comments on the grant.

Mr. Hunter asked Mr. Deyo to read the motion as revised for the added revision to the MOU, which is:

R.2: Approval of Grant Agreement with Town Creek Foundation

A MOTION TO APPROVE execution of a Memorandum of Understanding (MOU) and / or Grant Agreement to be documented with Town Creek Foundation for a grant of \$600,000 offered to the Montgomery County Green Bank via communication on June 12, 2019 as part of the Solar Equity Collaborative \$3 million overall grant and as expressed in the draft MOU to Town Creek Foundation by the Collaborative as presented at the July 19, 2019 Board meeting (with an understanding that any requirement of make-up funding in MOU be subject to Board approval). This approval DELEGATES the approval of the final MOU and any associated Grant Agreement to Board Leadership unless Board Leadership deems it necessary for full Board approval because of changes to the MOU deemed material by Board Leadership, and TO AUTHORIZE Thomas Deyo, CEO of the Montgomery County Green Bank and Bert Hunter, Chair of the Montgomery County Green Bank, to execute such MOU and / or Grant Agreement with Town Creek Foundation on the organization's behalf.

Ms. Swann moved the motion and Mr. Hagedoorn seconded.

Mr. Hunter asked if there was any further discussion. Ms. Norman asked whether there was any requirement for us to provide the additional funding in the fourth year. Mr. Hunter wanted to make clear that any commitments of funding were to be subject to the MCGB Board's approval at that time.

A roll call vote was taken due to all Board members attending the meeting by phone as follows:

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

All in Favor: 8

All Opposed: 0

Mr. Hagedoorn congratulated Mr. Deyo on raising the grant funds.

Mr. Hunter next asked for a resolution to adjourn the meeting, which Ms. Norman moved and Mr. Hagedoorn seconded. Mr. Hunter requested a voice vote for the motion.

All in Favor: 8

All Opposed: 0

With the vote passed, the meeting was adjourned at 8:30 AM.