

**Montgomery County Green Bank  
Board of Directors Special Meeting  
By Teleconference  
Friday, March 18, 2022, at 8:00 AM**

**DRAFT**

**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 a special meeting of the Board to order at 8:02 AM. The meeting was conducted by teleconference in consideration of the COVID-19 pandemic.**

Roll call confirmed the attendance of the following:

- Mr. Bert Hunter (Board Secretary), Executive Vice President and Chief Investment Officer, Connecticut Green Bank
- Ms. Bonnie Norman (Board Chair), President, E3 International, LLC
- Mr. Kyle Danish, Partner, Van Ness Feldman
- Ms. Marcene Mitchell (Board Vice-Chair) Senior Vice President, Climate Change, World Wildlife Fund
- Mr. Robert Sahadi (Board Vice-Chair), Managing Principal, GreenSpace Investment
- Ms. Marissa Ramirez, Director, Community Strategies
- Mr. Michael Coveyou, Director of Finance, Department of Finance, Montgomery County

**A quorum was present. Meeting started at 8:02 AM.**

Not Present:

- Ms. Stacy Swann, CEO and Founding Partner, Climate Finance Advisors, Benefit LLC
- Mr. Zachary Marks, Director of Development, Housing Opportunities Commission
- Mr. Brian Marconi, Partner, Cohn Reznick LLP
- Adriana Hochberg, Climate Change Officer, Montgomery County, Acting Director, DEP

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, Montgomery County Green Bank
- Mr. Rokas Beresniovos, Montgomery County Green Bank
- Ms. Tyniah McDuffie, Montgomery County Green Bank
- Ms. Jean Moyer, Montgomery County Green Bank
- Mr. Joshua Myers, Montgomery County Green Bank
- Ms. Mary Casciotti, Montgomery County Department of Finance
- Mr. Stan Edwards, Chief, Division of Environmental Policy & Compliance, Montgomery County Department of Environmental Protection
- Ms. Laura Schwingel, Principal, Nonprofit Advantage Consulting
- Mr. Michael Freedman-Schnapp, Managing Director, Forsyth Street Advisors

## **2. Public Introductions and Comment**

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

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

Ms. Norman requested the approval the agenda.

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

No further discussion was had.

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

## **4. Approval of the Meeting Minutes**

Mr. Hunter asked for a motion to approve the minutes from January 26, 2022, Board of Directors meeting.

### **R1: Approval of Minutes for the January 26, 2022, BOD Meeting**

A MOTION TO APPROVE the minutes of the Board of Directors Meeting for January 26, 2022.

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

No comments or requests for revisions were made.

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

All in Favor: 7

All Opposed: 0

Abstained: 0

## 5. General Business

### a. Finance and Operations

Ms. Norman then moved the meeting to Finance and Operations and the approval of the new auditor for the Green Bank.

Mr. Deyo stated the Green Bank has gone through the procedures in procuring a new auditor for the Green Bank for consideration for a three-year period with each annual audit to be under an annual engagement letter. The Green Bank issued a Request For Quotations (RFQ) in January and received three proposals. Mr. Marconi, Ms. Moyer and Mr. Deyo made up a panel to review the proposals. The panel chose Novogradac and Company LLC, who met the terms of the RFQ solicitation by providing a detailed proposal about the company's qualifications, responsiveness to addressing fees in the proposal and meeting the Green Bank's budget, and having received supportive references. The recommendation for Novogradac to be selected as the Green Bank auditor was made to the Finance and Operations Committee on March 9, 2022 and the Committee approved the recommendation for Novogradac to come to the Board for its approval. Mr. Deyo read a written correspondence from Mr. Marconi, Chair of the Finance and Operations Committee, summarizing the reasons the Board should consider Novogradac LLC as the Green Bank's auditor.

Ms. Norman introduced the resolution to approve the new auditor.

#### **R2: Approval for new Auditor.**

A MOTION TO APPROVE Novogradac and Company as auditor, delegate approval of the engagement letter to the Chair of Finance and Operations, and authorize Tom Deyo, CEO of the Montgomery County Green Bank to enter into engagement letters.

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

No further comments or discussion was made.

A roll call vote was taken, and the motion passed unanimously.

Ms. Norman - Aye  
Ms. Mitchell - Aye  
Mr. Sahadi - Aye  
Mr. Danish Kyle - Aye  
Ms. Ramirez Marissa - Aye  
Mr. Coveyou Mike - Aye  
Mr. Bert Hunter - Aye

All in Favor: 7

All Opposed: 0

Abstained: 0

**b. Investment**

Ms. Norman then moved the meeting to the Investment section and introduced Ms. Mitchell for this section of the Meeting. Ms. Mitchell asked Mr. Morel to present on the pipeline and on transactions for approval that had been approved by the Investment Committee for Board consideration.

Mr. Morel started with an update of the Product and Investment pipeline.

Mr. Morel then moved to a presentation summarizing the strategy and terms of several transactions related to a new Access Solar program offering solar financing support to low- and moderate-income households.

Following the presentation, several approvals were sought from the Board.

Ms. Norman introduced the first resolution.

**R.3: Approval of the MCGB Transaction/Investment No. 11: Residential Power Purchase Agreement Loss Reserve with Sunnova Energy Corporation**

A MOTION TO APPROVE entering into a loss reserve agreement with Sunnova Energy Corporation that commits \$300,000 to support a Power Purchase Agreement program for residential households installing solar PV that is: a) substantially in the form as presented to the Board at the March 18, 2022 Board of Directors meeting; b) delegates to the Board Leadership final approval of the loss reserve agreement provided the Board Leadership does not identify material items that would require Board approval; and c) authorizes Tom Deyo, CEO, to execute such loss reserve agreement.

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

A roll call vote was taken, and the motion passed unanimously.

Ms. Norman - Aye  
Ms. Mitchell - Aye  
Mr. Sahadi - Aye  
Mr. Danish Kyle - Aye  
Ms. Ramirez Marissa - Aye  
Mr. Coveyou Mike - Aye  
Mr. Bert Hunter - Aye

All in Favor: 7  
All Opposed: 0  
Abstained: 0

Ms. Norman then introduced the second resolution.

**R.4: Approval of the MCGB Transaction/Investment No. 12: Solar Renewable Energy Credit Purchase Monetization Program**

A MOTION TO APPROVE creation of a Solar Renewable Energy Credit (SREC) purchase program (“Program”) and a) the commitment of \$300,000 of capital to support this solar purchase assistance program for residential households installing solar PV; b) delegates to the Board Leadership final approval of any program agreements to be entered into by Montgomery County Green Bank provided the Board Leadership does not identify material items that would require Board approval; and c) authorizes Tom Deyo, CEO, to execute such agreements required to create accounts with SREC trading partners and (if needed) to effect sales of SRECs and enter into assignment agreements for SRECs with contractors (the owners of the SRECs) as necessary to execute such SREC purchase program.

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

A roll call vote was taken, and the motion passed unanimously.

Ms. Norman - Aye  
Ms. Mitchell - Aye  
Mr. Sahadi - Aye  
Mr. Danish Kyle - Aye  
Ms. Ramirez Marissa - Aye  
Mr. Coveyou Mike - Aye  
Mr. Bert Hunter - Aye

All in Favor: 7  
All Opposed: 0  
Abstained: 0

Ms. Norman then introduced the third resolution.

**R.5: Approval of an amendment to MCGB Transaction Number 4 (the first Clean Energy Credit Union Loss Reserve Agreement) that will limit loan proceeds to renewable energy projects and extends eligibility to households with credit scores of 600 or greater**

A MOTION TO APPROVE amending the MCGB Transaction Number 4 with the Clean Energy Credit Union to limit loan proceeds to renewable energy projects and extend eligibility to households with credit scores of 600 or greater that is a) substantially in the form as presented to the Board at the March 18, 2022 Board of Directors meeting; b) delegates to the Board Leadership final approval of the amended loss reserve agreement provided the Board Leadership does not identify material items that would require Board approval; and c) authorizes Tom Deyo, CEO, to execute such loss reserve agreement.

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

A roll call vote was taken, and the motion passed unanimously.

Ms. Norman - Aye  
Ms. Mitchell - Aye  
Mr. Sahadi - Aye  
Mr. Danish Kyle - Aye  
Ms. Ramirez Marissa - Aye  
Mr. Coveyou Mike - Aye  
Mr. Bert Hunter - Aye

All in Favor: 7  
All Opposed: 0  
Abstained: 0

Ms. Norman then moved the meeting to the FY23-26 Strategic Planning Discussion

**c. FY23-26 Strategic Planning Discussion**

Ms. Norman introduced the topic and handed the discussion over to Ms. Ramirez.

Ms. Ramirez stated that the Board was in the final stretch of the strategic planning that the Green Bank has been engaged during several previous Board meetings. The agenda for the discussion was to obtain feedback prior to development of a final strategic plan. The Strategic Plan Committee would use the input and bring to the Board at the April Board meeting for consideration of approval of a final strategic plan.

Ms. Schwingel made a presentation of the timeline for the strategic planning project, the newly approved Mission and Vision statement for the Green Bank, and the current set of draft Goals that had been developed through several meetings and interactions with the Strategic Planning Committee.

Mr. Freedman-Schnapp presented to the Board on the strategic planning's Business & Capitalization Plan. He presented on the continued progress on refining the thoughts from discussions on the Green Bank's products and how the business model interacts with capitalization options. This focused on accelerating market impact, sectors to drive scale, a financial model summary and capitalization strategies. A discussion took place after the presentation.

Mr. Deyo then presented on the strategic plan impact measures and projected changes to production and staffing resulting from the proposed plan objectives and financial model.

A discussion followed with Board comments on the Goals, the financial model, and the strategic impact measures.

Ms. Schwingel closed with a review of the next steps with final Board approval for the Strategic Plan scheduled for April 20<sup>th</sup>.

Ms. Norman then introduced the Governance section of the meeting.

**d. Governance**

Ms. Norman handed the meeting over to Mr. Danish and Mr. Deyo for the Governance section.

Mr. Deyo presented on proposed amendments to the Green Bank charter as being reviewed by the County Executive's office for submission to the County Council. Mr. Deyo indicated that the proposed amendment focuses on adding climate adaptation and resiliency activities to the Green Bank's list of activities and would likely be submitted by the County Executive in next several weeks and the County Council will deliberate on them thereafter. Mr. Deyo also noted that the County Council process for review of the amendment could take a few months to complete and be subject to public hearings and the input from County Council and public on the amendments and Green Bank charter.

Ms. Norman introduced the resolution to approve the reviewed charter amendments.

**R6. Concurrence on proposed revisions to Montgomery County Green Bank Charter**

A MOTION TO CONCUR with requesting proposed revisions to Article 7 of Chapter 18A of the Montgomery County Code to enable the Montgomery County Green Bank to engage in climate adaptation and resiliency activities, as presented at the March 18, 2022, Board of Directors Meeting, and to delegate to Board Leadership management of this process on behalf of the Board unless Board Leadership deems a material need to bring items to the Board.

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

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

All in Favor: 7

All Opposed: 0

Abstained: 0

Three documents have been updated. The policy, the initial statement from new directors and the annual statement directors signs every year about their conflicts.

Mr. Danish reviewed proposed changes by the Governance Committee to the Conflict of Interest policy and annual Conflict of Interest form. Mr. Danish asked for any comments to be provided to the Committee by April 1 as the final policy changes will be presented at the April 20, 2022 Board meeting. With adoption, Conflict of Interest forms will be due for the June 2022 Board meeting.

**6. Adjournment**

Ms. Norman requested a motion to adjourn the meeting.

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

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

All in Favor: 7

All Opposed: 0

Abstained: 0

The meeting ended at 10:02 AM