

**Montgomery County Green Bank  
Board of Directors Meeting  
By Teleconference  
Wednesday, June 24, 2020 at 1:30 PM**

**Board of Directors Meeting Minutes**

**1. Call to Order and Roll Call**

**Montgomery County Green Bank (“Green Bank”) Board of Directors (“BOD” or “Board”) Board Chair Bert Hunter called the meeting to order at 1:36 pm. The meeting was conducted by teleconference in consideration of the COVID-19 pandemic.**

Roll call confirmed the attendance of the following:

- Ms. Hope Brown (Board Secretary), Vice President and Chief Compliance Officer, Calvert Research and Management/Calvert Funds (Joined at 1:50 PM)
- Mr. Michael Gergen, Partner, Latham & Watkins
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission (HOC)
- 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
- Mr. Robert Sahadi, Managing Principal, GreenSpace Investment
- Ms. Stacy Swann (Board Vice-Chair), CEO and Founding Partner, Climate Finance Advisors, Benefit LLC (Joined at 2:39 PM)
- 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

**A quorum was present.**

Other meeting attendees included:

- Mr. Thomas Deyo, CEO, Montgomery County Green Bank
- Mr. Stephen Morel, Chief Investment Officer, Montgomery County Green Bank
- Mr. Joshua Myers, Administrative Specialist, Montgomery County Green Bank
- Mr. Stan Edwards, Special Advisor to Montgomery County Green Bank, Montgomery County Department of Environmental Protection
- Ms. Mary Casciotti- Montgomery County Department of Finance
- Ms. Stephanie Riddick (Joined at 2:07 PM)

## 2. Public Introductions and Comment

Mr. Hunter noted that the meeting was publicly announced, and the public was provided an ability to attend by phone. One members of the public joined the call.

Ms. Stephanie Riddick (joined at 2:07 pm). She stated she was joining the call as a member of the public to learn about what the Green Bank was working on.

## 3. Approval of the Agenda

Mr. Hunter asked if anyone had any additional adjustments to the agenda. None were voiced.

The agenda for the meeting was approved.

## 4. Approval of Meeting Minutes

Mr. Hunter presented the minutes of the prior meetings for consideration of approval.

Mr. Hunter read the resolution for the May 6, 2020 minutes.

### **R1: Approval of Minutes for the May 6, 2020 BOD Meeting**

A MOTION TO APPROVE the minutes of the Board of Directors Meeting for May 6, 2020.

Mr. Hunter asked if there were any Board member had any questions or wanted to adjust the minutes. None were voiced.

Mr. Hagedoorn moved the motion; Mr. Gergen seconded. No member raised items for discussion.

A voice vote was taken.

All in Favor: 9

All Opposed: 0

Abstained: 0

Mr. Hunter read the resolution for the June 12, 2020 minutes.

### **R2: Approval of Minutes for the June 12, 2020 Special BOD Meeting**

A MOTION TO APPROVE the minutes of the Board of Directors Special Meeting for June 12, 2020.

Mr. Hunter asked if there were any Board member had any questions or wanted to adjust the minutes. None were voiced.

Ms. Swann moved the motion; Mr. Hagedoorn seconded. No member raised items for discussion.

A voice vote was taken.

All in Favor: 7

All Opposed:

Abstained: 2 (Mr. Gergen, Mr. Ortiz)

## **5. Administrative Business**

Mr. Hunter then commenced the Administrative Business portion of the meeting.

Mr. Hunter stated that the Board wanted to take the time to thank Mr. Hagedoorn and Mr. Gergen for their dedication and exemplary service as Board members on the Green Bank. The Board officially recognized their service by adopting two resolutions to do so.

Mr. Hunter read the resolution to recognize Mr. Hagedoorn's service

### **Resolution to Recognize Mr. Hagedoorn's Service**

Whereas: Montgomery County, in 2015, enacted legislation to support the formation of a Montgomery County Green Bank to promote the investment in clean energy technologies in Montgomery County; and

Whereas: Montgomery County, in 2016, designated Montgomery County Green Bank Corporation (the "Green Bank") as the Montgomery County Green Bank, the first local level Green Bank in the United States; and

Whereas: Rob Hagedoorn, Chief of Fiscal Management for Montgomery County and holding the role of member of the Board of Directors of the Green Bank (the "Board") for the Montgomery County Department of Finance, has contributed significantly to the financial oversight of the Green Bank and has provided substantial support to the Green Bank's governance with commendable commitment to the Green Banks' development and sustainability; and

Whereas: The Board wants to commend Rob Hagedoorn for his role on the Finance and Operations Committee, and for his diligence, thoughtful and constructive guidance on financial and governance matters as a representative of Montgomery County and a Director on the Board;

Now therefore be it Resolved: The Board of Directors of the Montgomery County Green Bank Corporation hereby commends Rob Hagedoorn for his dedication, commitment and resolve to advance the financial and operational strength of the Green Bank and hereby

extends its heartfelt appreciation for his exemplary service to the Green Bank together with its wishes for his enjoyment in his retirement and future endeavors.

A voice vote was taken.

The vote was unanimous.

Mr. Hunter read the resolution to recognize Mr. Gergen's service

**Resolution to Recognize Mr. Gergen's Service**

Whereas: Montgomery County, in 2015, enacted legislation to support the formation of a Montgomery County Green Bank to promote the investment in clean energy technologies in Montgomery County; and

Whereas: Montgomery County, in 2016, designated Montgomery County Green Bank Corporation (the "Green Bank") as the Montgomery County Green Bank, the first local level Green Bank in the United States; and

Whereas: Michael Gergen, a founding member of the Board of Directors of the Green Bank (the "Board"), contributed substantial time and extensive expertise to the Board to establish a sound foundation for the Green Bank that would help the Green Bank meet its mission and achieve its environmental and sustainability goals; and

Whereas: The Board wants to commend Michael Gergen for his role in providing critical insights, direction, and guidance on the development and enactment of Green Bank products and programs, and for his passion as a Director in keeping in perspective the Green Bank's role in achieving transformational objectives;

Now therefore be it Resolved: The Board of Directors of the Montgomery County Green Bank Corporation hereby commends Michael Gergen for his leadership, commitment and resolve to establish and advance the initial governance structure of the Green Bank as well as his contributions to help form Green Bank products and transactions and hereby extends its heartfelt appreciation to him for exemplary service to the Green Bank together with its wishes for his continued success in his future endeavors.

A voice vote was taken.

The vote was unanimous.

Ms. Brown and Ms. Swann joined the meeting at 1:50 pm

Mr. Hunter then handed over the meeting to Mr. Deyo for his CEO Report.

Mr. Deyo also thanked Mr. Hagedoorn and Mr. Gergen again for lending their insight and experience.

Mr. Deyo then gave a summary of his CEO Report, focusing on the substantial work of the Green Bank in the past six weeks. Mr. Deyo thanked Steve Morel and Josh Myers for their work and the Board for its support and participation, including recent approvals of \$1.5 million commitment for a Commercial Solar PPA program and \$1 million for a Small Business Energy Savings Support product. Mr. Deyo noted that with these approvals, the Green Bank had committed and /or deployed nearly \$5 million of its capital. Mr. Deyo stated that the Green Bank's Clean Energy Advantage program had its first transaction approved and closed in June 2020 for a geothermal installation and a potential second transaction was in the pipeline. Mr. Deyo stated that Mr. Morel had launched the Green Bank's Common Ownership Technical Assistance program which has connected four energy performance contractors with five Common Ownership Communities to conduct assessments and develop plans for addressing energy needs, along with identifying potential Green Bank funding options. Mr. Deyo also spoke to the success in reaching solar installers and getting several to sign up for the Clean Energy Advantage program, to work conducted to re-balance the investment portfolio to maximize returns in the coming year as well as efforts on various communications, outreach, and operational efforts undertaken over this period.

Mr. Edwards then provided the Board with an update from the Montgomery County Department of Environmental Protection. Mr. Edwards informed the Board that there is a climate planning update before the Council's Transportation and Environment Committee on July 6<sup>th</sup>. The County is finalizing the Building Energy Performance Standards (BEPS) recommendations report and still targeting delivery of that to the Council this summer. The County is also looking at a Climate Financing Forum to help identify innovative ways to finance the County's ambitious climate agenda. Finally, Mr. Edwards informed the Board that County Council work sessions are scheduled in July to consider a Zoning Text Amendment for up to 1,800 acres of solar in the agricultural reserve.

## **6. General Business**

### **a. Finance and Operations Discussion**

Mr. Hunter then moved the meeting to General Business, the first order of business being Operations and Finance.

Mr. Deyo reviewed the May 2020 financial statement, loss reserves, current expenditures for the year and amount of expenditures charged to general administrative caps, and capital allocations for the Green Bank. Mr. Deyo asked if there were any questions. None were voiced.

Mr. Deyo then moved to presenting the proposed FY21 operating, staffing, and capital budget to the Board. Mr. Deyo informed the Board that not much has changed on the FY21 budget since the previous presentation of the budget at the May 6, 2020 Board meeting. Mr. Deyo indicated that the FY21 budget presentation noted that the timing in FY21 for the Commercial and Industrial Director and the Business Operations Manager new hires are subject to consideration of market conditions due to COVID-19, and that moving ahead with these positions would be in consultation with Board Leadership. The Residential Solar

Manager in the FY21 budget was in process as this was funded from outside funds. Mr. Deyo also noted that one additional item to the May 6 presentation was a \$50,000 line item in the budget to support activities and efforts to end systemic racism and injustice.

Ms. Stephanie Riddick joined the meeting at 2:15 pm.

Mr. Hunter then read the resolution to adopt the FY21 budget.

**R.3: Adoption of the Montgomery County Green Bank FY 21 Annual Operating Budget**

A MOTION TO ADOPT a Fiscal Year 2021 Annual Operating Budget for the Montgomery County Green Bank as presented at the June 24, 2020 Board meeting.

Mr. Marconi moved the motion; Mr. Ortiz seconded.

Mr. Hunter asked if there was any further discussion. None were voiced.

A roll call vote was taken.

All in Favor: 11

All Opposed: 0

Abstained: 0

Mr. Deyo then moved to reviewing the FY21 Workplan for approval by the Board, stating the FY21 workplan is pretty much the same to what was reviewed during the May 6, 2020 Board meeting. One added item to the workplan was a goal for Inclusive Outreach for Green Bank products to assure that intentional outreach campaigns be conducted on all products to inform Black, Hispanic, and other underserved populations about product offerings.

Mr. Hunter asked if there were any comments on the FY21 Workplan. None were voiced.

Mr. Hunter then read the resolution to adopt the FY21 Workplan.

**R.4: Adoption of Montgomery County Green Bank FY 21 Work Plan**

A MOTION TO ADOPT a Fiscal Year 2021 Work Plan for the Montgomery County Green Bank as presented at the June 24, 2020 Board meeting.

Ms. Mitchell moved the motion; Mr. Gergen seconded.

Mr. Hunter asked if there was any further discussion. None were voiced.

A roll call vote was taken.

All in Favor: 11

All Opposed: 0  
Abstained: 0

Mr. Hunter expressed the Board's appreciation to Mr. Deyo and the Budget and Operations committee on the considerable time devoted to the budget process and noted that the budget process and documents were well done and presented in a clear way and continue to improve year to year.

**b. Products and Investments**

The meeting moved to Products and Investments.

Mr. Sahadi provided a brief overview for the Board on the Green Bank's products and investments, indicating that the Bank has a number of projects and programs moving forward and there is a lot of momentum.

Mr. Deyo called the attention of the Board to proposals in the works for a Clean Energy Credit Union program adjustment to the Loss Reserve and for a change in the Paddington Square community solar transaction structure that both will come to the Board through no-objection emails regarding the changes. Ms. Swann summarized the no-objection approach with the Board for this review of these proposals and which proposals could be brought for full Board review if a Board member considered the proposals material. The Board had no comment on pursuing this review according to the procedures presented by Ms. Swann.

Mr. Morel then presented a summary update to the Board on the Green Bank's products and transactions, referring to the product update in the Board materials.

Mr. Hunter then moved the meeting into closed session to discuss Governance issues related to review and selection of new Board members.

**R.5. Closing Statement**

This closing statement was prepared by CEO, Tom Deyo, and I, Bert Hunter, Chairperson of the Board of Directors, attest to its compliance with the Maryland Open Meetings Act. Per §3-305(d) of the Maryland Open Meetings Act, I move to convene a closed session.

In this closed session, the Board will discuss Board recruitment of the Montgomery County Green Bank, per the "personnel matters" exception §3-305(b)(1). The reason for closing the meeting is to discuss recruitment of members for the Board of Directors.

Ms. Brown moved the motion; Mr. Hagedoorn seconded

A voice vote was taken.

All in Favor: 11  
All Opposed: 0  
Abstained: 0  
The Board entered closed session at 1:58 pm.

On a motion made by Mr. Hunter, seconded by Ms. Brown and approved unanimously, the Board came out of closed session at 3:21 pm.

Mr. Hunter then read the motion to bring a new Board member onto the Board of Directors.

### **R.6: Adoption of New Board of Director Member**

By recommendation of the Board of Director Recruitment Committee, A MOTION TO approve Marissa Ramirez as a new director to fill a position being vacated on the Board of Directors to be effective July 1, 2020.

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

A roll call vote was taken.

All in Favor: 11  
All Opposed:  
Abstained:

#### **c. Partnership and Funding**

The meeting then moved onto Partnership and Funding.

Mr. Hunter turned the meeting over Ms. Norman.

Ms. Norman stated the Board wanted to take the opportunity to open the meeting to a Board discussion on the Green Bank's June 8<sup>th</sup> statement on addressing systemic racism and injustice. The focus of which is how to move forward with intention and action to accomplish this.

Ms. Norman then turned the conversation over to Mr. Hunter to lead the discussion.

Mr. Hunter read the statement that the Green Bank issued.

We mourn the unjustified loss of the lives of George Floyd, Ahmaud Arbery, and Breonna Taylor and the many others before them whose deaths are a result of long-standing, systemic racism and injustice in this country. We are moved by and support the outpouring of so many voices in Montgomery County, across our nation and around the world demanding change. Change is long overdue; this systemic racism and injustice must end.

On behalf of the Montgomery County Green Bank (Green Bank), we are committed to listen better and to do our part to make such change happen. The Green Bank's mission is to



equitably and inclusively accelerate clean energy investment in Montgomery County. Our work is dedicated to addressing both the causes and the increasing effects of climate change and the related detrimental health, economic, and safety impacts, especially on Black, Hispanic, and other underserved communities which for far too long have suffered from environmental inequities and injustice.

Through the resources and tools of the Green Bank, we are determined to act with intention to assure racial diversity and equality in our programs. We undertake this as we simultaneously work in partnership with Montgomery County to address climate threats and the injustice of their impact on underserved communities. We will conduct our efforts to improve the health and well-being of residents and employees while creating jobs and opportunity — with inclusion, not discrimination — for County residents and enterprises. We encourage your input and support on innovative ways for the Black, Hispanic, and other underserved communities to access and use the resources we provide to address the causes and effects of climate change to achieve healthy, resilient homes and businesses and better lives. We will work with Montgomery County officials, diverse stakeholders, businesses, and homeowners to assure our work is responsive, inclusive, equitable, and has measurable impact.

Mr. Hunter stated he was proud of the Green Bank for putting out this statement and expressed appreciation to Ms. Swann, Ms. Brown, Ms. Norman and Mr. Deyo who together with Mr. Hunter drafted the statement for the Board's review and publication. Mr. Hunter then turned the meeting over to Ms. Brown to introduce two items to begin the discussion.

Ms. Brown introduced a video that she asked the Board to watch to help provide an understanding of systemic racism. Ms. Brown then asked members of the Board and others at the meeting for their thoughts and feelings on the content of the video and what was happening throughout the Country now and how the Green Bank could contribute to these efforts going forward. A robust and thoughtful discussion was held among Board members and other attendees.

As a result of the work in this area and informed by the conversation of the Board, Ms. Norman proposed that the Green Bank revise its mission statement to include diversity and equity in the mission statement.

Mr. Marks left the meeting at 4:00 pm.

Ms. Norman presented the following motion to modify the mission statement.

### **Resolution to Modify the Green Bank Mission Statement**

RESOLVED that the Montgomery County Green Bank Mission Statement be modified to read: "The Montgomery County Green Bank is a publicly-chartered nonprofit corporation dedicated to accelerating affordable energy efficiency and clean energy investment in Montgomery County, MD. We partner with the private sector to build a more diverse,

equitable, and inclusively prosperous, resilient, sustainable, and healthy community. Our work supports Montgomery County’s goal to reduce its greenhouse gas emissions.”

Mr. Hunter moved the motion; Mr. Hagedoorn seconded.

Ms. Norman asked if there was any further discussion. None voiced.

A voice vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Mr. Deyo then informed the Board that the Green Bank had submitted a letter of intent to the USDA to seek capital from the Rural Energy Savings Program. This is the first step in the application process, and Mr. Deyo will keep the Board updated if the Green Bank is invited to submit a full application.

**d. Governance**

Mr. Hunter then moved the meeting to Governance.

Mr. Hunter read the resolution for adding Michael Coveyou to the Board.

**R7: Seating of Michael Coveyou as Board Member**

WHEREAS, Bill 18-15, passed by the Montgomery County Council in June of 2015, allows for the appointment of up to eleven (11) Directors to the Board of Directors of the Montgomery County Green Bank.

WHEREAS, the Montgomery County Green Bank Bylaws as of March 21, 2018 state that the powers of the Montgomery County Green Bank Corporation are vested in and exercised by a Board of Directors.

WHEREAS, Rob Hagedoorn, an ex-officio Board of Directors member, resigned from the Board effective July 1, 2020.

NOW, therefore be it:

RESOLVED, that Michael Coveyou, Director of the Montgomery County Department of Finance, be added to the Board as an ex-officio Board member to replace the seat vacated by Rob Hagedoorn.

Mr. Hagedoorn moved the motion; Ms. Brown seconded.

A roll call vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Ms. Brown then moved the meeting to election of Board members for renewal of their terms in accordance with the Green Bank's Term Election Plan. Ms. Brown then read the motion to renew the terms of three Board members.

**R8. Election of Board of Director Members for New Three-Year Terms**

RESOLVED, that Stacy Swann, Bob Sahadi, and Marcene Mitchell are elected to new three-year Board member terms to run from FY21 to FY23 as allowed within the Bylaws and the adopted Term Election Plan for the Montgomery County Green Bank.

Ms. Brown motioned to renew the members; Mr. Hunter seconded.

A roll call vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Ms. Norman asked the Board to recognize Mr. Hunter for his role as Chair. Ms. Norman stated that Mr. Hunter was the founding Chair since July of 2016 and that he had gone above and beyond the requirements of the position with good humor and sound judgement. Ms. Norman recognized Mr. Hunter as an exceptional leader.

She added thanks to Mr. Hunter for continuing with the Green Bank and remaining on Board Leadership.

Ms. Norman read a resolution to recognize Mr. Hunter.

**Resolution to Recognize Mr. Hunter's Service as Founding Chair**

Whereas: Montgomery County, in 2015, enacted legislation to support the formation of a Montgomery County Green Bank to promote the investment in clean energy technologies in Montgomery County; and

Whereas: Montgomery County, in 2016, designated Montgomery County Green Bank Corporation (the "Green Bank") as the Montgomery County Green Bank, the first local level Green Bank in the United States; and

Whereas: Bert Hunter, the founding Chair of the Board of Directors of the Green Bank (the "Board"), has for four years as Chair (2016-2020) tirelessly given his attention to the matters of the Board, collaborated with all Board members in a thoughtful, respectful and

constructive manner to move the Green Bank forward in its activities and mission objectives, and provided sound and supportive leadership to the Green Bank to establish the Green Bank as a substantive environmental enterprise for Montgomery County, Maryland that would meet its mission to be a key player to help the County meet its environmental goals; and

Whereas: The Board wants to commend Bert Hunter for his role as Chair in providing critical leadership during the formation period of the Green Bank, for his gracious management of Board meetings and interactions, for his informative insights, direction, and guidance on all aspects of Green Bank management and governance, and for his passion for the Green Bank to be fundamental to the Montgomery County's efforts to reduce greenhouse gas emissions;

Now therefore be it Resolved: The Board of Directors of the Montgomery County Green Bank Corporation hereby thanks and commends Bert Hunter for his four years as Chair of the Board, for his leadership, management, and dedication to establish the sound foundation of Green Bank governance, and for his generous contribution of substantial time to the work of the Green Bank and hereby extends its heartfelt appreciation to him for his exemplary service as founding Chair to the Green Bank.

Ms. Norman moved the motion; Ms. Swann seconded.

A voice vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Mr. Hunter thanked the Board for its recognition of his service to the Board and reflected upon the great collaborative effort that the Board had undertaken in standing up the first local level green bank in the United States which can serve as a model for other municipalities throughout the country as they may follow in the footsteps of the Green Bank. He concluded by expressing confidence in the new leadership for the Board that Ms. Norman will bring to the Chair.

Ms. Brown then announced that she and Ms. Swann were stepping down from Board Leadership. Ms. Brown then read the resolution for the new incoming Board Leadership to fill the roles they are stepping down from.

**R9: Election of Montgomery County Green Bank Officers**

RESOLVED, that Bonnie Norman is elected to a two-year term as Chair of the Board of Directors to be effective July 1, 2020.

RESOLVED, that Bob Sahadi is elected to a two-year term as Vice Chair of the Board of Directors to be effective July 1, 2020.

RESOLVED, that Marcene Mitchell is elected to a two-year term as Vice Chair of the Board of Directors to be effective July 1, 2020.

RESOLVED, that Bert Hunter is elected to a two-year term as Secretary of the Board of Directors to be effective July 1, 2020.

Ms. Brown moved the motion; Ms. Swann seconded.

A roll call vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Mr. Deyo then reviewed two policies with proposed changes, including standard operating procedures and cash management, for the Board to consider for approval.

Mr. Hunter read the resolution.

#### **R.10: Adoption of Policy Changes**

A MOTION TO ADOPT proposed changes to each of the following policies as presented at the June 24, 2020 Board meeting:

- Standard Operating Procedures
- Cash Investment Policy

Mr. Hagedoorn moved the motion; Ms. Brown seconded.

A roll call vote was taken.

All in Favor: 10

All Opposed: 0

Abstained: 0

Before the meeting ended Mr. Hunter thanked Ms. Brown and Ms. Swann for their service to Board leadership as well as their Committee assignments, as well as Ms. Swann taking up the Board recruitment effort recently.

Ms. Swann moved the motion to adjourn the meeting; Mr. Hagedoorn seconded.

A voice vote was taken. The vote was unanimous.

Meeting was adjourned at 4:43 PM.