



**CLEAN ENERGY**  
FINANCE AND INVESTMENT AUTHORITY

**CLEAN ENERGY FINANCE AND INVESTMENT AUTHORITY  
BOARD OF DIRECTORS**

**Wednesday, August 3, 2011 – 10:30 to 11:00 a.m.  
79 Elm Street, Hartford, CT 06106**

**SPECIAL MEETING AGENDA**

1. Call to Order
2. Swearing In – 5 minutes
3. Public Comments – 5 minutes
4. Appoint Board of Director Member to Preside Over the Meeting\* – 5 minutes
5. Review, Possible Modification, and Adoption of Resolution of Purposes\* – 5 minutes
6. Review, Possible Modification, and Adoption of Bylaws\* – 5 minutes
7. Elect a Vice Chair of the Board of Directors\* – 5 minutes
8. Review and approve of a resolution to appoint Bryan Garcia as Acting President of CEFIA\* – 5 minutes
9. Review and approve of a resolution to provide Bryan Garcia with the signing authority for the CEFIA\* – 5 minutes
10. Adjourn

\*Denotes item requiring Board action

***Next Meeting: TBD  
Clean Energy Finance and Investment Authority, 865 Brook Street, Rocky Hill, CT***

CLEAN ENERGY FINANCE AND INVESTMENT AUTHORITY

RESOLUTION OF PURPOSES

PURSUANT TO

Section 16-245n  
Connecticut General Statutes

Adopted on  
[Month] [Day], 2011

Version: 07/27/11

In accordance with Section 16-245n(d)(1) of the Connecticut General Statutes, the Board of Directors of the Clean Energy Finance and Investment Authority hereby adopts this resolution of purposes.

The Connecticut General Assembly has found and determined that stimulating, supporting, and increasing the use of clean energy, investment in clean energy projects and sources, demand for clean energy, the development of technologies that support clean energy, and the development of the state's energy-related economy are important state policy objectives. To achieve those objectives, the General Assembly, among other things, created the Clean Energy Finance and Investment Authority.

The purposes of the Authority are to achieve the foregoing objectives to the fullest extent authorized or permitted by Section 16-245n of the Connecticut General Statutes, as amended, or any other provisions of the Connecticut General Statutes pertaining to the responsibilities or activities of the Authority. Such purposes include but are not limited to (1) the implementation of the Comprehensive Plan developed by the Authority pursuant to Section 16-245n(c) of the Connecticut General Statutes, as amended; (2) the development of 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; (3) supporting financing or other expenditures that promote investment in clean energy sources to foster the growth, development, and commercialization of clean energy sources and related enterprises; and (4) stimulating demand for clean energy and the deployment of clean energy sources within the state that serve end-use customers in the state.

For the Authority's purposes, "clean energy" means solar photovoltaic energy, solar thermal, geothermal energy, wind, ocean thermal energy, wave or tidal energy, fuel cells, landfill gas, hydropower that meets the low-impact standards of the Low-Impact Hydropower Institute, hydrogen production and hydrogen conversion technologies, low emission advanced biomass conversion technologies, alternative fuels used for electricity generation including ethanol, biodiesel, or other fuel produced in Connecticut and derived from agricultural produce, food waste or waste vegetable oil, provided the Commissioner of Energy and Environmental Protection determines that such fuels provide net reductions in greenhouse gas emissions and fossil fuel consumption, usable electricity from combined heat and power systems with waste heat recovery systems, thermal storage systems, other energy resources and emerging technologies which have significant potential for commercialization and which do not involve the combustion of coal, petroleum or petroleum products, municipal solid waste or nuclear fission, financing of energy efficiency projects, and projects that seek to deploy electric, electric hybrid, natural gas or alternative fuel vehicles and associated infrastructure and any related storage, distribution, manufacturing technologies or facilities.

The Authority may seek to qualify as a Community Development Financial Institution under Section 4702 of the United States Code. If approved as a Community Development Financial Institution, then the Authority would be treated as a qualified community development entity for purposes of Section 45D and Section 1400N(m) of the Internal Revenue Code.

CLEAN ENERGY FINANCE AND INVESTMENT AUTHORITY

BYLAWS

PURSUANT TO

Section 16-245n

Connecticut General Statutes

Adopted on

[Month] [Day], 2011

**ARTICLE I**  
**NAME, PLACE OF BUSINESS**

- 1.1. **Name of the Authority.** The name of the Authority shall be, in accordance with the Statute, the "Clean Energy Finance and Investment Authority".
- 1.2. **Office of the Authority.** The office of the Authority shall be maintained at such place or places within the State of Connecticut as the Board may designate.

**ARTICLE II**  
**BOARD OF DIRECTORS**

- 2.1. **Powers.** The powers of the Authority are vested in and exercised by a Board of Directors which may exercise all such authority and powers of the Authority and do all such lawful acts and things as are necessary to carry out the Comprehensive Plan and the purposes of the Authority as provided in the Resolution of Purposes, or as are otherwise authorized or permitted by the Statute or other provisions of the General Statutes, including the authorization of expenditures and use of funds from the Clean Energy Fund created by Section 16-245n(c) of the General Statutes, formerly known as the Renewable Energy Investment Fund, and the Green Connecticut Loan Guaranty Fund created by Section 16a-40f(b) of the General Statutes.
- 2.2. **Chairperson.** The Chairperson of the Board shall be appointed by the Governor. The Chairperson shall perform the duties imposed by the Statute, these Bylaws, and by resolution of the Board, and shall preside at all meetings of the Board which he or she attends. At each meeting the Chairperson shall submit such recommendations and information as the Chairperson may consider appropriate concerning the business, affairs, and policies of the Authority. The Chairperson shall serve at the pleasure of the Governor

but no longer than the term of office of the Governor or until the Governor appoints the Chairperson's successor, whichever is longer.

- 2.3. **Vice Chairperson.** The Board shall elect from its members a Vice Chairperson. The Vice Chairperson shall perform the duties imposed by the Statute, these Bylaws, and by resolution of the Board. In the absence or incapacity of the Chairperson, the Vice Chairperson shall perform all the duties and responsibilities of the Chairperson. In the absence or incapacity of the Vice Chairperson, or in case of his or her resignation or death, the Board shall elect its members an acting Vice Chairperson during the time of such absence or incapacity or until such time as the Board shall elect a new Vice Chairperson. The Vice Chairperson shall serve until a successor is elected by the Board.
- 2.4. **Secretary.** The Board may elect from its members a Secretary. The Secretary shall perform the duties imposed by the Statute, these Bylaws, and by resolution of the Board. In the absence or incapacity of the Secretary, or in case of a resignation or death, the Board shall elect from their number an acting Secretary who shall perform the duties of the Secretary during the time of such absence or incapacity or until such time as the Board shall elect a new Secretary. The Secretary shall serve until the Board elects a successor.
- 2.5. **Delegation of Powers.** The Board may, by resolution, delegate to the President or other officers of the Authority such powers of the Authority as they believe are necessary, advisable, or desirable to permit the timely performance of the functions of the Authority and to carry out the plans, policies, procedures, and decisions of the Board, except that such delegation shall not include any duties or responsibilities required by the Statute or

these Bylaws to be performed by the Chairperson or the Board or otherwise in conflict with law.

- 2.6. **Directors.** The Directors shall be appointed and serve as provided in the Statute.

### **ARTICLE III OFFICERS AND EMPLOYEES**

- 3.1. **Officers.** The Board shall have the power to create positions for such officers as it may deem to be in the interests of the Authority, and shall define the powers and duties of all such officers. All such officers shall be subject to the orders of the Board and serve at its pleasure. Such officers shall include a President and may include a Chief Investment Officer, a General Counsel, and such other officers as the Board may determine to be appropriate. The Board shall be responsible for determining or approving compensation for each officer.
- 3.2. **President.** The Board shall hire a President. The President shall be the chief executive officer of the Authority and shall have such duties and responsibilities as may be determined by the Board, except that the duties and responsibilities of the office of President shall not include those required by the Statute or these Bylaws to be performed by the Chairperson or the Board or otherwise in conflict with law. The President shall be a non-voting, *ex officio* member of the Board pursuant to the Statute. The Board may delegate to such other person or persons all or part of the duties of the President. The President may, with the approval of the Board, assign or delegate to the officers and employees of the Authority any of the powers that, in the opinion of the President, may be necessary, desirable, or appropriate for the prompt and orderly transaction of the business of the Authority.

- 3.3. **Acting President.** The Board may, by resolution adopted by a majority vote, appoint some other person to serve as Acting President and perform the duties of the President in the event of the death, inability, absence, or refusal to act of the President. The Acting President shall be subject to all of the same restrictions placed upon the President.
- 3.4. **Chief Investment Officer.** The Board may appoint a Chief Investment Officer (CIO). The CIO shall have such duties and responsibilities as may be determined by the Board, except that the duties and responsibilities of the office of CIO shall not include those required by the Statute or these Bylaws to be performed by the Chairperson or the Board or otherwise in conflict with law. The CIO shall not be a Director.
- 3.5. **General Counsel.** The Board may appoint a General Counsel. The General Counsel shall be the chief legal officer of the Authority and shall have such duties and responsibilities as may be determined by the Board, except that the duties and responsibilities of the office of General Counsel shall not include those required by the Statute or these Bylaws to be performed by the Chairperson or the Board or otherwise in conflict with law. The General Counsel shall not be a Director.
- 3.6. **Additional Officers and Other Personnel.** The Authority may from time to time employ such other personnel as it deems necessary to exercise its powers, duties, and functions pursuant to the Statute and any and all other laws of the State of Connecticut applicable thereto. The President shall develop a staffing plan which shall include without limitation a chart of positions and position descriptions for the Authority, personnel policies and procedures, and related compensation levels. Such staffing plan may provide for officers of the Authority in addition to those specifically provided for in these Bylaws, and the appointment of such officers shall be in the discretion of the



President, except as the Board may otherwise determine. The President shall deliver the staffing plan to the Budget and Operations Committee for its review and approval pursuant to Article V, Section 5.32 hereof.

- 3.7. **Signature Authority; Additional Duties.** The President and officers of the Authority shall have such signature authority as is provided in the Authority's Operating Procedures, and as may from time to time be provided by resolution of the Board. The officers of the Authority shall perform such other duties and functions as may from time to time be required.

## **ARTICLE IV BOARD MEETINGS**

- 4.1. **Regular Meetings.** Regular meetings of the Board or any Committee for the transaction of any lawful business of the Authority shall be held in accordance with a schedule of meetings established by the Board or such Committee, provided that the Board shall meet at least six (6) times per calendar year.
- 4.2. **Special Meetings.** The Chairperson may, when the Chairperson deems it expedient, call a special meeting of the Board for the purpose of transacting any business designated in the notice of such meeting. The Committee Chair of any Committee may, when the Committee Chair deems it expedient, call a special meeting of such Committee for the purpose of transacting any business designated in the notice of such meeting.
- 4.3. **Legal Requirements.** All meetings of the Board or any Committee shall be noticed and conducted in accordance with the applicable requirements of the Statute and the Connecticut Freedom of Information Act, including without limitation applicable requirements relating to the filing with the Secretary of the State of any schedule of

regular meetings and notices of special meetings, meeting notices to Directors and Committee members, public meeting requirements, the filing and public availability of meeting agenda, the recording of votes and the posting or filing of minutes, the addition of agenda items at any regular meeting, and the holding of any executive session.

4.4. **Order of Business.** The order of business of any meeting of the Board or any Committee shall be as set forth in the agenda for such meeting, provided that the Board or Committee may vary the order of business in its discretion.

4.5. **Organization.**

4.5.1. At each meeting of the Board, the Chairperson, or in the absence of the Chairperson, the Vice Chairperson, or in the absence of both, a Director chosen by a majority of the Directors then present, shall act as Presiding Officer. The Secretary, or a staff member designated by the President, shall prepare or direct the preparation of a record of all business transacted at such meeting. Such record when adopted by the Directors at the next meeting and signed by the Chairperson or the Secretary shall be the official minutes of the meeting.

4.5.2. At each meeting of a Committee, the Committee Chair, or in the absence of the Committee Chair any other Committee member designated by the majority of the Committee members then present, shall act as Presiding Officer. The President, a staff member designated by the President, or any Committee member chosen by the Presiding Officer, shall prepare or direct the preparation of a record of the business transacted at such meeting. Such record when adopted by a majority of the Committee members in attendance at the next meeting and signed by the Committee Chair shall be the official minutes of the Committee meeting.

- 4.6. **Attendance.** A Director or a member of a Committee may participate in a meeting of the Board or of such Committee by means of teleconference, videoconference, or similar communications equipment enabling all Directors and Committee members participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting. Directors or their designees who miss more than three (3) consecutive meetings shall be asked to become more active on the Board. In the event of further absence, the Board may decide by majority vote to recommend to the appointing authority that the appointment be reconsidered.
- 4.7. **Quorum.**
- 4.7.1. A majority of the Directors then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority.
- 4.7.2. A majority of the Director-members of a Committee shall constitute a quorum, provided that, except in the case of an advisory committee, such quorum shall consist of a minimum of three (3) Directors, at least two (2) of whom are not State employees.
- 4.8. **Enactment.** When a quorum is present, an affirmative vote of a majority of Directors in attendance at Board or Committee meetings shall be sufficient for action, including the passage of any resolution, except as may otherwise be required by these Bylaws or applicable law. Non-Director members of any Committee may participate in the Committee's discussions and deliberations and may join in the Committee's recommendations to the Board, but shall not have a vote on any matters as to which the Committee is exercising the powers of the Board, including without limitation, any funding decisions.

4.9. **Designation of Substitutes for Directors.** If authorized by the Statute, then a Director may appoint a designee to serve as the Director's representative on the Board with full power to act and to vote on that Director's behalf. For the purposes of maintaining consistency and efficiency in Board matters, alternating attendance between the Director and his or her designee is strongly discouraged. If not authorized by statute, then a Director may not name or act through a designee. An authorized appointment of a designee shall be made by filing with the Board a short bio of the designee, the designee's CV, and a certificate substantially similar to the following:

"Certificate of Designation

I, \_\_\_\_\_, a member of the Board of Directors of the Clean Energy Finance and Investment Authority, do hereby designate \_\_\_\_\_ [Name & Title] to represent me at the meetings of the Board or committees thereof with full powers to act and vote on my behalf. This designation shall be effective until expressly revoked by me in writing.

\_\_\_\_\_  
[Name]"

## **ARTICLE V COMMITTEES**

5.1. **Delegation Generally.** The Board may delegate any and all things necessary or convenient to carry out the purposes of the Authority to three (3) or more Directors, provided that at least two (2) of such Directors are not State employees, and, to the extent of powers, duties, or functions not by law reserved to the Board, to any officer or employee of the Authority as the Board in its discretion shall deem appropriate.

5.2. **Appointments; Quorum; Transaction of Business; Recordkeeping.**

- 5.2.1. **Appointments.** The Chairperson shall appoint all Committee Chairs. The Committee Chair need not be a Director on the Finance Committee, the Deployment Committee, the Market Development Committee, any *ad hoc* committee, or an advisory committee.
- 5.2.2. **Quorum.** If necessary to achieve a quorum at any meeting of a Committee other than an advisory committee, then the Chairperson or the Vice Chairperson may sit, participate, and vote as an alternate member of such committee at such meeting.
- 5.2.3. **Report of Committee Actions.** Each Committee shall report to the Board on such Committee's actions and activities at the regular Board meeting next following each Committee meeting.
- 5.2.4. **Recordkeeping.** Committee recordkeeping shall be in accordance with Article IV, Section 4.5.2 hereof.
- 5.3. **Standing Committees.** The Authority shall have five (5) Standing Committees of the Board consisting of an Audit, Compliance, and Governance Committee, a Finance Committee, a Budget and Operations Committee, a Deployment Committee, and a Market Development Committee. Each Standing Committee may form subcommittees in its discretion, but no such subcommittee shall exercise powers of the Board unless authorized by the Board to do so. [Pending Scott Murphy's inquiry to the Office of State Ethics, we may need to add a provision here substantially similar to the one in 5.4.2.]
- 5.3.1. **Audit, Compliance, and Governance Committee.** The Audit, Compliance, and Governance Committee shall consist of three (3) Directors appointed by the Chairperson on a biennial basis, not more than one (1) of whom shall be a State

employee. The principal functions, responsibilities, and areas of cognizance of the Audit, Compliance, and Governance Committee shall be as follows:

(i) recommendation to the Board as to the selection of auditors; (ii) meetings with the auditors to review the annual audit and formulation of an appropriate report and recommendations to the Board with respect to the approval of the audit report; (iii) review of the audit and compliance findings of the Auditors of Public Accounts, and meetings with the staff auditors there as appropriate; (iv) review with the auditors, President, and senior finance staff of the adequacy of internal accounting policies, procedures and controls; (v) review of the sufficiency of financial and compliance reports required by statute; (vi) recommendation to the Board as to the selection of the Authority' ethics liaison and ethics compliance officer(s); (vii) review of the adequacy of employee education and training on ethics and related legal requirements; (viii) review and approval of, and in its discretion recommendations to the Board regarding, all governance and administrative matters affecting the Authority, including but not limited to matters of corporate governance, corporate governance policies, committee structure and membership, management qualifications and evaluation, and Board and Standing Committee self-evaluation; (ix) oversight of the Authority's legal compliance programs, including but not limited to compliance with state contracting and ethics requirements; (x) management succession planning; (xi) oversight of any Director conflict of interest matters; (xii) as-needed review of any staff recommendations to the Board regarding the Authority's regulatory or policy initiatives including but not limited to the Comprehensive Plan and other clean energy regulatory or policy evidentiary matters

before the Public Utilities Regulatory Authority and other state and federal commissions and tribunals that may affect clean energy development and/or the Authority's statutory mandate; (xiii) acting as a resource to the appointing authorities with respect to the identification and recruitment of qualified and interested private sector Director candidates; and (vi) the exercise of such authority as may from time to time be delegated by the Board to the Audit, Compliance, and Governance Committee within its areas of cognizance.

**5.3.2. Budget and Operations Committee.** The Budget and Operations Committee shall consist of three (3) Directors appointed by the Chairperson on a biennial basis. Additionally, the Chairperson or the Vice Chairperson shall be a non-voting *ex officio* member of the committee, subject to the provisions of Article V, Section 5.2.2 hereof. The principal functions, responsibilities, and areas of cognizance of the Budget and Operations Committee shall be as follows: (i) to recommend and monitor compliance with prudent fiscal policies, procedures, and practices to assure that the Authority has the financial resources and financial strategy necessary to carry out its statutory responsibilities and mission, including oversight of the Authority's budget process, asset and liability management, asset risk management, insurance and loss prevention, and performance measurement; (ii) recommendation to the Board as to approval of the annual operating budget and plan of operation; (iii) oversight of space planning and office leases, systems, and equipment, and procedures and practices with respect to purchasing; (iv) to recommend and monitor compliance with policies, programs, procedures, and practices to assure optimal organizational development, establishment of policies, programs, procedures and

practices to assure optimal organizational development, the recruitment and retention of qualified personnel and the just and fair treatment of all employees of the Authority, including employment policies and practices, employee training, development, evaluation and advancement, employee compensation and benefits, and matters of employee separation and severance; (v) review and approval of the Authority staffing plan as developed by the President; (vi) with respect to reallocation of amounts between approved budget line items in excess of ten thousand dollars (\$10,000) but not exceeding seventy-five thousand dollars (\$75,000) in total, approval of such reallocation; (vii) with respect to increases to the operating budget or unbudgeted disbursements in amounts in excess of ten thousand (\$10,000) but not exceeding seventy-five thousand (\$75,000), approval of such increases; and (viii) the exercise of such authority as may from time to time be delegated by the Board to the Budget and Operations Committee within its areas of cognizance.

**5.3.3. Finance Committee.** The Finance Committee shall consist of no more than six (6) members total, consisting of three (3) Directors and up to three (3) non-Directors, all appointed by the Chairperson on a biennial basis. The non-Director members of the Finance Committee shall each have expertise in such areas as: investment banking, commercial lending, tax-exempt or tax-advantaged financing, or municipal banking. The principal functions, responsibilities, authority, and areas of cognizance of the Finance Committee shall be as follows: (i) to recommend and monitor compliance with investment guidelines, criteria, policies, and practices supporting the Authority's statutory mission; (ii) oversight of policies and practices



relating to the evaluation and recommendation of initial investments, follow-on investments, investment modifications and restructurings, and the sale or other disposition of investments by the Authority's professional investment staff; (iii) oversight of policies and practices relating to investment management by the Authority's professional investment staff, including implementation of investment exit strategies; (iv) except to the extent of any investment powers expressly reserved to the Board itself in any resolution of the Board, to approve on behalf of the Board investments, follow-on investments, investment modifications and restructurings, and the sale or other disposition of investments; and (v) the exercise of such other authority as may from time to time be delegated by the Board to the Finance Committee within its areas of cognizance.

**5.3.4. Deployment Committee.** The Deployment Committee shall consist of no more than six (6) members total, consisting of three (3) Directors and up to three (3) non-Directors, all appointed by the Chairperson on a biennial basis. Additionally, the Chairperson or the Vice Chairperson shall be a non-voting *ex officio* member of the committee, subject to the provisions of Article V, Section 5.2.2 hereof. The non-Director members of the Deployment Committee shall each have expertise in such areas as: project finance, levelized cost of clean energy, or clean energy policy. The principal functions, responsibilities, and areas of cognizance of the Deployment Committee shall be as follows: (i) to recommend and monitor compliance with program, project, and investment guidelines, criteria, policies, and practices supporting the Authority's statutory mission and management of such by the Authority's professional staff; (ii) with respect to project financing requests

including but not limited to the On-Site Renewable Distributed Generation Program, the Residential Solar program, the Combined Heat and Power pilot program, the Anaerobic Digestion pilot program, and the Condominium Renewable Energy grant program, between three hundred thousand dollars (\$300,000) and two million five hundred thousand dollars (\$2,500,000), evaluation and approval of such projects on behalf of the Board; (iii) with respect to project requests which exceed two million five hundred thousand dollars (\$2,500,000), evaluation of such requests and recommendation to the Board regarding such projects; and (iv) the exercise of such other authority as may from time to time be delegated by the Board to the Deployment Committee within its areas of cognizance. Notwithstanding the foregoing, the Deployment Committee shall have no responsibility or authority with respect to funding or investment requests regarding projects or programs within the area of cognizance of the Market Development Committee, as set forth in Article V, Section 5.3.5 hereof.

**5.3.5. Market Development Committee.** The Market Development Committee shall consist of no more than six (6) members total, consisting of three (3) Directors and up to three (3) non-Directors, all appointed by the Chairperson on a biennial basis. Additionally, the Chairperson or the Vice Chairperson shall be a non-voting *ex officio* member of the Committee, subject to the provisions of Article V, Section 5.2.2 hereof. The non-Director members of the Market Development Committee shall each have expertise in areas such as: domain technology knowledge, clean technology venture capital, or clean energy entrepreneurial operating experience. The principal functions, responsibilities, and areas of cognizance of the Market

Development Committee shall be as follows: (i) with respect to debt, debt-like, grants, equity, and near-equity funding requests below one million five hundred thousand dollars (\$1,500,000), evaluation and approval of such projects and investments on behalf of the Board; (ii) with respect to debt, debt-like, grants, equity, and near-equity funding requests which exceed one million five hundred thousand dollars (\$1,500,000), evaluation and recommendation to the Board regarding approval of such projects and investments; and (iii) the exercise of such authority as may from time to time be delegated by the Board to the Market Development Committee within its areas of cognizance. The projects and programs within the Market Development Committee area of cognizance include but are not limited to alpha projects, operational demonstration projects, equity or near-equity investments in companies, and other emerging technology initiatives.

5.3.6. Additional Standing Committees or *ad hoc* committees of the Board may be formed by the Board at its discretion by resolution setting forth the purposes and responsibilities of such additional Standing Committee or *ad hoc* committee. Each additional Standing Committee or *ad hoc* committee shall have at least three (3) members who are Directors, at least two (2) of whom are not State employees.

#### 5.4. **Advisory Committees.**

5.4.1. The Board may form such advisory committees as the Board in its discretion may determine to be appropriate to advise and assist the Board, any Standing Committee of the Board, or management of the Authority in the performance of its statutory responsibilities. Such advisory committees may include as members such

individuals as may be knowledgeable in the subject matter whether or not Directors or employees of the Authority.

5.4.2. Members of an advisory committee who are not Directors or employees of the Authority shall be considered "members of an advisory board" for purposes of the Connecticut Code of Ethics for Public Officials.

5.4.3. Public confidence in the recommendations and other actions of an advisory committee requires that advisory committee members avoid both actual conflicts of interest and situations that might give the appearance of a conflict of interest. It is to be expected, however, that many advisory committee members will have outside business or professional interests relating to the Authority's statutory mission. It is not intended that such outside business or professional interests be considered a conflict of interest, provided that an advisory committee member shall not participate in any deliberation or vote, and shall not take any other affirmative action as an advisory committee member, with respect to a matter in which such member has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership on the advisory committee. For this purpose, the determination of whether an advisory committee member has an interest which is in substantial conflict with the duties and responsibilities of membership on the advisory committee shall be made in the same manner as provided in Section 1-85 of the Connecticut General Statutes for conflicting interests of public officials. In addition to disclosures required by law, the existence and nature of any such substantial conflict shall be promptly disclosed to the Committee Chair.

**ARTICLE VI  
FISCAL YEAR**

- 6.1. **Fiscal Year.** The fiscal year of the Authority shall extend from July 1 through the following June 30 except as the same may be otherwise determined by resolution of the Board.

**ARTICLE VII  
CONFLICTS OF INTEREST**

- 7.1. Public confidence in the recommendations and other actions of the Board and Committees requires that Directors avoid both actual conflicts of interest and situations that might give the appearance of a conflict of interest. Given the statutory qualifications for membership on the Board, it is to be expected, however, that some Directors will have outside business or professional interests relating to the Authority's statutory mission. It is not intended that such outside business or professional interests be considered a conflict of interest, provided that a Director shall not participate in any deliberation or vote, and shall not take any other affirmative action as a Director or Committee member, with respect to a matter in which such Director has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership on the Board or such Committee. For this purpose, the determination of whether a Director has an interest which is in substantial conflict with the duties and responsibilities of membership on the Board or a Committee shall be made in the manner provided in Section 1-85 of the Connecticut General Statutes for conflicting interests of public officials. The existence and nature of any potential conflict of interest shall be promptly disclosed to the Chairperson (or, in the case of the Chairperson, to the Vice Chairperson) and otherwise as may be required by Section 1-86 of the Connecticut General Statutes.

- 7.2. With respect to potential conflicts of interest, as defined in Section 1-86(a) of the Connecticut General Statutes and pursuant thereto and pursuant to Section 1-81-30(c) of the Regulations of Connecticut State Agencies, the Member shall either (1) excuse himself or herself from participating in any deliberation or vote on the matter and may not otherwise take any affirmative action on the matter or (2) shall prepare a written statement prepared under penalty of false statement describing the matter requiring action and the nature of the potential conflict and explaining why, despite the potential conflict, such Member is able to vote and otherwise participate fairly, objectively, and in the public interest, and shall deliver a copy of such statement to the Office of State Ethics and shall enter a copy of the statement in the minutes of the Board or committee, as applicable.
- 7.3. In addition to the steps described in Section 7.1 and 7.2, above, a conflicted or potentially conflicted Director:
- 7.3.1. is strongly encouraged to leave the room during discussion and vote on the matter at hand;
  - 7.3.2. shall not participate in such discussion and vote; and
  - 7.3.3. shall not have access to non-public confidential information regarding the matter at hand.

## **ARTICLE VIII COMPENSATION**

- 8.1. No Director or Committee member shall at any time receive or be entitled to receive any compensation for the performance of his or her duties as a Director, but may be

reimbursed by the Authority for reasonable and necessary expenses incurred in the performance of such duties.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

- 9.1. Robert's Rules of Order, current revised edition, shall govern the proceedings of the Board when not in conflict with these Bylaws.

## **ARTICLE X ROLE OF CONNECTICUT INNOVATIONS, INC.**

- 10.1. **For Administrative Purposes Only.** Pursuant to the Statute, the Authority is within Connecticut Innovations, Incorporated, for administrative purposes only. The relationship between the Authority and Connecticut Innovations, Incorporated, will be governed by the Statute, Conn. Gen. Stat. § 4-38f as if applicable to the relationship between the Authority and Connecticut Innovations, Incorporated, and other applicable law, and shall be memorialized in a contract for services.

## **ARTICLE XI AMENDMENT**

- 11.1. **Amendment or Repeal.** These Bylaws may be amended or repealed or new Bylaws may be adopted by the affirmative vote of a Super Majority of the Directors then in office. The Authority may adopt rules for the conduct of its business, and the adoption of such rules shall not constitute an amendment of these Bylaws.

## ARTICLE XII DEFINITIONS

12.1. **Definitions.** Unless the context shall otherwise require, the following words and terms shall have the following meanings:

- 12.1.1. "Authority" means the Clean Energy Finance and Investment Authority, a quasi-public agency created and existing pursuant to the Statute.
- 12.1.2. "Board" means the board of directors of the Authority appointed and serving pursuant to the Statute.
- 12.1.3. "Chairperson" means the Chairperson of the Board appointed pursuant to the Statute.
- 12.1.4. "Committee" means any committee of or formed by the Board, including any Standing Committee, *ad hoc* committee, or advisory committee.
- 12.1.5. "Committee Chair" means the Chairperson of a Committee.
- 12.1.6. "Comprehensive Plan" means the plan developed by the Authority pursuant to section 16-245n(c) of the General Statutes.
- 12.1.7. "Connecticut Freedom of Information Act" means the Connecticut Freedom of Information Act, Connecticut General Statutes § 1-200 *et seq.*, as amended.
- 12.1.8. "Director" means a voting member of the Board appointed pursuant to the Statute.
- 12.1.9. "General Statutes" means the Connecticut General Statutes, as amended.
- 12.1.10. "Majority", whether capitalized or lowercase, means one more than half.
- 12.1.11. "President" means the President of the Authority hired by and serving at the pleasure of the Board of Directors of the Authority.



- 12.1.12. "Presiding Officer" has the meaning attributed to that term in Article IV, Section 4.5 of these Bylaws.
- 12.1.13. "Resolution of Purposes" means a resolution of the Board adopted pursuant to the penultimate sentence of Section 16-245n(d) of the General Statutes.
- 12.1.14. "Secretary" means the Secretary of the Board elected pursuant to the Statute and these Bylaws.
- 12.1.15. "Standing Committee" means a Standing Committee established by these Bylaws or another standing committee appointed by the Board for a specified period of time for the purpose of carrying out one or more functions of the Authority.
- 12.1.16. "Statute" means Connecticut General Statutes § 16-245n, as amended.
- 12.1.17. "Super Majority" means two thirds rounded up to the next whole integer.
- 12.1.18. "Vice Chairperson" means the Vice Chairperson of the Board elected pursuant to these Bylaws.

**ARTICLE XIII**  
**AUTHORITY**

- 13.1. These Bylaws are adopted pursuant to the Statute.

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