

**Montgomery County Green Bank
Board of Directors Meeting
By Teleconference
Wednesday, June 23, 2021, at 1:30 PM
DRAFT FOR REVIEW**

Board of Directors Meeting Minutes

1. Call to Order and Roll Call

Bonnie Norman, Board Vice-Chairperson of the Montgomery County Green Bank (“Green Bank”) Board of Directors (“BOD” or “Board”), called the Board meeting to order at 1:34 pm. 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. Bert Hunter (Board Secretary), Executive Vice President and Chief Investment Officer, Connecticut Green Bank
- Mr. Robert Sahadi (Board Vice-Chair), Managing Principal, GreenSpace Investment
- Ms. Hope Brown, Vice President and Chief Compliance Officer, Calvert Research and Management/Calvert Funds
- Mr. Brian Marconi, Partner, Cohn Reznick LLP
- Ms. Marissa Ramirez, Senior Community Climate Strategy Manager, National Resources Defense Council
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission (Arrived at 2:12)
- Ms. Marcene Mitchell (Board Vice-Chair) Senior Vice President, Climate Change, World Wildlife Fund
- Mr. Adam Ortiz, Director, Department of Environmental Protection (DEP), Montgomery County (Arrived at 3:42 PM)
- Ms. Stacy Swann, CEO and Founding Partner, Climate Finance Advisors, Benefit LLC

A quorum was present.

Not Present:

- Mr. Michael Coveyou, Director of Finance, Department of Finance, Montgomery County

Other meeting attendees included:

- Mr. Thomas Deyo, CEO, Montgomery County Green Bank
- Mr. Steve Morel, Chief Investment Officer, Montgomery County Green Bank

- Ms. Cindy McCabe, Residential Program and 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. Stan Edwards, Special Advisor to Montgomery County Green Bank, Montgomery County Department of Environmental Protection (Arrived at 2:30 PM)
- Ms. Mary Casciotti, Montgomery County Department of Finance
- Ms. Natasha Campbell, National Director, Historically Black Colleges and Universities (arrived at 2:20)
- Mr. Douglas Weisburger, Senior Planning Specialist, Department of Environmental Protection (Arrived at 2:30 PM)
- Ms. Latoya Thomas, Brick & Story Consulting (Arrived at 2:10 PM)
- Mr. Scott Dicke, Principal, West Arlington Analytics

2. Public Introductions and Comment

Ms. Norman noted that the meeting was publicly announced, and the public was provided an ability to attend by phone. Ms. Norman asked members of the public attending the meeting to introduce themselves if present.

Mr. Scott Dicke introduced himself as a member of the public joining the meeting to stay up to date with the Green Bank.

3. Approval of the Agenda

Ms. Norman reviewed the agenda for the Board.

Ms. Norman then requested a motion to approve the agenda. Mr. Hunter moved the motion. Mr. Sahadi seconded the motion. A voice vote was taken on the motion and the motion passed unanimously.

4. Approval of Meeting Minutes

Mr. Hunter asked for a motion to approve the minutes from May 05, 2021, Board of Directors meeting.

R1: Approval of Minutes for the May 05, 2021, BOD Meeting

A MOTION TO APPROVE the minutes of the Board of Directors Meeting for May 05, 2021.

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

No revisions were requested.

Mr. Hunter asked for a voice vote on the approval of the minutes.

All in Favor: 7
All Opposed: 0
Abstained: 1 (Ms. Norman)

Ms. Norman moved the meeting to the General Session.

5. General Session

Ms. Norman asked Mr. Deyo to open the General Session with the CEO Report.

Mr. Deyo thanked Ms. Norman then presented the CEO Report to the Board, starting with a “Performance Snapshot”. Mr. Deyo stated the Green Bank had funded \$3 million in projects which included 18 properties and 557 households benefitting. Through these projects the Green Bank was able to facilitate 777 tons of Green House Gas (GHG) emission avoided annually. Looking forward Mr. Deyo stated the Green Bank has an \$18 million pipeline which includes 29 new projects. Mr. Deyo added that there were 7 additional projects with \$1.2 million in project value that the Green Bank had worked extensively on and helped advance the projects but the projects closed using other financing. Mr. Deyo also noted that the Green Bank is becoming a market maker as well as it has fielded over 20 public inquiries on projects of up to \$11 million in project value which the Green Bank has referred to area contractors to support residents and businesses.

Mr. Deyo reviewed the Green Bank’s suite of seven different products, including homeowner, commercial, and debt products, that support homeowners and businesses on energy efficiency and renewable energy projects.

Mr. Deyo highlighted many stories around the County where the Green Bank is working on investments and that this work is helping the Green Bank to make many more connections and stimulating new projects.

Mr. Deyo then summarized many of the non-financial activities in which the Green Bank is involved, including outreach, education, technical assistance, piloting concepts, and building stakeholder alliances, which brings added value to the County beyond the financing activities.

Mr. Deyo concluded by reviewing the Green Bank’s Dashboard of the FY21 Workplan and updated the Board on the progress on the goals for the fiscal year.

Ms. Norman then moved the meeting into Product Development.

A. Product Development

Mr. Morel presented a Product Development and Investment Update to the Board, focusing on Fiscal Year 2021 production and Fiscal Year 2022 goals.

Mr. Morel presented an extensive analysis of the Green Bank's pipeline using data from the first year's use of Salesforce. Mr. Morel reviewed the growth in pipeline from 31 projects to 81 projects and the doubling of projects won. This pipeline growth was facilitated by the introduction of Commercial Solar Power Purchase Agreement, Small Business Energy Savings Support and C-PACE as new products, having dedicated production staff, and undertaking significant outreach efforts.

Mr. Morel reviewed the Green Bank's deployment strategies as the Green Bank enters FY22. These strategies include C-PACE and Green Bank legislative changes, exploring new financial partner relationships, launching a low-to-moderate income solar product, uncovering other market gaps, focusing on resiliency, and other concepts. The end goal for FY22 is the Green Bank to have tripled the pipeline and new closed and won projects.

Ms. Norman then moved the meeting into the Governance section.

B. Governance

Ms. Norman began the Governance section by stating the Board wanted to take the opportunity to recognize Ms. Brown who joined the Board in July 2016 when the Green Bank was formed. Ms. Norman stated Ms. Brown served tirelessly for five years and was a key member of Board leadership and helped immensely in transforming the Green Bank from an idea into a sound, well-functioning organization.

Before introducing a resolution to recognize Ms. Brown, the entire Board expressed their gratitude and appreciation for the contributions of Ms. Brown to the organization and to her fellow Board members.

Ms. Norman then introduced the resolution to recognize Ms. Brown.

R.2: Recognition of Hope Brown as a Founding Board Member of the Montgomery County Green Bank

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: Hope Brown, a founding member of the Board of Directors of the Green Bank (the "Board") and an inaugural Board Officer, 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, economic, outreach, and sustainability goals; and

Whereas: The Board wants to commend Hope Brown for her role in providing key and crucial insights, direction, and guidance on the fundamental structure, formation, and governance of the Green Bank, and for her passion as a director in assuring the integrity of the organization so that it would operate in a sound manner to fulfill its vision of inclusively and equitably transform the clean energy marketplace.

Now therefore be it Resolved: The Board of Directors of the Montgomery County Green Bank Corporation hereby commends Hope Brown for her leadership, dedication, commitment and resolve to establish and advance the initial governance structure of the Green Bank and to assure the adherence to sound policy and compliance to firmly establish the structural bedrock that the Green Bank can rely upon as it grows its presence in the County and the nation, and hereby extends its heartfelt appreciation to her for exemplary service to the Green Bank together with its wishes for her continued success in her future endeavors.

Ms. Swann moved the motion; Mr. Hunter seconded.

A voice vote was taken, and the motion passed unanimously.

All in Favor: 7

All Opposed: 0

Abstained: 1 (Ms. Brown)

Ms. Norman introduced the closed meeting resolution.

Ms. Thomas joined the meeting at 2:10 PM.

R.3: Adoption of a Closing Statement to proceed into a Closed Session.

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 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. Norman moved the motion; Mr. Hunter seconded.

A voice vote was taken, and the motion passed unanimously.

All in Favor: 8

All Opposed: 0

Abstained: 0

The meeting then moved into closed session at 2:11 PM

Mr. Marks joined the meeting at 2:12 PM and joined the closed session.

The closed session ended at 2:32 PM

Ms. Norman then moved the meeting into the Partnership and Funding section.

C. Partnership and Funding

Mr. Deyo introduced Ms. Thomas to the Board.

Ms. Thomas presented an update to the Board on the Green Bank's communication strategies and efforts, including development and use of a monthly communications calendar, learnings on community engagement and the need to spend time to build trust with people of color communities that do not have favorable perspectives on financial services practices of the past, messaging that the Green Bank needs to consider as it revamps its website and materials, and a review of community engagement activities undertaken by the Green Bank team in last two months.

Mr. Weisburger and Mr. Edwards joined the meeting at 2:30 PM

Mr. Deyo next introduced the schedule for a Fiscal Year 2023 – Fiscal Year 2026 Strategic Planning Process. Mr. Deyo stated the Green Bank would be seeking a strategic planning consultant to help with the process. The process would begin mid-July 2021 and run through April 2022. Ms. Norman asked if any Board members would like to join a strategic plan committee to assist and four Board members offered to be on the ad hoc committee.

D. Open Discussion

Ms. Norman then opened the strategic discussion for the Board to examine Climate and Equity Solution concepts as this would assist the Green Bank as it moves into its strategic plan and work agenda for FY22.

Ms. Norman introduced Mr. Weisburger, Senior Planning Specialist at the Department of Environmental Protection along with Mr. Edwards to review the current thinking of the County's environmental justice and equity efforts. Mr. Weisburger briefed the Board on the County's efforts, including the current set of planned activities around equity and inclusion as part of the County's Climate Action Plan.

Mr. Marks subsequently provided an update on aspects of affordable housing and factors to consider for the sector as it relates to introduction of clean energy measures. Mr. Marks offered that an overarching strategy of trying to build a culture around affordability and sustainability is needed for this sector.

The Board then received a presentation from Ms. Campbell on the Historic Black Colleges and Universities (HBCU) Clean Energy Initiative. Ms. Campbell stated the mission of the

Clean Energy Initiative is to increase awareness and equitable access to clean energy solutions by directly engaging HBCUs. Ms. Campbell offered several ideas on how to think about community engagement as the Green Bank conducts its outreach to underserved and people of color communities.

The Board followed with an engaged discussion on the strategic topic.

Ms. Thomas left the meeting at 3:30 PM

Ms. Campbell left the meeting at 3:30 PM.

Mr. Ortiz joined the meeting at 3:42 PM

Ms. Norman then moved the meeting onto Finance and Operations.

E. Finance and Operations

Mr. Deyo provided a brief update to the Board on the FY22 final Budget and Workplan presented for consideration of approval by the Board. Mr. Deyo noted that the final budget was reviewed by the Finance and Operations Committee and by Board Leadership prior to this meeting, and that the final budgets were included in the Board materials with full details. Mr. Deyo highlighted 5 key drivers for the success of the FY22 workplan.

1. Achieve highly successful outcomes on three key efforts that deliver scaled, strategic, or reputational “homeruns”.
2. Deliver key actions that demonstrate being an effective County / CAP Partner.
3. Build equitable market access and production through an intentional engagement strategy and deliveries.
4. Make a substantive impact with products to meet market demand with a minimum of \$17 million in FY22 project-value production and a portfolio with project value of \$25 million at end of FY22.
5. Establish foundation for expansion.

Mr. Deyo proceeded to highlight the changes to the final budget from the draft budget reviewed by the Board on May 5, 2021.

Mr. Marks left the meeting at 3:56 PM

After his presentation Mr. Deyo requested the Board’s approval of the FY22 budget and workplan.

Ms. Norman introduced the FY22 budget approval resolution.

R.6: Adoption of the Montgomery County Green Bank FY 22 Annual Operating Budget

A MOTION TO ADOPT a Fiscal Year 2022 Annual Operating Budget for the Montgomery County Green Bank as presented at the June 23, 2021, Board meeting.

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

Board members were asked for comments. No offered comments were made.

A roll call vote was taken.

All in Favor: 9
All Opposed: 0
Abstained: 0

Ms. Norman then introduced the FY22 workplan resolution.

R.7: Adoption of Montgomery County Green Bank FY 22 Work Plan

A MOTION TO ADOPT a Fiscal Year 2022 Work Plan for the Montgomery County Green Bank as presented at the June 23, 2021, Board meeting.

Ms. Mitchell moved the motion; Ms. Ramirez seconded.

Board members were asked for comments. No offered comments were made.

A roll call vote was taken.

All in Favor: 9
All Opposed: 0
Abstained: 0

Mr. Hunter left the meeting at 4:02 PM

Ms. Norman asked Mr. Deyo to summarize the request for a change to the Cash Investment Policy. Mr. Deyo explained that under current investing conditions the banks are the only institutions offering some level of investment return and the policy variance seeks an annual exception to increase to the percent of investments allowed to be invested in insured bank accounts.

Ms. Norman then introduced the Cash Investment Policy resolution.

R.8: Approval of Exception to Cash Investment Policy for FY22

A MOTION TO APPROVE an Exception for FY22 to Attachment A of the Cash Investment Policy as adopted on June 24, 2020, that would allow investment in bank CDs or Investment accounts for up to 100% of MCGB cash investments provided that such bank investments have FDIC insurance, including through the CDARS program.

Mr. Marconi moved the motion; Ms. Swann seconded.

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8
All Opposed: 0
Abstained: 0

Ms. Norman then introduced the resolution pertaining to a Grant Agreement under EmPOWER which is to support the prospect that the Green Bank would be receiving funding through the Maryland Public Service Commission as part of the Clean Energy Advantage program becoming a statewide program where the Green Bank would partner with the Maryland Clean Energy Center for conducting the program.

R.4: Approval of Potential Grant Agreement Under EmPOWER

A MOTION TO APPROVE execution of a Memorandum of Understanding (MOU) and / or Grant Agreement that documents with utility companies the allocation of EmPOWER funds in support of a statewide Clean Energy Advantage Program to the Montgomery County Green Bank (“Green Bank”) relative to the Maryland Public Service Commission Order #89855 issued June 14, 2021. This approval DELEGATES the final approval of the grant amount and the final MOU or Grant Agreement to Board Leadership or Partnership and Funding Committee (“Committee”) unless Board Leadership or the Committee deems it necessary for full Board approval, and AUTHORIZES Thomas Deyo, CEO of the Montgomery County Green Bank and Bonnie Norman, Chair of the Montgomery County Green Bank, to execute such MOU and / or Grant Agreement with utilities on the organization’s behalf.

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

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8
All Opposed: 0
Abstained: 0

Ms. Norman then introduced a resolution to support a potential grant agreement with Maryland Energy Administration which the Green Bank may receive word about in last days of June.

R.5: Approval of Potential Grant Agreement with Maryland Energy Administration

A MOTION TO APPROVE execution of a Memorandum of Understanding (MOU) and / or Grant Agreement that documents with Maryland Energy Administration (“MEA”) any support by MEA to the Montgomery County Green Bank (“Green Bank”) relative to the

Green Bank’s proposal submitted to MEA in FY21. This approval DELEGATES the final approval of the grant amount and the final MOU or Grant Agreement to Board Leadership or Partnership and Funding Committee (“Committee”) unless Board Leadership or the Committee deems it necessary for full Board approval, and AUTHORIZES Thomas Deyo, CEO of the Montgomery County Green Bank and Bonnie Norman, Chair of the Montgomery County Green Bank, to execute such MOU and / or Grant Agreement with MEA on the organization’s behalf.

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

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8
All Opposed: 0
Abstained: 0

Ms. Norman then moved to the discussion on to governance topics.

Governance

Ms. Norman introduced the resolution to approve Mr. Kyle Danish as a Board member.

R.9: Adoption of New Board of Director Member

By recommendation of the lead of the Board of Director Recruitment work group, A MOTION TO approve Kyle Danish as a new director to fill a position being vacated on the Board of Directors to be effective on July 1, 2021.

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

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8
All Opposed: 0
Abstained: 0

Ms. Norman then introduced the resolution for election of Board of Director members for a new three-year term.

R10. Election of Board of Director Members for New Three-Year Terms

RESOLVED, that Bert Hunter is elected to new three-year Board member terms to run from FY22 to FYFY24 as allowed within the Bylaws and the adopted Term Election Plan for the Montgomery County Green Bank.

Ms. Ramirez moved the motion; Mr. Marconi seconded.

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8

All Opposed: 0

Abstained: 0

Ms. Norman then introduced the resolution for electing for Board members to committees.

R.11. Election of Board Committee Members and Chair of Committees

RESOLVED, that the following Board member is elected to the named Committees and the following Board Member is elected as Chair of named Committees for the Montgomery County Green Bank.

Governance Committee Member: Mr. Kyle Danish

Finance and Operations Member: Mr. Kyle Danish

Governance Committee Chair: Mr. Kyle Danish

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

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8

All Opposed: 0

Abstained: 0

Ms. Norman then introduced the resolution to approve policy changes for the Green Bank.

R.12: Adoption of Policy Changes

A MOTION TO ADOPT proposed changes to each of the following policies as presented at the June 23, 2021, Board meeting:

- Procurement Policy

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

Board members were asked for comments. No offered comments were made.

A voice vote was taken.

All in Favor: 8

All Opposed: 0

Abstained: 0

Adjournment

Ms. Norman then requested a motion to adjourn the meeting.

Ms. Brown moved the motion; Ms. Mitchell made the motion.

A voice vote was taken.

All in Favor: 8

All Opposed: 0

Abstained: 0

The meeting adjourned at 4:15 PM.