

**Montgomery County Green Bank
Board of Directors Meeting
By Teleconference
Thursday, November 5, 2020 at 8:00 AM**

Board of Directors Meeting Minutes

1. Call to Order and Roll Call

Bonnie Norman, Board Chair of the Montgomery County Green Bank (“Green Bank”) Board of Directors (“BOD” or “Board”), called the Board meeting to order at 8:10am. The meeting was conducted by teleconference in consideration of the COVID-19 pandemic.

Roll call confirmed the attendance of the following:

- Ms. Bonnie Norman (Board Chair), President, E3 International, LLC
- Mr. Robert Sahadi (Board Vice-Chair), Managing Principal, GreenSpace Investment
- Ms. Marcene Mitchell (Board Vice-Chair), Global Head, Climate Strategy and Business Development, IFC/World Bank Group
- Mr. Bert Hunter (Board Secretary), Executive Vice President and Chief Investment Officer, Connecticut Green Bank
- Mr. Brian Marconi, Partner, Cohn Reznick LLP
- Ms. Marissa Ramirez, Senior Community Climate Strategy Manager, National Resources Defense Council
- Ms. Hope Brown, Vice President and Chief Compliance Officer, Calvert Research and Management/Calvert Funds
- Mr. Adam Ortiz, Director, Department of Environmental Protection (DEP), Montgomery County (Joined at 8:10 AM)
- Mr. Michael Coveyou, Director of Finance, Department of Finance, Montgomery County
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission
- Ms. Stacy Swann , CEO and Founding Partner, Climate Finance Advisors, Benefit LLC (Joined at 8:16 AM)

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
- Ms. Cindy McCabe, Residential Solar Manager, Montgomery County Green Bank
- Ms. Jean Moyer, Business Operations Manager, Montgomery County Green Bank
- Mr. Joshua Myers, Administrative Specialist, Montgomery County Green Bank
- Mr. Mark Edward, Hertzbach

- Ms. Zeynep Orhan, Hertzbach
- Mr. Scott Rosenblum, Hertzbach
- Mr. Ben Nalette, Hertzbach

2. Public Introductions and Comment

Ms. Norman began the meeting by asking if any members of the public were present. No one from the general public had joined. The meeting moved on to the approval of the agenda.

3. Approval of the Agenda

Ms. Norman asked if anyone had any additional adjustments to the agenda. None were voiced. The agenda for the meeting was approved.

4. General Business

Ms. Norman moved the meeting into General Business handing the meeting over to Mr. Marconi to introduce the auditors. Mr. Edward from the Green Bank's auditor, Hertzbach, for remarks concerning the Green Bank's FY20 financial statements and FY20 Form 990.

Ms. Orhan followed and provided the Board with the status of the audit. Hertzbach reviewed, and concurs with management's treatment of the financial records, estimates, disclosures, and reserve calculations. An unmodified opinion was given of the Green Bank's FY20 financial statements. Ms. Orhan presented highlights of the financial statements.

Ms. Orhan then explained a matter in this year's financial statements concerning the treatment of funds held by the Green Bank on behalf of Montgomery County under its contract with the County. After additional guidance from the County regarding these funds and provided for this audit, Hertzbach concluded that the funds should be reclassified as an agency transaction that resulted in an increase in restricted assets and a corresponding liability. The result was a decrease in net assets.

Ms. Orhan inquired of any questions. None were raised.

Ms. Orhan stated that there were no material weaknesses found and while a weakness was found on an accounting adjustment which was proposed and discussed with management there was no significant concern on internal controls.

Ms. Orhan inquired of any questions on the overall presentation. None were raised.

Mr. Nalette then provided an overview of the FY20 990. Mr. Nalette stated the FY20 990 is consistent and in line with last year's 990 and the form includes a note on the reclassification of the County funds as presented by Ms. Orhan.

Mr. Nalette inquired of any questions. None were raised.

Ms. Norman then presented the motion to move the meeting into closed session.

R.3. Closing Statement

This closing statement was prepared by CEO, Tom Deyo, and I, Bonnie Norman, 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 the Fiscal Year 20 audit and FY20 990 with MCGB's auditor, per the "other law" exception §3-305(b)(13). The reason for closing the meeting is to discuss confidential financial information pertaining to preparation of the audit.

Ms. Norman moved the motion; Mr. Hunter seconded. No member raised items for discussion.

A voice vote was taken.

All in Favor: 11

All Opposed: 0

Abstained: 0

The meeting then moved into closed session at 8:30 AM

The Board came out of closed session at 8:50 AM

As four Directors were unable to participate in the closed session conversations with the auditors, a brief conversation was held to review and discuss a matter raised by the auditors in closed session. The full board considered the matter and recommendations for dealing with this matter in preparation for the FY21 and future audits. The board, the CEO and the auditors were in mutual agreement on the process for future audits.

Ms. Norman then presented the resolution for adoption of the FY20 Audit.

R2. Adoption of the FY20 Audit for Montgomery County Green Bank

A MOTION TO APPROVE the Audited Financial Statements for Fiscal Year 2020 of the Montgomery County Green Bank as submitted to the Board by Hertzbach on November 5, 2020. The Board also recognizes the FY20 Form 990 as presented.

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

A roll call vote was taken.

All in Favor: 11

All Opposed: 0

Abstained: 0

Ms. Norman requested a motion to adjourn the meeting.

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

A voice vote was taken.

All in Favor: 11

All Opposed: 0

Abstained: 0

The meeting ended at 9:08 AM