



**BOARD OF DIRECTORS OF THE
CONNECTICUT GREEN BANK**

Regular Meeting Minutes

Friday, January 24, 2025

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 January 24, 2025.

Board Members Present: Joseph DeNicola, Thomas Flynn, Dominick Grant, John Harrity, Kimberly Mooers, Lonnie Reed, Joanna Wozniak-Brown

Board Members Absent: Adrienne Farrar Houël, Allison Pincus, Matthew Ranelli, Brenda Watson

Staff Attending: Stephanie Attruia, David Beech, Priyank Bhakta, Joe Boccuzzi, Larry Campana, Shawne Cartelli, Louise Della Pesca, Catherine Duncan, Mackey Dykes, Brian Farnen, Bryan Garcia, Sara Harari, Bert Hunter, Stefanie Keohane, Matthew King, Stephanie Layman, Alysse Lembo-Buzzelli, Cheryl Lumpkin, Kevin Moss, Jane Murphy, Tyler Rubega, Ariel Schneider, Eric Shrago, Dan Smith, Fiona Stewart, Heather Stokes, Marianna Trief, Christina Tsitso, Leigh Whelpton

Others present: Amanda Nocera from the Office of the Treasurer

1. Call to Order

- Lonnie Reed called the meeting to order at 9:06 am.

2. Public Comments

- No public comments.

3. Consent Agenda

a. Meeting Minutes of December 13, 2024

Resolution #1

Motion to approve the meeting minutes of the Board of Directors for December 13, 2024.

b. Employee Handbook Revisions

Resolution #2

WHEREAS, Budget, Operations, & Compensation Committee recommend the above noted revisions to the Green Bank Employee Handbook.

NOW, therefore be it:

RESOLVED, that the Board of Directors hereby approves of the revisions to the Green Bank Employee Handbook presented on January 24, 2025.

Upon a motion made by John Harrity and seconded by Joseph DeNicola, the Board of Directors voted to approve the Consent Agenda which includes Resolutions 1 and 2. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

The Agenda items were then presented in the following order: 4b, 5a, 6c, 6a, 6b.

4. Committee Updates and Recommendations

a. Audit, Compliance, and Governance Committee

i. Legislative and Regulatory Policy Process and Update

- Brian Farnen summarized the statutory reporting and legislative update, in which the Green Bank is up to date on statutory reporting, the Green Bank did not initiate a legislative proposal this session, the session is a long session, and the Green Bank will predominantly be supporting Governor Lamont's legislation pertaining to Climate & Resilience. He reviewed some other items expected to be presented during the upcoming session.

- John Harrity asked if the Republican plan to put the Public Benefit Charge into the budget will impact the Green Bank and in what way. Brian Farnen responded if so it could affect the ability to plan in advance though he doesn't believe that proposal will become law. Bert Hunter commented that if it were to get to Appropriations then annually there would be Appropriations Risk, meaning that future revenues would not be able to be securitized or pledged due to that risk.

b. Budget, Operations, and Compensation Committee

i. FY25 Targets and Budget – Proposed Revisions

- Eric Shrago summarized the changes to the targets and budgets for FY 2025.
 - Thomas Flynn commented that he appreciates knowing the target changes are due to timing and not due to other issues, and stated he is comfortable with the change in the relationship to the subsidiaries. He noted his long-standing support for an incentive compensation plan as well and gave his support to the proposal.
 - John Harrity commented that the Budget, Operations, and Compensation Committee approved of the changes as well.

Resolution #3

WHEREAS, pursuant to Section 5.2.2 of the Bylaws, the Connecticut Green Bank's

Budget, Operations, and Compensation Committee has reviewed and recommended to the Board of Directors to approve (1) the revised FY2025 Targets and Budget and (2) the direction to staff to create an incentive compensation plan that incentivizes staff to optimize the deployment of the Greenhouse Gas Reduction Fund award for the National Clean Investment Fund consistent with the aforementioned goals.

NOW, therefore be it:

RESOLVED, that the Board of Directors of the Connecticut Green Bank approve: (1) the revised FY2025 Targets and Budget, and (2) the direction to staff to create an incentive compensation plan that incentivizes staff to optimize the deployment of the Greenhouse Gas Reduction Fund award for the National Clean Investment Fund consistent with the aforementioned goals.

Upon a motion made by Dominick Grant and seconded by Thomas Flynn, the Board of Directors voted to approve Resolution 3. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

5. Greenhouse Gas Reduction Fund – Update and Recommendations
a. National Clean Investment Fund – Puerto Rico and New Hampshire

- Stefanie Keohane summarized an update to the draft agreements as part of the Green Bank’s participation with the Puerto Rico Green Energy Trust and New Hampshire Community Loan Fund. There will be a Subgrant Agreement for technical assistance and the majority of the funding will come from a Loan and Security Agreement.

Resolution #4

WHEREAS, within the Inflation Reduction Act of 2022 (“IRA”) there is a \$27 billion Greenhouse Gas Reduction Fund “GGRF” inclusive of a \$14 billion National Clean Investment Fund (“NCIF”) modelled after the Green Bank;

WHEREAS, the Coalition for Green Capital (“CGC”), a 501(c)3 nonprofit organization, applied for a grant through the GGRF NCIF on October 12, 2023, in the amount of \$10 billion, and inclusive of eighteen (18) Subgrantees, including the Green Bank;

WHEREAS, the Green Bank’s part of the CGC application included resources in support of financing projects in Connecticut, as well as additional resources that would be administered by the Green Bank on behalf of the New Hampshire Community Loan Fund and Puerto Rico Green Energy Trust (“the Participants”) as outlined in memos to the Board of Directors of the Green Bank (“the Board”) date June 14, 2024 and July 19, 2024;

WHEREAS, at the June 21, 2024, meeting of the Board, the Board approved of the Green Bank negotiating terms with the Participants with the intention to bring back such contract or term sheet back to the Board for approval as a Strategic Selection; and,

WHEREAS, on January 3, 2025, the Green Bank entered into an NCIF Subgrant Agreement with CGC totaling \$93.53 million, and on January 16, 2025, CGC transferred the total funding amount to the Green Bank’s account at Citibank in accordance with the Account Control Agreement the Green Bank executed with CGC and Citibank on January 14, 2025.

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 definitive documentation with the Participants as Financial Intermediary Subrecipients and Technical Assistance Subrecipients to CGC's winning GGRF NCIF award as outlined in this memo dated January 21, 2025 and materially consistent with the attached draft Loan and Security Agreement & Subgrant Agreement for Technical Assistance, and as he or she shall deem to be in the interests of the Green Bank;

RESOLVED, that the Board hereby approves of the Green Bank executing a contract with the Participants as a Financial Intermediary Subrecipients and Technical Assistance Subrecipients to CGC's winning GGRF NCIF award as a Strategic Selection and Award pursuant to the Green Bank Operating Procedures Section XII given the special capabilities, uniqueness, strategic importance, urgency and timeliness, and multi-phase characteristics of contracts with the Participants; and,

RESOLVED, that the duly authorized 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 Dominick Grant, the Board of Directors voted to approve Resolution 4. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

b. National Clean Investment Fund – Zero Emissions Transportation

- Bryan Garcia summarized the history of the National Clean Investment Fund establishment with the Coalition for Green Capital.
- Sara Harari summarized the updates to the plan to use a portion of the NCIF award to support the Connecticut Clean Air Act goal to transition school bus fleets to electric buses. There was a very robust participation in the RFP process, and there were 6 bids to support 217 buses and 254 chargers, leading to the DEEP grant request being oversubscribed. She presented the request to bring back recommendations to the Board on February 19, 2025, as there is an expectation of some projects to exceed what the Deployment Committee can approve.
 - John Harrity commented that in terms of environmental justice, when possible he suggests that organized labor be involved. Sara Harai stated she's heard anecdotally that the bus drivers are excited for the electric buses.
 - Joseph DeNicola added that from DEEP's perspective, the partnership with the Green Bank has been very strong.

6. Financing Programs Updates and Recommendations

a. C-PACE Transaction – Plainville

Resolution #5

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (the "Statute"),

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 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 \$892,315 construction and term loan under the C-PACE program to Kalart Associates, LLC, the building owner of 20 Hultenius Street, Plainville, Connecticut (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 as more particularly described in the memorandum submitted to the Green Bank Board of Directors dated January 21, 2025 (the "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 in an amount not to be greater than one hundred ten percent of the Loan amount with terms and conditions consistent with the Memo, 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 this resolution;

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 duly authorized 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 Kimberly Mooers, the Board of Directors voted to approve Resolution 5. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

b. C-PACE Transaction – Bloomfield

Resolution #6

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (the "Statute"), 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 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 \$667,722 construction and term loan under the C-PACE program to mk NORTH AMERICA, INC., the building owner of 105 Highland Park Drive, Bloomfield, Connecticut (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 as more particularly described in the memorandum submitted to the Green Bank

Board of Directors dated January 17, 2025 (the “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 in an amount not to be greater than one hundred ten percent of the Loan amount with terms and conditions consistent with the Memo, 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 this resolution;

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 duly authorized 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 Joseph DeNicola and seconded by John Harrity, the Board of Directors voted to approve Resolution 6. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

c. SBEA Extension

- Mackey Dykes summarized the facility structure and extension request to continue the SBEA program, which would last 3 years to align with the Conservation & Load Management Plan.

Resolution #7

WHEREAS, the purchase commitments under the CEFIA Holdings LLC (a Connecticut Green Bank subsidiary), Eversource Energy and Amalgamated Bank Small Business Energy Advantage (SBEA) financing facility, pursuant to that certain Third Amended and Restated Master Purchase and Servicing Agreement dated March 20, 2020 (as amended, the “MPA”), expired on December 31, 2024; and,

WHEREAS, the parties have agreed on terms in principle as set forth in a memorandum to the Connecticut Green Bank Board of Directors (the “Board”) dated January 17, 2025 (the “MPA Memo”) to renew and extend the MPA.

NOW, therefore be it:

RESOLVED, that the Board authorizes the Connecticut Green Bank to renew and extend the MPA to December 31, 2027 substantially in accordance with the terms of the existing MPA with modifications as set forth in the MPA Memo; and,

RESOLVED, that the proper Connecticut Green Bank officers are authorized and empowered to do all other acts and negotiate 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 Kimberly Mooers and seconded by Joseph DeNicola, the Board of Directors voted to approve Resolution 7. None opposed and Joanna Wozniak-Brown abstained. Motion approved.

Quorum was lost and there was a suggestion for a Special Meeting next week to vote on Resolutions not able to be voted on today. The group decided to meet for a Special Meeting and for today would listen to the items that do not require a Resolution vote.

7. Investment Programs Updates and Recommendations
a. Cargill Falls – Facility Modification (Restructuring)

Resolution #8

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 July 1, 2025 as explained in the memorandum in respect of this matter submitted to the Board on January 21, 2025 (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; 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.

This Resolution was not voted on due to lack of quorum.

b. PosiGen – Facility Modification (3rd Party Participant)

Resolution #9

WHEREAS, the Connecticut Green Bank (“Green Bank”) has an existing partnership with PosiGen, PBC. (together with its affiliates and subsidiaries, “PosiGen”) to support PosiGen in delivering a solar lease (including battery storage) and energy efficiency finance offering to low to moderate income households in Connecticut;

WHEREAS, the Green Bank Board of Directors (the “Board”) previously authorized approval for the impact investing firm ImpactAssets’ participation in an Investment Tax Credit Bridge Loan with a participant contribution of \$2.875 million on June 7, 2023; and,

WHEREAS, staff has analyzed the current financial condition of PosiGen in relation to the proposed incremental 2nd lien upside and related financing and has concluded that the additional exposure risk is reasonable and appropriate, and recommends the Board approve the addition of ImpactAssets as a participant with a capital contribution not to exceed \$6,000,000 as more fully explained in the memorandum to the Board dated January 21, 2025 (the “Board Memo”).

NOW, therefore be it:

RESOLVED, that the Board authorizes the Green Bank to upsize the SLCF, adding ImpactAssets, or an alternative investor, as a participant to the 2nd lien facility for PosiGen, not to exceed an additional capital commitment of \$6,000,000, and to extend the availability period accordingly to allow for draws against this facility, as outlined in the Board Memo; and,

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and negotiate and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

This Resolution was not voted on due to lack of quorum.

c. Sungage – Green Bank Capital Solutions (Solar + Storage and Smart-E Loan)

Resolution #10

WHEREAS, the Connecticut Green Bank (“Green Bank”) developed the Smart-E Loan program with financing agreements with various credit unions and community banks,

WHEREAS, the Smart-E Loan continues to be a tool for Connecticut homeowners to finance clean energy measures to reduce their energy burdens;

WHEREAS, the Sungage Financial has applied to the Capital Solutions Open Request for Proposals in order to enter the Smart-E Loan program as a solar and storage lender; and,

WHEREAS, Sungage and Green Bank have had a history of successful collaboration dating back to 2013 with the original solar loan.

NOW, therefore be it:

RESOLVED, that the Board approves a loan in an amount not to exceed \$10 million dollars from the Green Bank balance sheet in support of Smart-E Loans in partnership with Sungage generally consistent with this memorandum dated January 21, 2025 as a Capital

Solutions Project;

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 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 negotiate and deliver all other documents and instruments as they shall deem necessary and desirable to affect the above-mentioned legal instruments.

This Resolution was not voted on due to lack of quorum.

d. Scale Microgrids – Green Bank Capital Solutions (Commercial – ESS Projects – KeyBank Facility)

Resolution #11

WHEREAS, Microgrid Solutions LLC (“Scale”) has requested financing in support of private capital from the Connecticut Green Bank (“Green Bank”) to finance and construct a solar and battery energy storage portfolio (the “Portfolio”), including 8 battery energy storage projects in Connecticut;

WHEREAS, Scale and KeyBanc have structured credit facilities whereby the Green Bank would participate on an equivalent security basis with other senior lenders; and,

WHEREAS, staff has considered the merits of the credit facilities and the ability of the project and finance stakeholders to construct, operate and maintain the Portfolio, support the obligations under the credit facilities throughout their respective terms, and as set forth in the due diligence memorandum dated January 21, 2025 (the “Board Memo”), has recommended this support be in the form of funding not to exceed \$10,000,000, secured by all project assets, contracts and revenues as described in the Board Memo.

NOW, therefore be it:

RESOLVED, that the Green Bank Board of Directors (the “Board”) hereby approves the applicants Capital Solutions Proposal for Green Bank’s participation in the credit facilities in an amount not to exceed \$10,000,000;

RESOLVED, that the President of the Green Bank and any other duly authorized officer is authorized to take appropriate actions to participate in the credit facilities in an amount not to exceed \$10,000,000 in with terms and conditions consistent with the Board Memo, and as he or she shall deem to be in the interests of the Green Bank and the ratepayers no later than 180 days from the date of authorization by the Board; 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 Term Loan and participation.

This Resolution was not voted on due to lack of quorum.

8. Incentive Programs Updates and Recommendations
a. Energy Storage Solutions – CPower / Danbury Mission Technologies

Resolution #12

WHEREAS, in its June 24, 2022 meeting the Connecticut Green Bank Board of Directors (Board) approved the implementation of an Upfront Incentive Project Approval procedures (“Procedures”) for non-residential projects under the Energy Storage Solutions Program (Program) with an estimated upfront incentive payment greater than \$500,000 and procedures for less than \$500,000; and,

WHEREAS, as part of the approved Procedures, Green Bank staff shall present Program projects via the consent agenda utilizing a standard form Tear Sheet process described in the memorandum to the Board dated June 24, 2022.

WHEREAS, in its December 9, 2022 meeting the Board approved updated Procedures to better align with the Program process.

NOW, therefore be it:

RESOLVED, that the Deployment Committee hereby approves the estimated upfront incentives sought by CPower for one non-residential project individually under \$500,000, totaling a not-to-exceed amount of \$905,996 consistent with the approved Procedures; and,

RESOLVED, that the proper Green Bank officers are authorized and empowered to do all other acts and execute and deliver any and all documents and regulatory filings as they shall deem necessary and desirable to affect the above-mentioned incentives consistent with the Procedures.

This Resolution was not voted on due to lack of quorum.

9. Other Business

Resolution #13

WHEREAS, the State of Connecticut has been awarded funding under the Energy Efficiency Revolving Loan Fund Capitalization Grant Program; and,

WHEREAS, the Connecticut Department of Energy and Environmental Protection has engaged the Connecticut Green Bank (“Green Bank”) as a subgrantee to develop and implement a program to support the deployment of energy efficiency loans into the affordable multifamily housing sector;

NOW, therefore be it:

RESOLVED, that the Green Bank may enter into with and deliver to the State of Connecticut Department of Energy and Environmental Protection, any and all documents which it deems to be necessary or appropriate to enter into a contract for approximately \$1,269,190

titled Energy Efficiency Revolving Loan Fund Subgrant; and,

RESOLVED, that Bryan Garcia as President and CEO of the Connecticut Green Bank or other duly authorized 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.

This Resolution was not voted on due to lack of quorum.

- Bryan Garcia briefly summarized the update to the Comprehensive Plan for FY23 – FY25.
- John Harrity asked how many Board Members are currently in position and Bryan Garcia stated that 11 of 12 positions are filled.

10. Adjourn

Upon a motion made by Kimberly Mooers and seconded by Joseph DeNicola, the Board of Directors meeting adjourned at 9:46 am.