



**BOARD OF DIRECTORS OF THE  
CONNECTICUT GREEN BANK**  
Regular Meeting Minutes

Friday, December 15, 2023  
9:00 a.m. – 11:00 a.m.

A regular meeting of the Board of Directors of the **Connecticut Green Bank** (the “Green Bank”) was held on December 15, 2023.

Board Members Present: Bettina Bronisz, Dominick Grant, John Harrity, Robert Hotaling, Adrienne Houël, Matthew Ranelli, Lonnie Reed, Hank Webster, Joanna Wozniak-Brown

Board Members Absent: Thomas Flynn, Brenda Watson

Staff Attending: Emily Basham, David Beech, Priyank Bhakta, Larry Campana, Shawne Cartelli, Louise Della Pesca, James Desantos, Catherine Duncan, Mackey Dykes, Brian Farnen, Bryan Garcia, Bert Hunter, Alex Kovtunenکو, Stephanie Layman, Alysse Lembo-Buzzelli, Cheryl Lumpkin, Desiree Miller, Ariel Schneider, Eric Shrago, Dan Smith, Mariana Trief, Leigh Whelpton

Others present:

**1. Call to Order**

- Lonnie Reed called the meeting to order at 9:05 am.

Bryan Garcia summarized the proposed Agenda changes for today’s meeting. Item 4a will be addressed after 4e and item 5a will be addressed after item 6d. Items 6a and 7a will be tabled until a future meeting.

**2. Public Comments**

- No public comments.

**3. Consent Agenda**

**a. Meeting Minutes of October 20, 2023**

**Resolution #1**

Motion to approve the meeting minutes of the Board of Directors for October 20, 2023.

## **b. CY24 Regular Meeting Schedule**

### **Resolution #2**

Motion to approve the Regular Meeting Schedules for 2024 for the Board of Directors and Joint Committee revisions.

## **c. C-PACE Project Extension**

### **Resolution #3**

**WHEREAS**, pursuant to Conn. Gen. Stat. 16a-40g (the “Act”) the Connecticut Green Bank (“Green Bank”) is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy (“C-PACE”);

**WHEREAS**, pursuant to the C-PACE program, the Connecticut Green Bank Board of Directors (the “Board”) or the Connecticut Green Bank Deployment Committee (“DC”), as may be applicable, approved and authorized the President of the Green Bank to execute financing agreements for the C-PACE projects described in this Memo submitted to the Board on December 15, 2023 (the “Finance Agreements”);

**WHEREAS**, the Finance Agreements were authorized to be consistent with the terms, conditions, and memorandums submitted to the Board or DC, as may be applicable, and executed no later than 120 days from the date of such Board or DC approval; and,

**WHEREAS**, due to delays in fulfilling pre-closing requirements the Green Bank will need more time to execute the Finance Agreements.

**NOW**, therefore be it:

**RESOLVED**, that the Board extends authorization of the Finance Agreements to no later than 120 days from December 15, 2023 and consistent in every other manner with the original Board or DC authorization for the Finance Agreement.

**Upon a motion made by John Harrity and seconded by Bettina Bronisz, the Board of Directors voted to approve the Consent Agenda which consists of Resolutions 1 – 3. None opposed or abstained. Motion approved unanimously.**

## **4. Investment Programs Updates and Recommendations**

### **a. Commercial Solar Program – Expansion**

This item was presented after item 4e.

- Louise Della Pesca summarized the reason for the request to expand the Commercial Solar Program, its history, and what it encompasses.
  - Robert Hotaling asked what the overall rate of return is and is there an expectation of an additional return due to the expansion. Louise Della Pesca responded that it is difficult to estimate what the rate of return would be and gave examples of the interest rate ranges for different kinds of transaction the funds have been used for in the

past. Bert Hunter added that with back leverage, the Green Bank varies the rate of return based on the end user in order to create the most stable transaction.

#### **Resolution #4**

**WHEREAS**, the Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”) passed resolutions at its March 25, 2020 meeting to approve funding, in a total not-to-exceed amount of \$30 million in new money, subject to budget constraints, for the continued development by Green Bank, and financing of development by 3<sup>rd</sup> parties, of commercial-scale solar PV projects, to be utilized for the following purposes pursuant to market conditions and opportunities:

1. Development capital;
2. Construction financing;
3. Financing one or more 3<sup>rd</sup>-party ownership platforms, in the form of sponsor equity and/or debt;
4. Sell solar power purchase agreement / lease projects developed by Green Bank to third parties; and
5. Offer loans to property owners that are unable to access financing, such as C-PACE, for installation of solar.

**WHEREAS**, there is continuing demonstrated need for flexible capital to expand access to financing for commercial-scale customers looking to access solar, including near term opportunities to deploy capital at a rate that would mean the \$30 million allocation would be consumed, as explained in a memorandum submitted to the Green Bank Board of Directors (the “Board”) dated December 8, 2023 (the “Board Memo”); and

**WHEREAS**, the Green Bank is implementing a Sustainability Plan that invests in various clean energy projects and products to generate a return to support its sustainability in the coming years.

**NOW**, therefore be it:

**RESOLVED**, that the Board approves the increase of the allocation of \$30 million to the revised allocation of \$50 million, subject to budget constraints, use cases, and appropriate approval of investments as explained in the Board Memo;

**RESOLVED**, that the President of Green Bank; and any other duly authorized officer of Green Bank, is authorized to execute and deliver, any contract or other legal instrument necessary to continue to develop and finance commercial projects on such terms and conditions as are materially consistent with the Board Memo; and

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instrument.

**Upon a motion made by Adrienne Houël and seconded by John Harrity, the Board of Directors voted to approve Resolution 4. None opposed or abstained. Motion approved unanimously.**

## **b. DownEast SPV's Project Pipeline**

- Bert Hunter noted some of the transaction history regarding the Board approval needs.
- Larry Campana summarized the group of 35 projects, the borrower's structure, leadership, and the overall history for the transaction. He reviewed the debt facility terms which includes up to \$10 million, a DSRC of less than 1.35x, for a cumulative 10.1 MW.
- Desiree Miller reviewed the deal structure. Bert Hunter emphasized that this follows the pattern of other projects done such as Sunwealth and SkyView, and that there is a rigorous diligence process done.
  - Lonnie Reed asked for an example of what the project looks like compared to the storage unit rental facilities. Desiree Miller responded there is a church and Bert Hunter added there are five municipal structures.
  - Matthew Ranelli asked why DownEast was not getting the loan from a traditional lending source and what the Green Bank is providing that a private bank could not. Desiree Miller responded that they are extremely credit worthy but by giving them additional capital, they are incentivized to develop more solar projects and increasing their rate of return. Bert Hunter added that the reality is that while a regular financial institution could help them, this kind of smaller transaction creates a lot of deal friction and the diligence involved is not something that more regular financial institutions are interested in, because of the high costs involved. As well, in the event of a catastrophic default, the Green Bank is capable of taking the transactions over and the Green Bank is in a unique position to do that should it be necessary. Regular banks are not equipped to take on these tasks. He added that as the Green Bank is building its portfolio, this activity is not yet squeezing the Green Bank's resources but in the future there may be a point where transactions may need to be pooled to present to local lenders to participate and recapitalize, which would make it easier for them to become involved with. Matthew Ranelli appreciated the response as he did have concerns about the Green Bank having the financial capacity to undertake these transactions on an ongoing basis.

## **Resolution #5**

**WHEREAS**, the Connecticut Green Bank ("Green Bank") Board of Directors ("Board") passed resolutions at its January 2023 meeting to approve funding for the continued development by third parties, of commercial-scale solar PV projects;

**WHEREAS**, MVCP LLC, a Connecticut-based investment company and direct owner of special purpose vehicles that are currently involved in the development of commercial solar projects and, in the future, may develop energy storage solutions projects in Connecticut; and,

**WHEREAS**, MVCP is seeking \$10 million of debt financing to fund the DownEast SPVs' Project Pipeline (the "Debt Facility").

**NOW**, therefore be it:

**RESOLVED**, that the President of Green Bank; and any other duly authorized officer of Green Bank, is authorized to execute and deliver the Debt Facility, and any associated legal instrument, with terms and conditions as are materially consistent with this Board Memorandum dated December 8, 2023; and,

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instrument.

**Upon a motion made by John Harrity and seconded by Rob Hotaling, the Board of Directors voted to approve Resolution 5. None opposed or abstained. Motion approved unanimously.**

**c. US Bank Withdrawal from Solar Lease 3 Partnership**

- Bert Hunter summarized the history of the transaction.
- Louise Della Pesca summarized the history of the establishments of Solar Lease 1, 2, and 3 and the situation that Solar Lease 3 is currently in, which is the point at which US Bank wants to withdraw. She noted the work done by Cohn Reznick and certain information to remain confidential within the Board’s memorandum. Bert Hunter added that this would be in effect of December 31, 2023, which will make the books very clean and so it makes it very easy for the Accounting Department to pick up for 2024.
  - John Harrity asked if the Green Bank owns a lot of assets, and if this is unusual or not. Bert Hunter responded that the Green Bank owns the assets for the two solar funds and there has been ownership interest in these projects ever since they were started.

**Resolution #6**

**WHEREAS**, the Board of Directors (the “Board”) of Connecticut Green Bank (“Green Bank”) approved the establishment on August 2, 2017 of a tax equity partnership (“CT Solar Lease 3, LLC”) via its subsidiary CEFIA Solar Services, Inc., with Firststar Development, LLC, a subsidiary of U.S. Bancorp Community Development Corporation (“U.S. Bank”) to enable financing for commercial solar PV projects in Connecticut under a program referred to as the “CT Solar Lease 3 Program”; and

**WHEREAS**, the CT Solar Lease 3 Program has concluded with ongoing activities limited to servicing a portfolio of commercial solar PV projects and U.S. Bank has expressed an interest to exit CT Solar Lease 3, LLC following the completion of an independent valuation exercise to arrive at a buy-out price for U.S. Bank’s equity stake in CT Solar Lease 3, LLC.

**NOW**, therefore be it:

**RESOLVED**, that the Board approves staff’s request to permit the Green Bank or an eligible subsidiary to purchase U.S. Bank’s equity stake in CT Solar Lease 3, LLC consistent with the memorandum to the Board dated December 12, 2023 (the “Board Memo);

**RESOLVED**, that the President of the Green Bank; and any other duly authorized officer of the Green Bank, is authorized to execute and deliver, any contract or other legal instrument necessary to affect the transaction on such terms and conditions as are materially consistent with the Board Memo; and,

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instrument.

**Upon a motion made by Matthew Ranelli and seconded by Adrienne Houël, the Board of**

**Directors voted to approve Resolution 6. None opposed or abstained. Motion approved unanimously.**

**d. Cargill Falls – Loan Payment Deferral Request**

- Marianna Trief reviewed the Cargills Falls project history and the current status, which the hydro is operating at 76%. She provided the real estate update due to the lead presence abatement, and more units require abatement after recent additional testing. Most of the lawsuits due to the lead presence have been dismissed however, and only 2 were settled. However, the property manager will not be renewing and a new one is being sought and so one additional year of C-PACE loan deferment is being asked for while a new property manager is being determined. As well, the Haynes Construction Company is also deferring. Bert Hunter noted the Green Bank has a very good relationship with the contractor and it has been very helpful.

- Lonnie Reed asked about the demand for the apartments and if there is still a demand. Mariana Trief responded there was and still is, but the current pause in demand is due to the lead abatement. Other non-affected units are being used to house the tenants who would be in the affected ones until they are made safe.

- Adrienne Houël asked due to the deferral, is there any opportunity to catch up, and will there be sufficient cash flow to reimburse. Bert Hunter responded that yes, everything is being pushed along and no interest is being written off, so over years there will be time to recover those funds.

- Matthew Ranelli noted that the project, though it's been extended several times, shows the diligence and creativity of the Green Bank, but stated that the continued issues has pushed it well beyond the scope. Although a lot has been learned, a lot has been put at risk too. He asked if there were a list of options to exit the project should more issues arise, if that's what it comes down to, and if there were any sculpted amortizations to review given all the changes. Bert Hunter responded that there is a cash flow sweep involved once Haynes Construction Company is repaid and that he believes the Green Bank will work out as expected due to the beneficial increases in rental market rates.

- Lonnie Reed and Mariana Trief noted that despite the setbacks, there is still demand for the properties within the project and that it is a real statement project to show success.

- Bettina Bronisz asked if there had been any payments made so far and Mariana Trief responded yes, there was an interest payment made in January. Bert Hunter added that the cash levels were at a critical point earlier in the year which required the Green Bank, the project and Haynes Construction Company to work collaboratively to conserve cash needed to fix the lead issues, but Haynes had been very understanding during that time.

**Resolution #7**

**WHEREAS**, pursuant to Conn. Gen. Stat. 16a-40g, the Connecticut Green Bank (“Green Bank”) has established a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy (“C-PACE”);

**WHEREAS**, the Board of Directors (“Board”) of the Green Bank previously approved a construction and term financing, secured by a C-PACE benefit assessment lien, not-to-exceed amount of \$8,100,000 (the “Current Lien”) to Historic Cargill Falls Mill, LLC (“HCFM”), the

property owner of 52 and 58 Pomfret Street, Putnam, Connecticut, to finance the construction of specified clean energy measures (the “Project”) in line with the State’s Comprehensive Energy Strategy and the Green Bank’s Strategic Plan;

**WHEREAS**, the Project includes numerous energy conservation measures that align with the goals and priorities of the Green Bank’s multifamily housing program; and,

**WHEREAS**, Green Bank staff now seeks approval to defer C-PACE loan payments from HCFM (“Loan Deferral”) until December 31, 2024 as explained in the memorandum in respect of this matter submitted to the Board on December 8, 2023 (the “Board Memo”).

**NOW**, therefore be it:

**RESOLVED**, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan Deferral consistent with the Board Memo and the Green Bank’s Loan Loss Decision Process last updated on March 25, 2022; and,

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instrument.

**Upon a motion made by Rob Hotaling and seconded by John Harrity, the Board of Directors voted to approve Resolution 7. None opposed or abstained. Motion approved unanimously.**

#### **e. Environmental Market Assets – Staff Approval Process (Revision)**

- Eric Shrago summarized the staff approval process for the 3 types of environmental asset markets that the Green Bank is currently active in. He noted the factors being considered and compared between them and the goals to standardize the processes. He stated the goal is to limit what is sold in advance to lock in pricing and sell the balance after the assets has been fully created to limit the risks around quantity.
  - Dominick Grant asked if third party brokers are being used for spot sales. Eric Shrago responded yes, third party brokers are being used and there is the opportunity to enter a transaction with a direct purchaser as well, when favorable. Domonick Grant asked if those would be for long term offtake contracts directly and Eric Shrago responded that the Green Bank would stick by the forward rules that are proposed in the attachment memo.
  - John Harrity asked how much of the analysis is done by AI. Eric Shrago responded that at the moment, none in terms of monetization portion, but there are opportunities to leverage AI in its lower form to do data review, though there isn’t a time soon where a machine would make decisions.
  - Joanna Wozniak-Brown asked what the process of understanding valuation in still-developing markets will be and the purchasing mechanisms evolving from that. Leigh Whelpton responded that it would really be dependent on the underlying market conditions of whatever the asset was that the Green Bank was looking to transact on, relative to the ecosystem service markets, as they are pretty particular relative to each protocol. Joanna Wozniak-Brown stated it is a conversation she would like to continue in the future. Bryan Garcia commented that the Green Bank is helping the Board and staff

understand ecosystem services through the environmental markets guide and that Leigh Whelpton will also be helpful to think about those things. As well, a lot of data is being collected to review and understand how those projects influence and perform.

### **Resolution #8**

**WHEREAS**, CGS Sec. 16-245n (as amended by Public Act 21-2115) empowers the Connecticut Green Bank to leverage the carbon offset markets to monetize environmental attributes that accelerate the deployment of clean energy;

**WHEREAS**, CGS 16-245a established a Renewable Portfolio standard requiring Connecticut Electric Suppliers and Electric Distribution Company Wholesale Suppliers to obtain a minimum percentage of their retail load by using renewable energy;

**WHEREAS**, in November 2013, the Green Bank Board of Directors (“Board”) approved Green Bank staff to execute and deliver any contract for immediate and/or long-term sale of RECs generated under the Residential Solar Incentive Program; and,

**WHEREAS**, in January 2023, the Green Bank Board approved Green Bank staff to sell credits generated as part of the Electric Vehicle Carbon Credit Pilot Program;

**NOW**, therefore be it:

**RESOLVED**, that the proper Green Bank 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 generate earned revenues from these assets while hedging portfolio risk over both the short and long term as specifically set forth in **Attachment C** of the memorandum to the Board dated December 8, 2023.

**Upon a motion made by Matthew Ranelli and seconded by Rob Hotaling, the Board of Directors voted to approve Resolution 8. None opposed or abstained. Motion approved unanimously.**

Bettina Bronisz left the meeting at 10:00 am.

## **5. Environmental Infrastructure Programs Updates and Recommendations**

### **a. Waste and Recycling – Primer Planning**

This item was addressed after item 6d.

- Leigh Whelpton summarized the update to the strategic approach, the primary development process, and future direction. She reviewed the context for the Green Bank about how to approach waste and recycling and the challenges involved. She highlighted the magnitude of potential waste and the importance to address it now before it becomes a greater issue. She reviewed the three-prong strategy of collective responsibility, scale-up solutions, and to support the State.
  - Matthew Ranelli asked if anyone has reached out to Rob Klee, the industrial ecologist. Bryan Garcia answered that yes, he will be reached out.
  - Joanna Wozniak-Brown noted that she expects to reach out to the Green Bank



on OPM and DEEP fulfilling section 23 of Public Act 23-170, which requires us to establish the study on the governance structure regarding waste management. While she also expects to be requesting an extension based on what was originally proposed in the legislation, but coming back around to the Green Bank on that at a future date.

- John Harrity commented about his hope for the potential to mirror European efforts to put responsibility back on manufacturers for the products that they put out in terms of recycling at the end of use.

## **6. Financing Programs Updates and Recommendations**

### **a. Residential Renewable Energy Solutions (Affordable Housing) – Annual Review (Update)**

This item was tabled until the next meeting in January 2024.

### **b. Solar MAP for State Agencies Authority**

- Mackey Dykes summarized the background of the Solar MAP program and proposed request to increase the capital needed for up to \$60 million and the reasons for the increase. He summarized the portfolio at current, plans for construction, relevant contingencies, and noted that it is unlikely the full amount would actually be disbursed. As well, the approval today is to grant authority to enter into the contracts to fulfill the obligations under the PPAs, and separate resolutions would be presented for debt or financing to cover those projects.

- John Harrity asked how much it would save the State in energy costs. Mackey Dykes responded for the first portfolio it would be about \$7.7 million over the term and could calculate the savings for the other portfolios and get John the information in the future. John Harrity noted this is a great opportunity for the State, especially to lead by example for green energy adoption.

- Adrienne Houël asked for clarification about the structure of the request. Mackey Dykes responded that from an oversight perspective, rather than having the authority replenish, the limit should be on the contracts we've entered into. So instead of having it revolve, it would just apply to the individual contracts.

## **Resolution #9**

**WHEREAS**, Connecticut Green Bank (“Green Bank”) staff has been working with State of Connecticut (“State”) agencies to develop solar projects (“SAP Projects”) as more particularly described in the Memorandums dated December 8, 2023 (the “Memo”) and submitted to the Green Bank Board of Directors (the “Board”);

**WHEREAS**, Green Bank has been providing assistance in site feasibility analysis, incentive procurement, and facilitating a procurement process for development and construction of SAP Projects; and

**WHEREAS**, Green Bank desires to expand the SAP Project authority to accommodate the expected pipeline of SAP Projects and their associated development and construction costs, which costs would later be recovered by either (1) selling SAP Project assets pursuant to an RFP process, or (2) the issuance of bonds, other obligations or other term financing to repay the temporary advances.

**NOW**, therefore be it:

**RESOLVED**, that the Board of Directors approves funding, in a total not-to-exceed amount of \$60,000,000 development and construction capital for the continued development of the SAP Projects;

**RESOLVED**, that the Board hereby declares the Green Bank's official intent that payment of SAP Project development and construction costs may be made from temporary advances of other available funds of the Green Bank, and that the Green Bank reasonably expects to reimburse such advances from the bonds or other obligations in an amount not to exceed \$60,000,000;

**RESOLVED**, that the President of Green Bank; and any other duly authorized officer of Green Bank, is authorized to execute and deliver, any contract or other legal instrument necessary to continue to develop and construct SAP Projects materially consistent with the Memo; and

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instruments.

**Upon a motion made by John Harrity and seconded by Adrienne Houël, the Board of Directors voted to approve Resolution 9. None opposed and Joanna Wozniak-Brown abstained. Motion approved.**

#### **c. C-PACE Transaction – Cheshire**

- Catherine Duncan summarized the project at 30 Grandview Court which is a 334 kW solar PV system for \$833,980. It is a 5% construction loan at a fixed 5.75% over the 2-year term. The loan-to-value ratio is 73.3% and lien-to-value ratio is 39% with a DSCR of 4.54x.
- Priyank Bhakta summarized the project owner history.
  - Matthew Ranelli commented that the property got flagged for a higher environmental risk and there was a Phase One done, and suggested that in the future to make sure consultants do a Phase One or require clients to hire a Phase One to be conducted. Bert Hunter agreed with the recommendation and suggested another meeting to dig into it further.

#### **Resolution #10**

**WHEREAS**, the Connecticut Green Bank ("Green Bank") entered into a Smart-E Loan program financing agreement with Capital for Change ("C4C");

**WHEREAS**, C4C is the largest Smart-E lender on the Green Bank Smart-E platform;

**WHEREAS**, C4C, Amalgamated Bank and Green Bank have an existing medium term loan facility to C4C's CEEFCo subsidiary to fund C4C's Smart-E Loan and other residential energy efficiency loan portfolio growth and C4C's executive leadership has requested an increase in said facility as explained in the memorandum dated October 13, 2023 to the Connecticut Green Bank ("Green Bank") Board of Directors (the "Board") (the "Modification Memo"); and

**WHEREAS**, Green Bank staff recommends approval by the Board for an amended secured and subordinated medium term revolving loan facility for CEEFCo (the “Amended CEEFCo Revolving Loan”) in order to fund CEEFCo’s residential energy efficiency and Smart-E Loan portfolio in partnership with Amalgamated Bank.

**NOW**, therefore be it:

**RESOLVED**, that the Board approves the Amended CEEFCo Revolving Loan in an amount of up to \$15 million in capital from the Green Bank balance sheet in support of energy efficiency and Smart-E Loans in partnership with Amalgamated Bank generally consistent with the Modification Memo as a Strategic Selection and Award pursuant to the Green Bank Operating Procedures Section XII given the special capabilities, strategic importance, urgency and timeliness, and multi-phase characteristics of the Amended CEEFCo Revolving Loan transaction;

**RESOLVED**, that the President of the Green Bank; and any other duly authorized officer of the Green Bank, is authorized to execute and deliver, any contract or other legal instrument necessary to affect the CEEFCo Revolving Loan on such terms and conditions as are materially consistent with the Modification Memo; and

**RESOLVED**, that the proper Green Bank 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 affect the above-mentioned legal instrument.

**Upon a motion made by Matthew Ranelli and seconded by Rob Hotaling, the Board of Directors voted to approve Resolution 10. None opposed or abstained. Motion approved unanimously.**

#### **d. C-PACE Transaction Amendment – East Hartford**

- Catherine Duncan summarized the project history and need for a capital increase due to needing a significant service upgrade. She summarized the project terms of \$568,412 for a construction loan at 5%, a term loan set at a fixed 5.25% over the 20-year term, a loan-to-value ratio of 69.6%, a lien-to-value ratio of 37.5%, and a DSCR over 1.32x.

#### **Resolution #11**

**WHEREAS**, pursuant to Connecticut General Statute Section 16a-40g (the “Statute”), the Connecticut Green Bank (Green Bank) is directed to, amongst other things, establish a commercial sustainable energy program for Connecticut, known as Commercial Property Assessed Clean Energy (“C-PACE”);

**WHEREAS**, the Green Bank Board of Directors (the “Board”) has approved a \$40,000,000 C-PACE construction and term loan program; and,

**WHEREAS**, the Green Bank seeks to provide a \$572,250 construction and (potentially) term loan under the C-PACE program to 580 Tolland Street, LLC the building owner 580 Tolland Street East Hartford, CT (the "Loan"), to finance the construction of specified clean energy measures in line with the State’s Comprehensive Energy Strategy and the Green Bank’s Strategic Plan.

**NOW**, therefore be it:

**RESOLVED**, that the President of the Green Bank and any other duly authorized officer of the Green Bank is authorized to execute and deliver the Loan in an amount not to be greater than one hundred ten percent of the Loan amount with terms and conditions consistent with the memorandum submitted to the Committee dated December 8, 2023, and as he or she shall deem to be in the interests of the Green Bank and the ratepayers no later than 120 days from the date of authorization by the Board of Directors;

**RESOLVED**, that before executing the Loan, the President of the Green Bank and any other duly authorized officer of the Green Bank shall receive confirmation that the C-PACE transaction meets the statutory obligations of the Statute, including but not limited to the savings to investment ratio and lender consent requirements; and,

**RESOLVED**, that the proper the Green Bank 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 affect the above-mentioned legal instruments.

**Upon a motion made by John Harrity and seconded by Rob Hotaling, the Board of Directors voted to approve Resolution 11. None opposed or abstained. Motion approved unanimously.**

**7. Incentive Updates and Recommendations**  
**a. Energy Storage Solutions – Annual Review (Update)**

This item was tabled until the next meeting in January 2024.

**8. Executive Session – Trade Secrets, Commercial Information Given in Confidence, and Personnel Related Matters**

**Upon a motion made by Matthew Ranelli and seconded by John Harrity, the Board of Directors voted to enter Executive Session at 10:40 am. None opposed or abstained. Motion approved unanimously.**

Dominick Grant had to leave the meeting at 11:00 am.

**The Board of Directors exited Executive Session at 11:20 am.**

**Resolution #12**

**WHEREAS**, Section 3.1 of the Connecticut Green Bank (Green Bank) Bylaws provides that the Board of Directors (Board) shall be responsible for determining or approving compensation for the officers;

**WHEREAS**, on June 23, 2023, the Board approved a 5.0% merit pool in its FY 2024 budget for annual merit adjustments that can range from 0.0% to 8.0%;

**WHEREAS**, the Green Bank has completed its annual performance review process

based on the Board approved annual goals and 360-degree performance reviews from the staff; and,

**WHEREAS**, the President and C.E.O. of the Green Bank recommends a 5.0% merit increase for the Officers other than himself and authorizing the Chair to determine the President and C.E.O.

**NOW**, therefore be it:

**RESOLVED**, that all Officers other than the President and C.E.O. shall receive a 5.0% merit increase for Fiscal Year 2023; and,

**RESOLVED**, that the Board authorizes the Chair of the Green Bank to determine the merit compensation adjustment for the President and C.E.O. for FY23 based on the (i) feedback of the Board members, (ii) performance towards meeting the Organizational and Team Goals for FY23 and (iii) his Individual Goals for FY23.

**Upon a motion made Matt Ranelli by and seconded by Rob Hotaling, the Board of Directors voted to approve Resolution 12. None opposed or abstained. Motion approved unanimously.**

## **9. Adjourn**

**Upon a motion made by John Harrity and seconded by Adriene Houël, the Board of Directors meeting adjourned at 11:21 am.**

Respectfully submitted,

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Lonnie Reed, Chairperson