

CLEAN ENERGY FINANCE AND INVESTMENT AUTHORITY
Board of Directors
Minutes – Regular Meeting
Friday, July 19, 2013

A regular meeting of the Board of Directors of the **Clean Energy Finance and Investment Authority (the “CEFIA”)** was held on July 19, 2013, at the office of Connecticut Innovations, 865 Brook Street, Rocky Hill, CT.

1. **Call to Order:** Catherine Smith, Chairperson of CEFIA, called the meeting to order at 9:00 a.m. Board members participating: Mun Choi (by phone); Daniel Esty, Vice Chairperson of CEFIA and Commissioner of the Department of Energy and Environmental Protection (“DEEP”); Tom Flynn (by phone); Norma Glover; Reed Hundt (by phone); Sharon Dixon-Peay, State Treasurer’s Office (by phone); John Harrity; Catherine Smith, Chairperson of CEFIA and Commissioner of the Department of Economic and Community Development (“DECD”); and Patricia Wrice.

Member Absent: Matthew Ranelli.

Staff Attending: Jessica Bailey, George Bellas, Mackey Dykes, Brian Farnen, Bryan Garcia, David Goldberg, Dale Hedman, Bert Hunter, Suzanne Kaswan, Kerry O’Neill, Shelly Mondo, Cheryl Samuels, and Bob Wall.

Others Attending: Henry Link, Enviro Energy Connections; and Alex Kragie, DEEP.

Ms. Smith introduced Mr. Harrity who was recently appointed to the Board to replace John Olsen. She spoke about Mr. Harrity’s background and welcomed him to the Board.

There being no objection, the order of the agenda was changed.

2. **Public Comments:**

There were no public comments.

3. **Approval of Minutes of Meetings of June 21, 2013 and June 26, 2013:**

Ms. Smith asked the Board to consider the minutes from the June 21, 2013 and June 26, 2013 meetings.

Upon a motion made by Ms. Glover, seconded by Mr. Harrity, the Board members voted in favor of adopting the minutes from the June 2, 2013 and June 26, 2013 meetings as presented (Mr. Hundt and Ms. Wrice were not present for the vote).

4. Residential Sector Loan Program Update and Funding Request

Ms. O'Neill provided an update on the Smart-E Loan Program, noting that the focus remains on bringing in lenders, training contractors and solidifying the operations. She stated that there are currently 7 lenders on line and 85 contractors trained. Ms. O'Neill mentioned that the product has moved from a three-month interest rate buydown to a six-month interest rate buydown. She spoke about some of the marketing efforts being tested, including the use of Facebook to help drive awareness of the Smart-E Loan Program.

Ms. O'Neill reported on the CT Solar Lease Program and mentioned that the program will be launched to the contractors during the first week of August and to consumers in mid-August.

The Cozy Home Loan Program application process went live this week, and the focus is on training more contractors. Ms. O'Neill mentioned that Wells Fargo is actively promoting its working capital solutions to the contractor base. She noted that the residential programs are backed by the American Recovery and Reinvestment Act—State Energy Program (“ARRA-SEP”) funding. Staff is working to streamline the documentation required of contractors due to this.

Mr. Hunter provided an update on the Solar Loan Program. He mentioned that the Deployment Committee approved and recommended \$300,000 for a Loan Loss Reserve (“LLR”) through the use of repurposed ARRA-SEP program funds and a maximum limit for revolving loan advances to the Solar Loan program subsidiary of (i) \$1,500,000 in the event CEFIA is the sole senior lender under the Solar Loan program or (ii) \$2,200,000 in the event CEFIA is a subordinated lender under the Solar Loan program together with a senior lender providing not more than \$4,500,000 to the Solar Loan program. Due to limits on the funding, the program cannot be opened to all installers, and only two installers are participating. Mr. Hunter stated that four loans have been closed through June, and it is anticipated that approximately \$500,000 in loans will be approved and/or closed by the end of July through the Solarize campaign. Mr. Hunter explained the reasons for staff's recommendation for additional funding to the Solar Loan program subsidiary for a total of up to \$5,000,000. The additional funding will enable the Finance team to offer eligible senior investors fully yielding investments in larger \$500,000 or \$1,000,000 increments, for instance, which, based on the Finance team's discussions with investors to date, seems to be a gating requirement. He went on to report that the Finance team has received positive feedback from institutional investors about the investments and the structure developed by the Finance team. Mr. Hunter also reported that a major foundation appeared close to issuing a commitment for \$1 million. He also spoke about efforts being progressed by the Finance team with the General Counsel to offer some of the Solar Loan investment through the Mission Markets platform – a private marketplace serving the sustainable and impact capital markets. At the same time, Mr. Hunter reported, with the

increased funding, CEFIA will be able to open the program to all eligible installers under the CEFIA Residential Solar Investment Program. In response to a question, Mr. Dykes indicated that the increased funding will come from unspent cash reserves. Mr. Hunter explained how the program will eventually become a revolving loan fund.

Upon a motion made by Ms. Glover, seconded by Ms. Wrice, the Board members voted in favor of adopting the following resolution authorizing funding to the CT Solar Loan subsidiary to fund loans under the CT Solar Loan Program (Mr. Hundt was not present for the vote):

WHEREAS, Section 99 of Public Act 11-80 “An Act Concerning the Establishment of the Department of Energy and Environmental Protection and Planning for Connecticut’s Energy Future” (the “Act”), CHFA is directed to, amongst other things, develop separate programs to finance and otherwise support clean energy investment in residential, municipal, small business and larger commercial projects and such others as the authority may determine; and

WHEREAS, CEFIA seeks authorization to lend to the CT Solar Loan subsidiary for the purposes of funding loans to be granted to Connecticut homeowners under the CT Solar Loan program; and

WHEREAS, this CT Solar Loan Program will support homeowners who desire to purchase solar PV systems for their homes, in line with Public Act 11-80, the State’s Comprehensive Energy Strategy and CEFIA’s Strategic Plan.

NOW, therefore be it:

RESOLVED, that the Board of Directors grants approval for CEFIA to lend to the CT Solar Loan subsidiary for the purposes of funding the loans to be granted to Connecticut homeowners under the Program subject to the following limits:

- A. A maximum limit for all long-term loans, subordinated to senior investors, of \$1,000,000;
- B. A maximum limit for revolving loan advances to aggregate a portfolio of Solar Loans in an amount of \$5,000,000 for a period not to exceed three (3) years;

RESOLVED, that the President of CEFIA and any other duly authorized officer of CEFIA is authorized to execute the senior investors acquisition of a portion of the portfolio of Solar Loans on such terms and conditions materially consistent with the terms sheet dated November 21, 2012 and approved by the Deployment Committee and the memorandum submitted to the Board of Directors on July 12, 2013 and as he or she shall deem to be in the interests of CEFIA and the ratepayers no later than six months from the date of this resolution.

RESOLVED, that actions taken by the President of CEFIA and any other duly

authorized officer of CEFIA since the Deployment Committee approved the establishment of the CT Solar Loan Program at its regular meeting held on November 30, 2012 are hereby ratified and confirmed.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to effect the above-mentioned legal instrument.

5. **Statutory and Infrastructure Section Program Updates and Recommendations:**

a. *Capital Competition: SunGen Capital Management*

Mr. Hedman reported on the Capital Competition. He noted that in November, the Deployment Committee authorized the issuance of a Request for Proposal (“RFP”) for a capital competition, providing up to \$1,000,000 to the winning bidder for long-term and low interest loans to deliver clean energy without the use of a rebate or performance-based incentive. Mr. Hedman spoke about the negotiations with SunGen regarding the proposed structure of the program. He reviewed the proposed program partners, including a capital provider and installer that would be working with SunGen. Mr. Hedman noted that it is anticipated that under the proposed structure, 115 loans will be made. He reviewed the interest rates for each of the terms. The Board discussed the interest rates for the program in comparison with interest rates on other CEFIA programs. Mr. Dykes mentioned that the \$1,000,000 being requested for the program was included in the fiscal year 2014 budget.

The Board questioned how to publicize the programs and resolve the problem with confusion in the market about the different CEFIA programs. Mr. Hunter noted that all of the different programs will be listed and explained on the Energize CT Website. The Board questioned how to help consumers make a determination about the best program for them. The Board noted the importance of ensuring that the broadest set of potential contractors are fully informed about the programs and there is a mechanism in place to ensure a seamless interface for the public to determine their best options. It was noted that the options should be clear and simple for the public to understand.

Upon a motion made by Ms. Glover, seconded by Ms. Wrice, the Board members voted unanimously in favor of adopting the following resolution regarding funding for SunGen Capital Management:

WHEREAS, Section 106 of Public Act 11-80 “An Act Concerning the Establishment of the Department of Energy and Environmental Protection and Planning for Connecticut’s Energy Future” (the “Act”), requires the Clean Energy Finance and Investment Authority (“CEFIA”) to design and implement a Residential Solar Photovoltaic (“PV”) Investment Program that results in a minimum of thirty (30) megawatts of new residential PV installation in Connecticut before December 31, 2022; and

WHEREAS, on November 30, 2012, CEFIA’s Deployment Committee authorized the issuance of a Request for Proposal (“RFP”) for a competitive solicitation to provide a long-term and low-interest loan in an amount not to exceed \$1,000,000 to the winning bidder for delivering the maximum amount of clean energy produced without the use of a Rebate or Performance-Based Incentive pursuant to Section 106 of Public Act 11-80; and

WHEREAS, CEFIA staff has reviewed and selected SunGen Capital Management's ("SunGen") RFP proposal which will use approximately \$1,000,000 in ratepayer capital as subordinated debt to leverage \$2,600,000 in private capital, to be repaid at an interest rate no greater than 1.4 percent annually (the "Program").

NOW, therefore, be it:

RESOLVED, that funding be approved for the program in a total amount not to exceed \$1,525,000 of which not more than \$1,000,000 may support a subordinated debt investment into an SPV established by SunGen for the purpose of executing the Program, and not more than \$525,000 may support the purchase of Renewable Energy Credits ("RECs") produced by the portfolio established under the Program.

RESOLVED, that \$100,000 of the \$1,000,000 subordinated debt may be used as start-up capital that may be forgiven if more than 50 percent of the estimated loans close.

RESOLVED, that CEFIA's funding of the Program is contingent upon SunGen securing written commitments for third-party financing such that the ratio of private capital to ratepayer funds invested in the Program is not less than 2.5:1.

RESOLVED, that the President of CEFIA and any other duly authorized officer of CEFIA is authorized to execute and deliver any contract or other legal instrument necessary to effect the subordinated debt investment on such terms and conditions consistent with the language of this memo (inclusive of the draft term sheet) and as he or she shall deem to be in the interests of CEFIA and the ratepayers no later than six months from the date of this resolution.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents and instruments as they shall deem necessary and desirable to effect the above-mentioned legal instrument.

b. Solarize Connecticut

Mr. Wall reported on the successes of Solarize Connecticut. He stated that over the last year, as a result of Solarize Connecticut there has been a significant increase in clean energy installations, system costs have been lowered, customer acquisition costs have been reduced and Connecticut has been successful in attracting federal funding. In response to a question, Mr. Wall explained how CEFIA will benefit from the Federal funding received by a Connecticut-based project led by Yale University and New York University. A suggestion was made to use some of the larger employers to help communicate. Mr. Wall discussed some of the goals for the second year, including reaching more communities, continuing to drive down system costs, extending the model to other applications and transitioning to a standardized model. He indicated that

staff is asking for authorization to enter into a professional service agreement with SmartPower to continue marketing and outreach support for Solarize Connecticut.

Upon a motion made by Ms. Glover, seconded by Mr. Esty, the Board members voted unanimously in favor of adopting the following resolution regarding Solarize Connecticut:

WHEREAS, the Solarize Connecticutsm Program (the “Program”) is a proven marketing strategy that has significantly increased the deployment of residential solar PV in participating communities by reducing customer acquisition costs and, correspondingly, total system costs; and

WHEREAS, SmartPower, Inc., (“SmartPower”) is a non-profit marketing organization with extensive marketing, education and outreach experience developed in the pilot phase of the Solarize Connecticut program and similar programs in other states; and

WHEREAS, pursuant to Section 9 of the Operating Procedures the President of CEFIA and any other duly authorized officer may contract for professional services on any terms necessary to carry out CEFIA’s purposes; and

WHEREAS, pursuant to Section 9 of the Operating Procedures contracts for professional services shall be awarded by CEFIA in such a manner, including on the basis of a sole-source procurement, as the Board determines to be appropriate and in CEFIA’s best interests in the circumstances; and

WHEREAS, pursuant to Section 9 of the Operating Procedures contracts requiring an expenditure by CEFIA of over one hundred fifty thousand dollars (\$150,000) shall, whenever possible, be awarded on the basis of a process of competitive negotiation where proposals are solicited from at least three (3) qualified parties; and

WHEREAS, SmartPower has played a critical role in the early successes of this Program and has a thorough familiarity with all facets of the Program, unlikely to be matched by any other service provider without an unacceptable delay; and

WHEREAS, due to SmartPower’s unique expertise and the current time constraints, with the anticipated launch of this phase of the Program in August, it is not possible to initiate a competitive proposal process without delaying the launch and it would be in CEFIA’s best interest to execute a sole-source procurement of SmartPower’s services for this Program.

NOW, therefore be it:

RESOLVED, that the Board of Directors approves the selection of SmartPower, to assist in the marketing and management of this phase of the Program, as in the best interests of CEFIA.

RESOLVED, that the Board of Directors approves the execution of a professional service agreement (“PSA”) substantially in the form of CEFIA’s standard PSA with SmartPower for an amount not to exceed \$200,000 to assist in the marketing and management of the Program.

RESOLVED, that the President of CEFIA and any other duly authorized officer of CEFA is authorized to execute and deliver any contract or other legal instrument necessary to effectuate such financing on such terms and conditions as he or she shall deem to be consistent with the Program and in the best interests of CEFIA and the ratepayer.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents as they shall deem necessary and desirable to effect the above-mentioned legal instrument or instruments.

6. Commercial and Industrial Sector Program Updates and Recommendations for Approval:

Ms. Bailey provided an update on the C-PACE Program. She noted that to date, 50 towns have come on board which is approximately 62 percent of the eligible Connecticut market. Approximately 170 contractors have been trained, and there are 164 deals in the pipeline representing approximately \$55,000,000 in transactions. Ms. Bailey mentioned that there are currently 11 qualified capital providers. She stated that three loans have closed and seven additional loans have been approved. Two more loans were presented to the Deployment Committee for review but exceed the \$2,500,000 threshold and must be approved by the Board. Ms. Bailey stated that CEFIA has experienced more C-PACE volume than anywhere else in the country and attributed CEFIA’s success with staff taking a more active role in the process. She noted that more specific marketing efforts will be discussed later on the agenda. Ms. Bailey mentioned that staff is careful not to inflate expectations and is focusing on closing the loans in the pipeline. She talked about the mix of renewable and energy efficiency projects, noting that the number of energy efficiency projects exceeds renewable projects.

Ms. Bailey reviewed the request for C-PACE construction and term loan financing for the energy efficiency upgrades at 100 Roscommon Drive, Middletown. She noted that the project savings are 66,779,720 kBTU versus \$2,535,766 of ratepayer funds at risk. Ms. Bailey stated that with all C-PACE transactions ratepayer funds will be paid back in one of the following ways: (a) through a take-out by a private capital provider at the end of construction, (b) subsequently, when the loan is sold down to a private capital provider; or (c) through the receipt of funds from the city as it collects the C-PACE

benefit assessment from the property owner. She reviewed the terms and conditions of the transaction.

Ms. Bailey reviewed the request for C-PACE construction and term loan financing for the energy efficiency upgrades at 80 Lamberton Road, Windsor. She noted that the project savings are 119,300,760 kBTU versus \$3,090,444 of ratepayer funds at risk. She reviewed the terms and conditions of the transaction. Before the next Board meeting staff was asked to report on the things that can be done to enable CEFIA to go beyond what is being done. Ms. Bailey briefly talked about needing to bring in new contractors and reach out to other states. She noted the likelihood in the near future of needing to increase C-PACE staff to achieve the aggressive C-PACE goals and continue to be successful.

Upon a motion made by Ms. Glover, seconded by Ms. Wrice, the Board members voted unanimously in favor of adopting the following resolutions regarding C-PACE funding for 100 Roscommon Street Middletown, and 80 Lamberton Road, Windsor:

WHEREAS, Section 157 of Pubic Act 12-2 of the June 12, 2012 Special Session of the Connecticut General Assembly and as amended (the "Act"), CEFIA is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy ("C-PACE"); and

WHEREAS, the CEFIA Board of Directors has approved a \$20,000,000 C-PACE loan line item for a construction and term loan program; and

WHEREAS, the Deployment Committee recommended the approval of a \$2,535,766 construction and term loan under the C-PACE program to Roscommon Infinity, LLC, the property owner of 100 Roscommon Drive, Middletown, CT, (the "Loan") to finance the construction of specified clean energy efficiency measures in line with the State's Comprehensive Energy Strategy and CEFIA's Strategic Plan.

NOW, therefore, be it:

RESOLVED, that the Board of Directors authorizes the President of CEFIA and any other duly authorized officer of CEFIA to execute and deliver the Loan in an amount not to be greater than one hundred and ten percent of \$2,535,766 with terms and conditions consistent with the memorandum submitted to the Board of Directors dated July 19, 2013 and as he or she shall deem to be in the interests of CEFIA and the ratepayers no later than 90 days from July 19, 2013.

RESOLVED, that before executing the Loan, the President of CEFIA and any other duly authorized officer of CEFIA shall receive conformation that the C-PACE transaction meets the statutory obligations of the Act, including but not limited to the savings to investment ratio and lender consent requirements.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents as they shall deem necessary and desirable to effect the above-mentioned legal instrument or instruments.

WHEREAS, Section 157 of Pubic Act 12-2 of the June 12, 2012 Special Session of the Connecticut General Assembly and as amended (the "Act"), CEFIA is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy ("C-PACE"); and

WHEREAS, the CEFIA Board of Directors has approved a \$20,000,000 C-PACE loan line item for a construction and term loan program; and

WHEREAS, the Deployment Committee recommended the approval of a \$3,090,444 construction and term loan under the C-PACE program to Lamberton LLC, the property owner of 80 Lamberton Road, Windsor, CT, (the "Loan") to finance the construction of specified clean energy efficiency measures in line with the State's Comprehensive Energy Strategy and CEFIA's Strategic Plan.

NOW, therefore, be it:

RESOLVED, that the Board of Directors authorizes the President of CEFIA and any other duly authorized officer of CEFIA to execute and deliver the Loan in an amount not to be greater than one hundred and ten percent of the Loan amount with terms and conditions consistent with the memorandum submitted to the Board of Directors dated July 19, 2013 and as he or she shall deem to be in the interests of CEFIA and the ratepayers no later than 90 days from July 19, 2013.

RESOLVED, that before executing the Loan, the President of CEFIA and any other duly authorized officer of CEFIA shall receive conformation that the C-PACE transaction meets the statutory obligations of the Act, including but not limited to the savings to investment ratio and lender consent requirements.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents as they shall deem necessary and desirable to effect the above-mentioned legal instrument or instruments.

7. Update from the President:

In the interest of time, Mr. Garcia stated that the President's report will be e-mailed to the Board for informational purposes.

8. Institutional Sector Program Updates:

Mr. Garcia will e-mail the update on the Institutional Sector Program to the Board.

9. Budget and Operations Committee:

Mr. Garcia mentioned that the Budget and Operations Committee recommends that the Board consider three different options with respect salary adjustments (cost of living adjustment (“COLA”), merit increases, and promotional pool). The Board discussed the comparisons provided for the State Bargaining Unit, the State Managers, Connecticut Innovations (“CI”) and the Connecticut Housing Finance Authority (“CHFA”). Mr. Garcia spoke about the organization and how the management team was rebuilt and emphasized the importance of the team. He explained the three options in detail, one of which just provides a merit increase and two of which provide different percentages for COLA, merit increase and promotion pool. Some support was expressed with the merit only increases because that option provides more flexibility for rewarding those employees that are contributing to the mission of CEFIA. It was noted that the option that just provides a merit increase leaves out some employees who haven’t had a COLA for some time while the cost of living has increased. Some concern was expressed that the merit only option could cause detrimental employee morale. The Board discussed the appropriate maximum increase for any employee, and there was general agreement that the increase for any employee should be capped at 6 percent. Ms. Glover stated that she could support option 2, which was a merit increase of 4.5 percent but could not support the other two options.

Mr. Dykes explained the need to adjust the fiscal year 2014 budget as a result of the significant increase in the change for the state retirement system. Mr. Esty noted that the Budget Committee was distressed by this amount but recognizes that CEFIA has to pay the amount prescribed by the State Comptroller.

Upon a motion made by Mr. Esty, seconded by Ms. Wrice, the Board members voted in favor of adopting the following resolution regarding salary adjustments for fiscal year 2014 (Ms. Glover was opposed):

WHEREAS, Article V of the Clean Energy Finance and Investment Authority (“CEFIA”) Operating Procedures requires the CEFIA Board of Directors (the “Board”) to approve any increases to the operating budget in excess of seventy-five thousand dollars; and

WHEREAS, the Budget and Operations Committee reviewed a staff proposal for an increase in fiscal year 2014 staff salaries and wages; and

WHEREAS, the Budget and Operations Committee recommended that CEFIA staff present up to three options to the Board for their consideration.

NOW, therefore, be it:

RESOLVED, that the Board of Directors approves a cost of living adjustment equal to 2.0 percent of budgeted fiscal year 2014 salaries and wages as a result of inflation.

RESOLVED, that the Board of Directors approves a merit compensation pool equal to 2.5 percent of budgeted fiscal year 2014 salaries and wages to increase selected staffs' salary based on outstanding fiscal year 2013 performance.

RESOLVED, that the Board of Directors approves a promotion pool equal to 1.0 percent of budgeted fiscal year 2014 salaries and wages to promote staff throughout fiscal year 2014 for outstanding performance and taking on increased responsibilities consistent with a higher position.

RESOLVED, that the Board approves an increase in fiscal year 2014 employee benefits to 74.38 percent of budgeted fiscal year 2014 CEFIA employee salaries and wages and a corresponding increase in the fringe benefit rate for CI employees performing shared services for CEFIA.

10. Marketing Support and Budget Reallocation:

Mr. Dykes discussed the importance of CEFIA's statewide efforts to launch its programs and drive customer acquisition. He explained how channel marketing is the most cost effective way to leverage CEFIA's marketing budget in combination with channel partner's marketing budgets. Ms. O'Neill discussed the proposed marketing roles for CEFIA and the channel partners. She reviewed the background and experience of MatchDrive, the recommended strategic partner to help CEFIA develop and execute the launching of products and the channel marketing strategy.

Upon a motion made by Mr. Esty, seconded by Ms. Glover, the Board voted unanimously in favor of adopting the following resolutions regarding the retention of MatchDrive and reallocating unspent or unallocated fiscal year 2013 marketing funds to the fiscal year 2014 marketing budget:

WHEREAS, CEFIA seeks a partner to provide marketing support for its residential and commercial and industrial financial products; and

WHEREAS, CEFIA released a request for proposals for marketing services in February of 2013; and

WHEREAS, Marketing Drive LLC, d/b/a MatchDrive ("MatchDrive") was selected as the leading marketing proposal and is a Connecticut-based, award-winning advertising agency with relevant energy experience.

NOW, therefore be it:

RESOLVED, that the Board of Directors approves the selection of MatchDrive to provide marketing support to CEFIA for its residential and commercial and industrial financial projects, as in the best interest of CEFIA.

RESOLVED, that the Board of Directors approves the execution of a professional service agreement (“PSA”) substantially in the form of CEFIA’s standard PSA with MatchDrive for an amount not to exceed \$1,053,550.

RESOLVED, that the President of CEFIA and any other duly authorized officer of CEFA is authorized to execute and deliver any contract or other legal instrument necessary to effectuate such financing on such terms and conditions as he or she shall deem to be consistent with the Program and in the best interests of CEFIA and the ratepayer.

RESOLVED, that the proper CEFIA officers are authorized and empowered to do all other acts and execute and deliver all other documents as they shall deem necessary and desirable to effect the above-mentioned legal instrument or instruments.

WHEREAS, Article V of the Clean Energy Finance and Investment Authority (“CEFIA”) Operating Procedures requires the CEFIA Board of Directors (the “Board”) to approve any increases to the operating budget in excess of seventy-five thousand dollars; and

WHEREAS, the Budget and Operations Committee recommended approval of unspent or unallocated fiscal year 2013 marketing budget to the fiscal year 2014 marketing budget to the Board of Directors.

NOW, therefore, be it:

RESOLVED, that the Board of Directors approves that the unspent or unallocated fiscal year 2013 marketing budget be added to the fiscal year 2014 marketing budget.

11. **Adjournment**: Upon a motion made by Ms. Glover, seconded by Mr. Harrity, the Board members voted unanimously in favor of adjourning the July 19, 2013 meeting at 11:07 a.m.

Respectfully submitted,

Catherine Smith, Chairperson