



Board of Directors

MEETING DATE: FRIDAY, MARCH 20, 2026 • 09:00AM



**Increasing and accelerating investment
into Connecticut's green economy.**



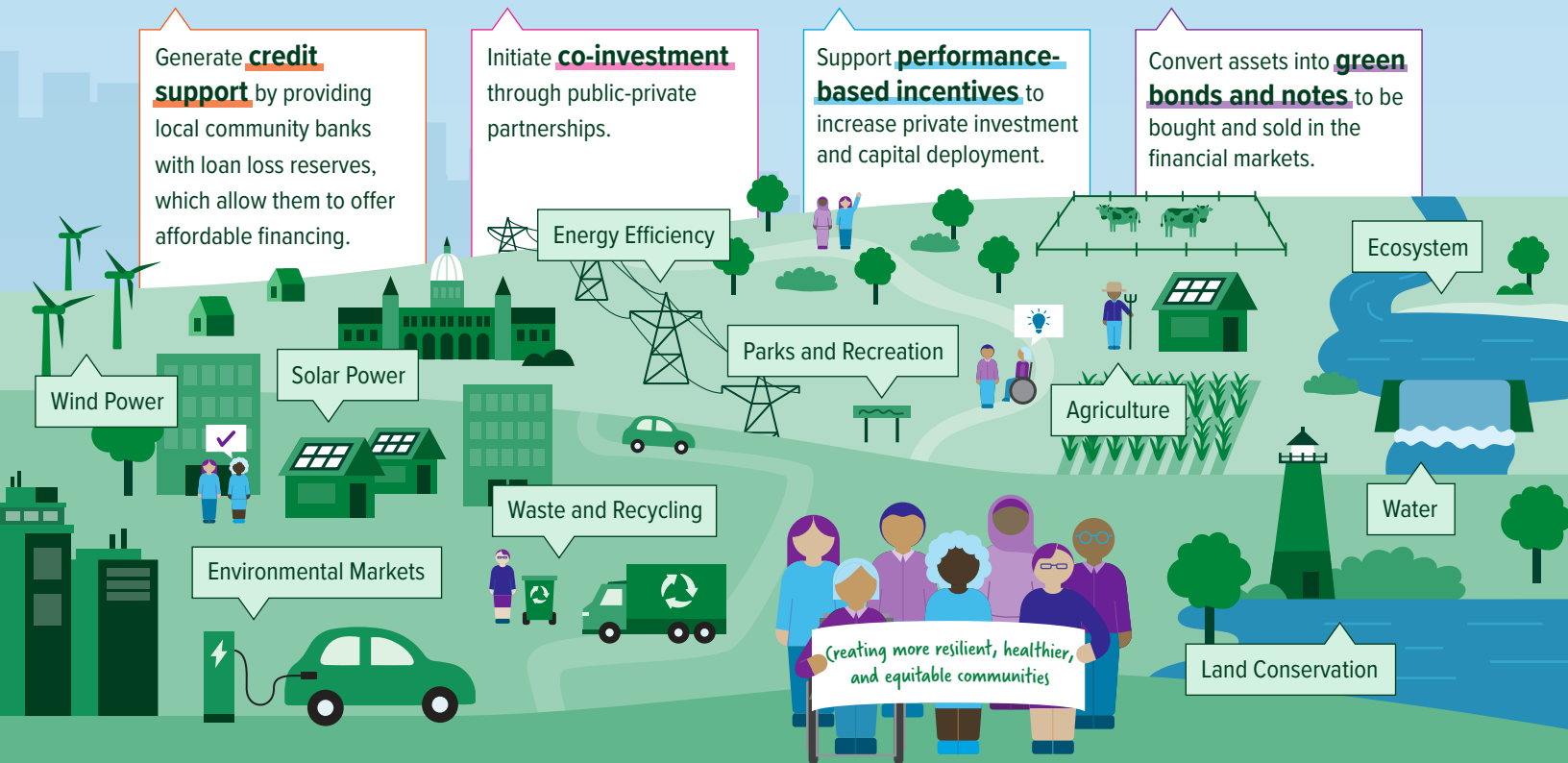
The Green Bank Model

A Planet Protected by the Love of Humanity

1 Attract Private Investment by Leveraging Public Funding



2 Apply Innovative Financial Tools to Deploy Investment Towards Our Mission



3 Deliver Benefits to Connecticut's Families, Businesses, and Communities

<p>Economic Development</p> <ul style="list-style-type: none"> Creating thousands of jobs Generating millions in tax revenue 	<p>Ecological Resilience</p> <ul style="list-style-type: none"> Driving environmental conservation, restoration, stewardship, and resilience 	<p>Energy</p> <ul style="list-style-type: none"> Reducing energy burden by deploying clean energy Increasing energy security by deploying clean energy 	<p>Environmental Protection</p> <ul style="list-style-type: none"> Reducing greenhouse gas emissions Improving the health of our residents by reducing air pollution 	<p>Equity</p> <ul style="list-style-type: none"> No less than 40% of investment and benefits must reach vulnerable communities
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Societal Impact Report

FY12
FY25

Since the Connecticut Green Bank's inception through the bipartisan legislation in July 2011, we have mobilized more than **\$3.11 billion of investment** into the State's green economy. To do this, we used **\$463.3 million** in Green Bank dollars to attract **\$2.65 billion** in private investment, a leverage ratio of **\$6.70 for every \$1**. The impact of our deployment of renewable energy and energy efficiency to families, businesses, and our communities is shown in terms of economic development, environmental protection, equity, and energy (data from FY 2012 through FY 2025).*

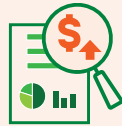
ECONOMIC DEVELOPMENT

JOBS The Green Bank has supported the creation of more than **30,539** direct, indirect, and induced job-years.



TAX REVENUES

The Green Bank's activities have helped generate an estimated **\$157.9 million** in state tax revenues.



\$60.6 million individual income tax

\$60.6 million corporate taxes

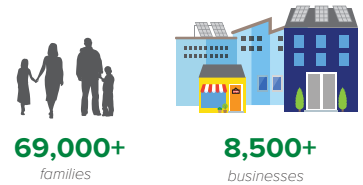
\$35.4 million sales taxes

\$1.2 million property taxes

ENERGY

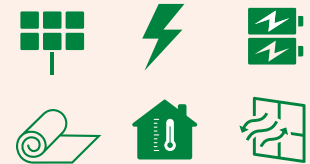
ENERGY BURDEN

The Green Bank has reduced the energy costs on families, businesses, and our communities.



DEPLOYMENT

The Green Bank has accelerated the growth of renewable energy to more than **732.2 MW** and lifetime savings of over **93.9 million MMBTUs** through energy efficiency projects.



ENVIRONMENTAL PROTECTION

POLLUTION The Green Bank has helped reduce air emissions that cause climate change and worsen public health, including **7.4 million pounds** of SOx and **9.3 million pounds** of NOx lifetime.



11.8 MILLION tons of CO₂ : **EQUALS**

178 MILLION tree seedlings grown for 10 years

OR

2.3 MILLION passenger vehicles driven for one year

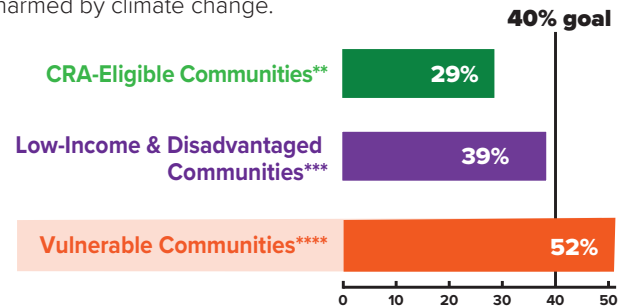
PUBLIC HEALTH The Green Bank has improved the lives of families, helping them avoid sick days, hospital visits, and even death.

\$234.7 – \$530.8 million of lifetime public health value created



EQUITY

INVESTING in vulnerable communities, The Green Bank has set **goals** to reach **40% investment** in communities that may be disproportionately harmed by climate change.



** Community Reinvestment Act (CRA) Eligible Communities – households at or below 80% of Area Median Income (AMI)

*** Low-Income and Disadvantaged Communities – those within federal Climate and Economic Justice Screening Tool and Environmental Justice Screening Tool

**** Vulnerable Communities – consistent with the definition of Public Act 20-05, including low- to moderate-income communities (i.e., less than 100% AMI), CRA-eligible communities, and environmental justice communities (e.g., including DECD distressed communities)

* Includes projects, deployment, and investments approved, but not yet interconnected under Energy Storage Solutions.



Board of Directors

Lonnie Reed

Board Chair



E: Lonnie.Reed@ctgreenbank.com

P: 203-481-4474

Lonnie Reed serves as the Chair of the Green Bank's Board of Directors. Ms. Reed brings significant experience in environmental policy leadership, job creation, and a deep understanding of the climate challenges facing Connecticut. Reed served in the Connecticut State House of Representatives for five terms, from 2009 to 2019, before choosing not to run for reelection. She also served on the Bi-State NY & CT Long Island Sound Committee and helped lead the successful battle to stop Broadwater, a floating liquefied natural gas plant with a 22-mile pipeline proposed for Long Island Sound. Ms. Reed was appointed as Chair in October 2019 by Governor Ned Lamont.

James B. Cosgrove

Board Member



E: JCosgrove@branford-ct.gov

P: 203-315-0620

First Selectman James B. Cosgrove graduated from Branford High School and went on to receive a bachelor's degree in finance from the University of New Haven in 1996. James B. Cosgrove was elected as First Selectman in November 2013, after serving on the Board of Selectmen from 2011 to 2013. In addition, he previously served on the Branford Representative Town Meeting (RTM), the town's legislative body from 2009 to 2011. Currently, he serves as a member of South Central Connecticut Council of Governments; South Central Connecticut Council of Governments Transportation Committee; Regional Economic Xcelleration Executive Board and Workforce Alliance Executive Board. In addition, he serves as the President of the Bristol Resource Recovery Facility Operating Committee.

Joseph DeNicola

Chair of Deployment
Committee



E: Joseph.DeNicola@ct.gov

P: 203-561-2279

Joe DeNicola serves as the Deputy Commissioner of Energy at the Connecticut Department of Energy and Environmental Protection (DEEP), appointed in January 2024. As Deputy Commissioner, Joe leads DEEP's Energy Branch as Connecticut transitions to a zero-carbon electric grid by 2040 and economy-wide greenhouse gas (GHG) reductions of 80 percent below 2001 levels by 2050. He oversees development of Connecticut's Integrated Resources Plan and Comprehensive Energy Strategy, clean energy procurements, and policies and programs to achieve universal broadband access, energy affordability, energy efficiency, strategic electrification of the transportation and housing sectors, and efforts to reduce state agency emissions, waste, and water use.

Thomas M. Flynn

Chair of ACG Committee



E: Tom.Flynn@tomflynn.org

P: 203-209-0059

Thomas M. Flynn is the Managing Member of Coral Drive Partners LLC, a financial and operations consulting firm serving the Media and Information Services industry. He serves as Chairman of the Board of Finance for the Town of Fairfield, CT and as a member of the Board of Directors of Beardsley Zoo. Mr. Flynn is a graduate of Syracuse University with dual degrees in Accounting from the Whitman School of Business and Broadcast Journalism from the Newhouse School of Communications. Senator John McKinney appointed Mr. Flynn to the Board in July 2012.

Board of Directors

Dominick Grant

E: Dominick@dirtpartners.com

P: 518-225-4334

Board Member



Dominick joined Dirt Capital Partners in 2021 as Director of Investment and manages the company’s investment evaluation, due diligence and related reporting. Dominick has worked extensively in land-based investing, including for seven years at BioCarbon Group, a global private-equity impact investment firm backed by institutional investors. In addition to serving on the Connecticut Green Bank’s Board of Directors, Dominick serves on the Board for the CT Department of Agriculture Diversity Equity and Inclusion Working Group.

John Harrity

E: iamjh@sbcglobal.net

P: 860-459-5381

Chair of BOC Committee



John Harrity was the former President of the Connecticut State Council of Machinists – the electoral and legislative advocacy organization for more than 10,000 active and retired Machinists Union (IAM) members in Connecticut. The International Association of Machinists represents hourly workers at some of the state’s largest industrial employers, including Pratt & Whitney, Hamilton Sundstrand, Electric Boat and Stanley Works, as well as a number of non-industrial worksites.

John is also the Chair of the [Connecticut Roundtable on Climate and Jobs](#).

Adrienne Farrar Houël

Board Member

E: houel@greenteambpt.com

P: 203-212-3860



Adrienne Farrar Houël is founder, President and CEO of Greater Bridgeport Community Enterprises, Inc. a nonprofit community development corporation that develops nonprofit sustainability enterprises to create jobs for disadvantaged area residents; researches trends in green business development; has trained and placed low and moderate- income residents in green jobs; and advocates for more green economy jobs in the Bridgeport area and throughout the State of Connecticut.

Allison Pincus

E: Allison.Pincus@ct.gov

P: 914-815-0257

Board Member



Allison Pincus brings extensive legal and policy experience, with a focus on economic development and social justice. Currently, she serves as the Federal Programs Director for the Connecticut Department of Economic and Community Development (DECD). In this role, Allison leads a team that pursues federal funding related to economic development in Connecticut on behalf of DECD, with a focus on clean energy initiatives, and manages federal program implementation once funding has been awarded. Allison serves on the Green Bank board as designee for DECD Commissioner Dan O’Keefe, and was designated by the commissioner in 2024.

Board of Directors

Erick Russell

Board Member



E: Kimberly.Mooers@ct.gov

P: 860-702-3288

Erick Russell was sworn in as Connecticut's 84th State Treasurer on January 4, 2023. He is currently serving his first term. As treasurer, Russell administers Connecticut's pension funds holding over \$40 billion in assets, oversees the state's debt and cash management, collects and returns unclaimed property, and manages the Connecticut Higher Education Trust (CHET), a 529 plan that helps students and families save for higher education. Russell continues to advocate for people traditionally left out of the political process and denied economic opportunity.

Lisa Shanahan

Board Member



E: lisashan@msn.com

P: 773-502-8629

Lisa Shanahan grew up in Norwalk and Darien. After she graduated from Dartmouth College and the University of Pennsylvania Law School, she joined the law firm of McDermott Will & Emery in Chicago and subsequently moved to The Northern Trust Company. After her family returned to Connecticut, she served on several boards and has joined the Norwalk Land Trust (NLT) as a board member around 2012, serving as vice president from 2016-2021, and president from 2021 until this fall when the Norwalk Land Trust merged with the Aspetuck Land Trust (ALT) and has undertaken several interesting initiatives including a first of its kind urban conservation mapping project in partnership with the Hudson.

Brenda Watson

Chair of Joint Committee



E: bwatson@northhartfordpartnership.org

P: 860-967-2751

Brenda Watson is the newly appointed Executive Director of The North Hartford Partnership, a nonprofit organization dedicated to advancing equitable social and economic development in the North Hartford Promise Zone. The North Hartford Partnership's mission is to collaborate with neighborhood residents in efforts to close health, housing and economic opportunity gaps across North Hartford. Watson was appointed to the Board in February 2020 by Speaker of the House Joe Aresimowicz (D-Berlin/Southington).

Dr. Joanna Wozniak-Brown

Board Member



E: Joanna.Wozniak-Brown@ct.gov

P: 860-418-6252

Dr. Joanna Wozniak-Brown has nearly two decades of experience in environmental management and planning in Connecticut. Currently, she serves as the Climate & Infrastructure Policy Development Coordinator at the Connecticut Office of Policy & Management. Prior to this role, she was the Assistant Director of Resilience Planning at UConn CIRCA. She earned her Ph.D. in Environmental Studies from Antioch University New England, an M.Sc. from Johns Hopkins University in Environmental Planning, and a B.A. from Drew University in Political Science and Environmental Studies. Dr. Wozniak-Brown has been certified by the American Institute of Certified Planners (AICP) since 2021.

Meeting Schedules

Regular Board Meetings

Friday, January 16th 2026

Friday, March 20th 2026

Friday, April 24th 2026

Friday, June 26th 2026

Friday, July 24th 2026

Friday, October 23rd 2026

Friday, December 18th 2026

*all meetings from 9am-11am

Audit, Compliance and Governance Committee

Tuesday, January 13th 2026

Tuesday, April 7th 2026

Tuesday, October 6th 2026

*all meetings from 8:30am-9:30am

Budget, Operations, & Compensation Committee

Wednesday, January 14th 2026

Wednesday, May 6th 2026

Wednesday, June 3rd 2026

Wednesday, June 10th 2026

*all meetings from 2:00pm-3:30pm

Deployment Committee

Wednesday, February 18th 2026

Wednesday, May 20th 2026

Wednesday, September 16th 2026

Wednesday, November 18th 2026

*all meetings from 2:00pm-3:00pm

Joint Committee of the CT EE Board and the Connecticut Green Bank Board of Directors

Thursday, March 19th 2026

Thursday, June 18th 2026

Thursday, September 17th 2026

Thursday, December 17th 2026

*all meetings from 1:30pm-3:30pm



March 13, 2026

Dear Connecticut Green Bank Board of Directors:

Happy Spring...one can only hope!

We have our next **regular meeting** of the Board of Directors scheduled for **Friday, March 20, 2026 from 9:00-11:00 a.m.** Given the light agenda, we are likely to not go until 11:00.

For those of you that want to be at the meeting in-person, we will have space at our offices for you to join. Otherwise, this will be an online meeting.

For the agenda, we have the following:

- **Consent Agenda** – we have several items on the consent agenda, including:

- Meeting Minutes of January 16, 2026, and January 23, 2026

In addition to items requiring resolution, there are also documents that you might be interested in perusing, including:

- Under \$500,000 and No More in Aggregate than \$2,000,000 Staff Approved C-PACE and ESS Transactions – there are no transactions
- Under \$100,000 and No More in Aggregate than \$500,000 Staff Approved Transaction Restructurings or Write-Offs – there are three (3) transaction write-offs totaling nearly \$32,000
- IPC Q2 of FY26 Report

- **Legislative Process** – we will provide an update on the 2026 legislative session.

- **Investment Updates and Recommendations** – update and recommendation on a transaction, including:

- **Proposed Entity Formation** – to support solar and storage and other project development and ownership
- **Capital for Change** – two (2) transactions including an extensions of the LIME and CEEFCo facilities
- **Green Liberty Note** – update and recommendation from our crowdfunding RFP
- **Line of Credit** – recommendation for a line of credit with Webster Bank

- **Other Business** – if we have time, other business of importance

Please note, those items underlined, italicized, and highlighted above, are materials coming by the close of business on Tuesday, March 17, 2026.

Have a great weekend.

Appreciatively,

A handwritten signature in black ink, appearing to be 'Bryan Garcia', with a long horizontal stroke extending to the right.

Bryan Garcia
President and CEO



AGENDA

Board of Directors of the
Connecticut Green Bank
75 Charter Oak Avenue
Hartford, CT 06106

Friday, March 20, 2026
9:00 a.m.– 11:00 a.m.

Dial (860) 924-7736
Phone Conference ID: 495 456 634#
[+1 860-924-7736,,495456634#](tel:+18609247736,495456634)

Staff Invited: Sergio Carrillo, Mackey Dykes, Brian Farnen, Bryan Garcia, Sara Harari, Bert Hunter, Eric Shrago, Dan Smith, Rudy Sturk, and Leigh Whelpton

1. Call to Order
2. Public Comments – 5 minutes
3. Consent Agenda – 5 minutes
4. Legislative Process – 15 minutes
5. Investment Programs Updates and Recommendations – 40 minutes
 - a. Solar and Storage Project Development and Long-Term Ownership – Proposed Entity Formation – 10 minutes
 - b. Capital for Change – LIME Facility Extension – 5 minutes
 - c. Capital for Change – CEEFCo Facility Extension – 5 Minutes
 - d. Green Liberty Note – Crowdfunding RFP – 10 minutes
 - e. Webster Bank Line of Credit – 10 minutes
6. Other Business – 5 minutes
7. Adjourn

[Click here to join the meeting](#)

Meeting ID: 273 975 593 409 1

Passcode: uL3ND7s4

Dial In: [+1 860-924-7736,,495456634#](tel:+18609247736,495456634)

Phone Conference ID: 495 456 634#

***Next Regular Meeting: Friday, April 24, 2026 from 9:00-11:00 a.m.
Colonel Albert Pope Room at the
Connecticut Green Bank, 75 Charter Oak Avenue, Hartford***



RESOLUTIONS

Board of Directors of the
Connecticut Green Bank
75 Charter Oak Avenue
Hartford, CT 06106

Friday, March 20, 2026
9:00 a.m.– 11:00 a.m.

Dial (860) 924-7736
Phone Conference ID: 495 456 634#
[+1 860-924-7736,495456634#](tel:+18609247736,495456634)

Staff Invited: Sergio Carrillo, Mackey Dykes, Brian Farnen, Bryan Garcia, Sara Harari, Bert Hunter, Eric Shrago, Dan Smith, Rudy Sturk, and Leigh Whelpton

1. Call to Order
2. Public Comments – 5 minutes
3. Consent Agenda – 5 minutes

Resolution #1

Motion to approve the meeting minutes of the Board of Directors for January 16, 2026 and January 23, 2026

4. Legislative Process – 15 minutes
5. Investment Programs Updates and Recommendations – 40 minutes
 - a. Solar and Storage Project Development and Long-Term Ownership – Proposed Entity Formation – 10 minutes

Resolution #2

WHEREAS, the Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”) has previously approved funding for the continued development by Green Bank of certain commercial-scale solar PV and storage projects;

WHEREAS, Pursuant to the Green Bank’s enabling statute (Conn. Gen. Stat. Sec. 16-245n), the Green Bank “may form one or more subsidiaries to carry out the purposes of said bank . . . and may transfer to any such subsidiary any moneys and real or personal property of any kind or nature. Any subsidiary may be organized as a stock or nonstock corporation or a limited

liability company. Each such subsidiary shall have and may exercise such powers of said bank, as set forth in the resolution of the board of directors of said bank prescribing the purposes for which such subsidiary is formed, and such other powers provided to it by law. . . The governing documents of any such subsidiary shall provide for the dissolution of such subsidiary upon the completion of the purpose for which such subsidiary was formed”;

WHEREAS, the current Green Bank subsidiary entity structure has historically supported Green Bank project development and ownership activities, but as the Green Bank’s development and long-term ownership activities scale, staff has identified a need to better align legal entities with project lifecycle stage and risk profile, including by separating development and construction-stage activities from long-term ownership and operations; and

WHEREAS, staff has presented a memorandum to the Board recommending the formation of two new wholly owned, tax-exempt, disregarded limited liability companies (collectively, the “New Entities”) to support the development, construction, and long-term ownership of Green Bank-developed clean energy projects, and to facilitate the transfer of certain existing development-stage and operating assets currently held by other Green Bank subsidiaries, as appropriate, and any other purpose set forth in the memorandum to the Board dated March 13, 2026 (the “Memo”).

NOW, therefore be it:

RESOLVED, that the Board approves the formation of the New Entities for the purposes described above and in 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 effect the above-mentioned legal instrument.

b. Capital for Change – LIME Facility Extension – 5 minutes

Resolution #3

WHEREAS, the Connecticut Green Bank (“Green Bank”) has an existing loan facility (“Master Facility”) to fund the Low Income Multifamily Efficiency (“LIME”) loan program with Capital for Change, Inc. (“C4C”), approved at the October 25, 2019 meeting of the Green Bank Board of Directors (the “Board”);

WHEREAS, C4C has been successful in deploying LIME program loans using the Master Facility;

WHEREAS, C4C recognizes the opportunity to expand the LIME program to reach an underserved market by changing program requirements around the eligibility of number of units in multifamily properties, income limits, loan rate, and underwriting parameters for energy savings and DSCR;

WHEREAS, in order to continue the successful deployment of capital into the LIME program, C4C has requested an extension of the availability period until March 31, 2027, approximately one year from the expiration of the availability period under the existing terms and conditions;

WHEREAS, Green Bank staff recommends the modification of the interest rate for Loan A and Loan B to 3.50%; and

WHEREAS, Green Bank staff recommends the Board approve such changes to the programmatic agreement, extension of the availability period and modification of the interest rate as described in the memorandum submitted to the Board on March 13, 2026 (the “Modification Memo”).

NOW, therefore be it:

RESOLVED, that the Board approves the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility generally consistent with the Modification 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 effect the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility for the LIME program 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 effect the above-mentioned legal instrument.

c. Capital for Change – CEEFCo Facility Extension – 5 Minutes

Resolution #4

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

WHEREAS, C4C was 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 CT Energy Efficiency Finance Company (“CEEFCo”), a subsidiary of C4C, to fund C4C’s Smart-E Loan and other residential energy efficiency loan portfolio growth and C4C’s executive leadership has requested an extension of the maturity date of said facility as explained in the memorandum dated March 13, 2026 to the Green Bank Board of Directors (the “Board”) (the “Modification Memo”); and

WHEREAS, Green Bank staff recommends approval by the Board for an extension of the facility maturity date.

NOW, therefore be it:

RESOLVED, that the Board approves the extension of the maturity date of the CEEFCo Revolving Loan for 30 months (maturity date of October 18, 2028);

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 effect 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 effect the above-mentioned legal instrument.

d. Green Liberty Note – Crowdfunding RFP – 10 minutes

Resolution #5

WHEREAS, at the July 2021 meeting of the Connecticut Green Bank (“Green Bank”) Board of Directors (“Board”), the Board authorized staff to enter into an agreement (the “Issuer Agreement”) with Raise Green, Inc. an entity registered with and approved by the Securities and Exchange Commission (the “SEC”) as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$2,000,000 under the SEC’s Regulation Crowdfunding;

WHEREAS, subsequently, the Green Bank launched and closed 6 Crowdfunding issuances named “Green Liberty Notes”;

WHEREAS, at subsequent meetings of the Green Bank Board, the Board authorized staff to issue eight additional bonds in quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$4,105,000 under the SEC’s Regulation Crowdfunding regulations;

WHEREAS, Raise Green, the crowdfunding platform used by the Green Bank to issue Green Liberty Notes, was acquired by another crowdfunding platform: Honeycomb Credit;

WHEREAS, Honeycomb Credit submitted a proposal to the Green Bank’s Capital Solutions Open RFP program outlining how the Green Liberty Notes program could transition to their platform;

WHEREAS, at the December 2024 meeting of the Board, the Board authorized staff to enter into an agreement with Honeycomb Credit to issue quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$4,105,000 under the SEC’s Regulation Crowdfunding regulations;

WHEREAS, at the August 2025 meeting of the Board, the Board authorized staff to issue four additional bonds in quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$5,155,000 under the SEC’s Regulation Crowdfunding regulations;

WHEREAS, staff wishes to maintain and build on the successes of the program, which include thirteen consecutive sold out issuances, and ensure that new investors have the opportunity to invest in the Green Bank’s efforts to fight climate change and support small and medium businesses and municipalities in Connecticut; and in this regard engaged in a competitive procurement process via a request for proposals (“RFP”); and

WHEREAS, staff reviewed two submissions into the RFP and following a review determined Honeycomb Credit can best serve the needs of the Green Bank for the Green Liberty Notes program.

NOW, therefore be it:

RESOLVED, that the Green Bank is authorized to modify its existing agreement (the “Issuer Agreement”) with Honeycomb Credit an entity registered with and approved by the SEC as a

crowdfunding funding portal, to issue bonds in an amount not to exceed \$20,155,000, and no more than \$5,000,000 per year, through the end of fiscal year 2029, in quarterly one-year issuances in amounts not to exceed \$250,000 for the first six issuances and \$350,000 for the subsequent twenty-three issuances and, additional issuances, parameters for which shall be approved by the Board at a later meeting, under the SEC's Regulation Crowdfunding regulations (the "Bonds"). The Bonds shall be issued by a subsidiary of CEFIA Holdings and shall be issued by and for the sole purposes of the subsidiary, and shall not be issued by or on behalf of the Green Bank;

RESOLVED, that in connection with the Bonds, the President and any Officer of Green Bank (each, an "Authorized Representative") be, and each of them acting individually hereby is, authorized and directed in the name and on behalf of the Green Bank, to prepare and deliver, or cause to be prepared and delivered, the Form C package with Honeycomb and any other documents required under the SEC's Regulation Crowdfunding, including an Offering Statement, a Note Purchase Agreement, and any other documents or instruments necessary to complete the Bond issuance, in such form and with such changes, insertions and omissions as may be approved by an Authorized Representative, as he or she deems advisable for the purpose of issuing the Bonds (collectively, the "Financing Documents") and the execution and delivery of said Financing Documents shall be conclusive evidence of any approval required by this Resolution; and

RESOLVED, that to the extent that any act, action, filing, undertaking, execution or delivery authorized or contemplated by this Resolution has been previously accomplished, all of the same are hereby ratified, confirmed, accepted, approved and adopted by the Board as if such actions had been presented to the Board for its approval before any such action's being taken, agreement being executed and delivered, or filing being effected.

e. Webster Bank Line of Credit – 10 minutes

Resolution #6

WHEREAS, The Board of Directors (the "**Board**") of the Connecticut Green Bank, a quasi-governmental agency of the State of Connecticut (the "**Green Bank**"), which, through an indirect wholly-owned subsidiary, is the sole member of CT Solar Lease 2, LLC, a Connecticut limited liability company (the "**Company**"), hereby consent to and adopt the following resolutions for and on behalf of the Green Bank and, in the Green Bank's capacity, through an indirect wholly-owned subsidiary, as the sole member of the Company, for and on behalf of the Company;

WHEREAS, the Company and Green Bank have requested Webster Bank, National Association ("**Webster**") to provide a \$5,000,000 Line of Credit ("Line of Credit");

WHEREAS, to induce Webster Bank to extend the Line of Credit to the Company, Green Bank shall guarantee the revolving Line of Credit (the "**Guaranty**") pursuant to terms materially consistent with the Term Sheet dated as of November 20, 2025 (the "**Term Sheet**");

WHEREAS, along with a general repayment obligation by the Company, Webster Bank is secured by, and the Company and the Green Bank are authorized to secure the Line of Credit and the Guaranty by, among other things, granting Lender A) A blanket pledge, lien and assignment of all assets and revenues of the Company from (i) the residential leases, (ii) all commercial and municipal power purchase agreements, (iii) all contracts for solar REC revenues, and (iv) membership rights to the Company and B) restrictions on any new liens and indebtedness, the "**Collateral**"; and

WHEREAS, Webster has requested and the staff of Green Bank has recommended that the Board

provide these resolutions approving the Line of Credit and the Green Bank's guarantee thereof in accordance with the terms of the Term Sheet.

NOW, therefore be it:

RESOLVED, that the Board of the Green Bank hereby authorizes, ratifies and approves the Line of Credit from Webster to the Company pursuant to the terms of the Line of Credit facility documents and any ancillary documentation and authorizes, ratifies, directs and approves the Company's and the Green Bank's entering into the Line of Credit facility documents and any ancillary documentation to which it is a party and of each other contract or instrument to be executed and delivered by the Company and the Green Bank in connection with the transactions contemplated by the Line of Credit facility;

RESOLVED, that the Board of the Green Bank hereby authorizes the Green Bank's obligations under the proposed Guaranty;

RESOLVED, that each of the Company and the Green Bank be and it hereby is, authorized to continue to secure the Line of Credit and the Guaranty by, among other things, granting Webster a first priority security interest in and to the Company's property, including, without limitation the Collateral;

RESOLVED, that the Board hereby authorizes, directs, ratifies and approves Green Bank's and the Company's execution, delivery and performance of the Line of Credit facility documents and any ancillary documentation and all of the Green Bank's and the Company's obligations under the Line of Credit facility, the Guaranty and any ancillary documentation;

RESOLVED, that the actions of Bryan Garcia in his capacity as the President and Chief Executive Officer of Green Bank ("**Garcia**"), Roberto Hunter in his capacity as the Chief Investment Officer of Green Bank ("**Hunter**") and Brian Farnen in his capacity as General Counsel and Chief Legal Officer of Green Bank ("**Farnen**"); and together with Garcia and Hunter, each an "**Authorized Signatory**", are hereby ratified and approved with regard to the negotiation, finalization, execution and delivery, on behalf of Green Bank and the Company, of the Line of Credit facility documents and any ancillary documentation and any other agreements that they deemed necessary and appropriate to carry out the foregoing objectives of Green Bank and/or the Company, and any other agreements, contracts, legal instruments or documents as they deemed necessary or appropriate and in the interests of Green Bank and/or the Company in order to carry out the intent and accomplish the purpose of the foregoing resolutions are hereby ratified and approved;

RESOLVED, that the Authorized Signatories be, hereby are, acting singly, authorized, empowered and directed, for and on behalf of the Green Bank and the Company (in the Green Bank's capacity through an indirect wholly-owned subsidiary as the sole member of the Company), to execute and deliver the Line of Credit facility; and

RESOLVED, that any other actions taken by any Authorized Signatory are hereby approved and ratified to the extent that such Authorized Signatory or Authorized Signatories have deemed such actions necessary, appropriate and desirable to effect the above-mentioned legal instrument or instruments.

6. Other Business – 5 minutes

7. Adjourn

[Click here to join the meeting](#)

Meeting ID: 273 975 593 409 1
Passcode: uL3ND7s4
Dial In: [+1 860-924-7736,495456634#](tel:+18609247736495456634)
Phone Conference ID: 495 456 634#

***Next Regular Meeting: Friday, April 24, 2026 from 9:00-11:00 a.m.
Colonel Albert Pope Room at the
Connecticut Green Bank, 75 Charter Oak Avenue, Hartford***

Announcements



- **In-Person Option** – if anyone wants to join future BOD or Committee meetings in person, we are inviting you to our offices in Hartford
- **Mute Microphone** – in order to prevent background noise that disturbs the meeting, if you aren't talking, please mute your microphone or phone.
- **Chat Box** – if you aren't being heard, please use the chat box to raise your hand and ask a question.
- **Recording Meeting** – we continue to record and post the board meetings.
- **State Your Name** – for those talking, please state your name for the record.

Board of Directors Meeting

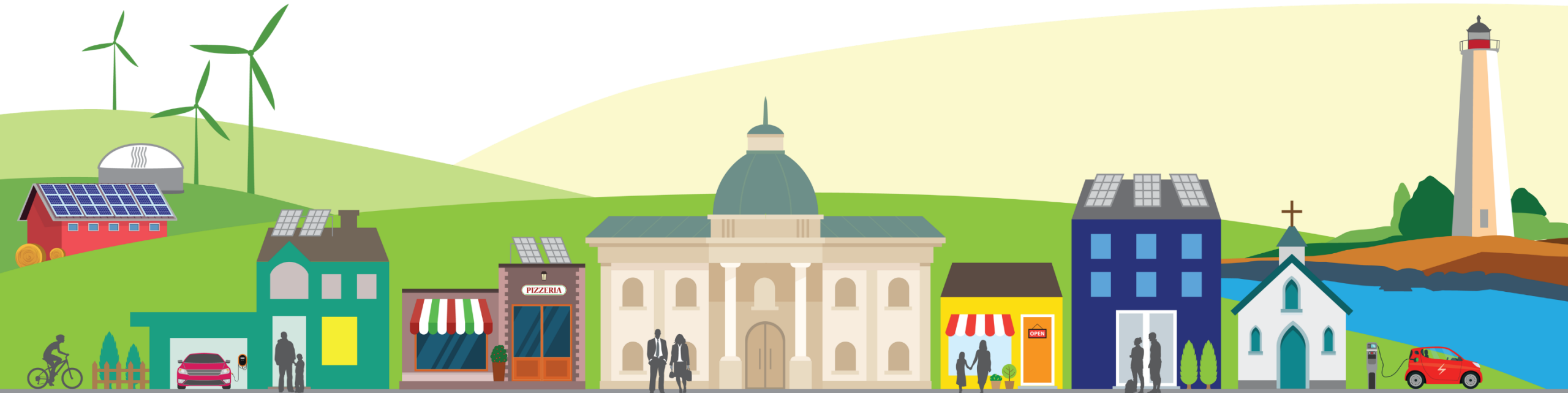
March 20, 2026



Board of Directors



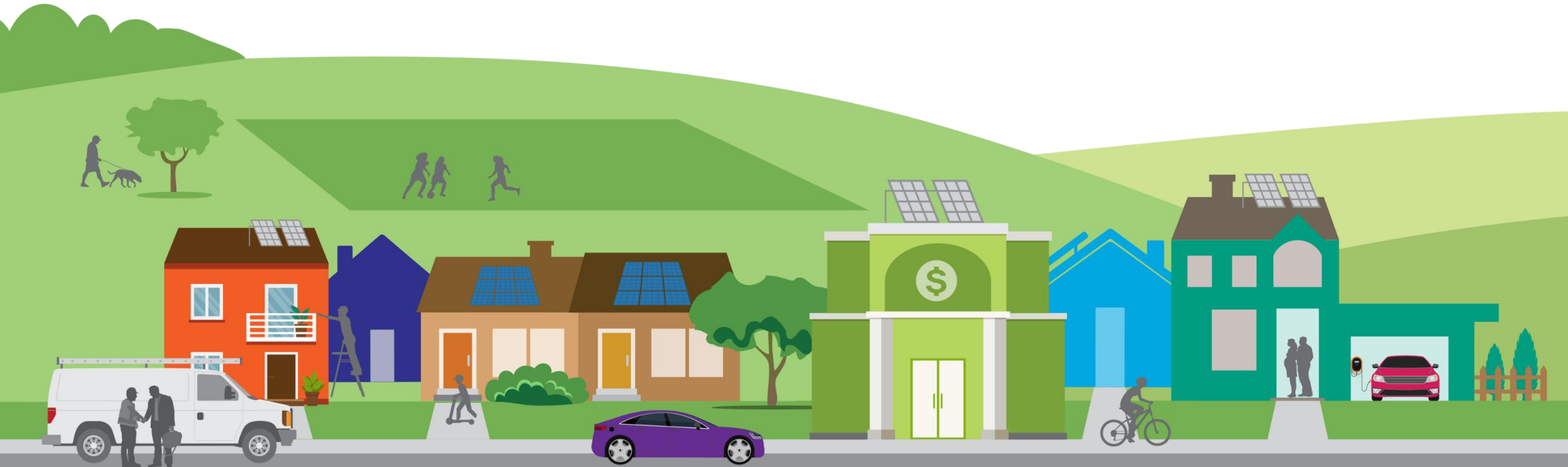
Agenda Item #1 Call to Order



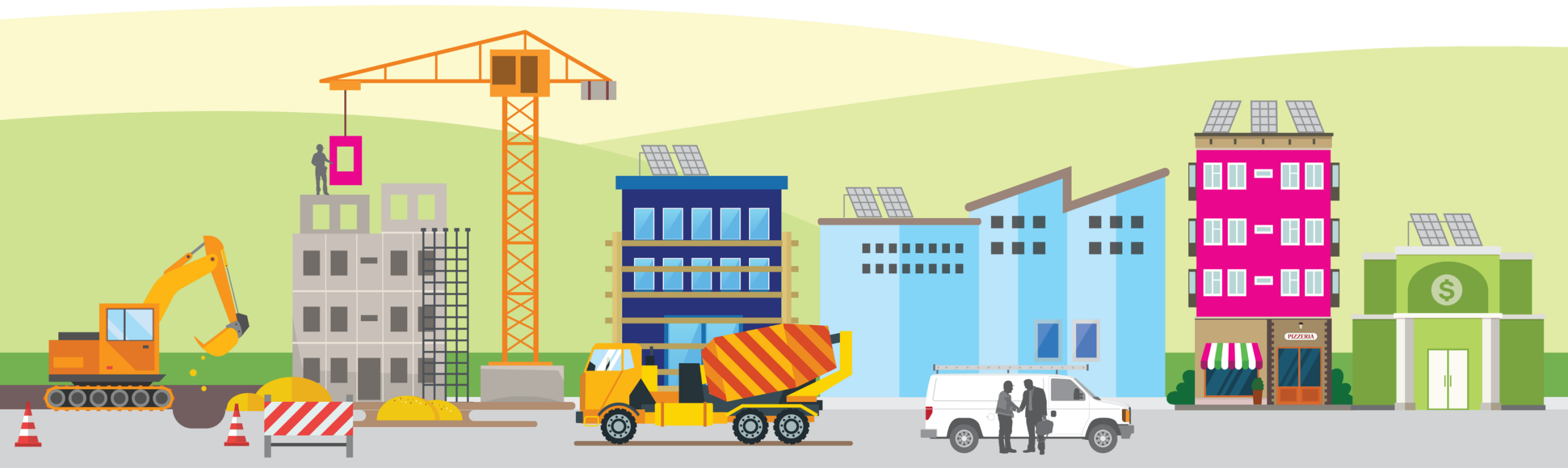
Board of Directors



Agenda Item #2 Public Comments



Agenda Item #3 Consent Agenda



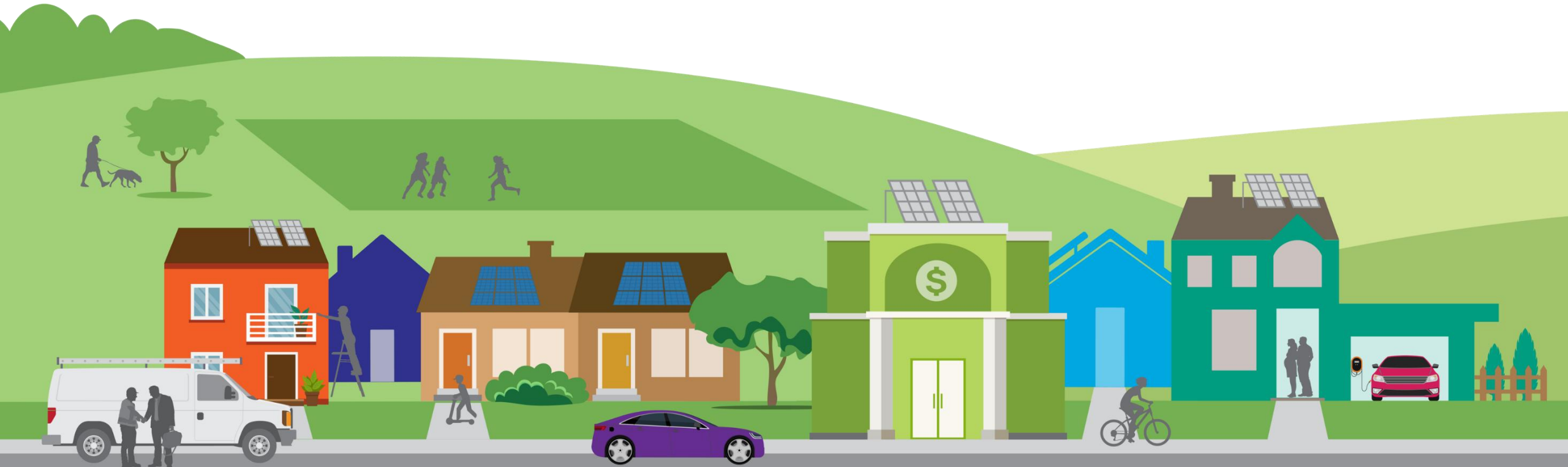
Consent Agenda

Resolution #1



1. **Meeting Minutes** – approve meeting minutes of January 16, 2026, and January 23, 2026
 - **Under \$500,000 and No More in Aggregate than \$2,000,000** – staff approved transactions – no transactions
 - **Under \$100,000 and No More in Aggregate than \$500,000** – staff approved restructurings or write-offs – three (3) write-off transactions totaling nearly \$32,000
 - **IPC Report** – Q2 of FY26 report

Agenda Item #4a Legislative Process



2026 Legislative Session Update



2026 Legislative Session:

Convened February 4th & Adjourns on May 6th "Short Session"

Nearing the midpoint of the session – Committee Work concludes on April 2nd (Finance)

What's driving the discussion in 2026 - "Affordability" & "Elections"

Unlike throughout the 2025 Legislative Session, where Energy was under the microscope, the "Affordability" discussion has permeated housing, business, health care, wages, college tuition costs & public transit.

2026 is a Gubernatorial, State Senate, State House Election Year

- Governor: Ned Lamont (D), Senator Fazio [R], and Former Mayor Erin Stewart [R] New Britain
- Legislative Retirements have started to

Session by the Numbers: 3/18/26

- Currently Tracking **81** Pieces of Legislation
- Green Bank Submitted Written Testimony on **5** Pieces of Legislation
- Green Bank Testified "Live" in support of **2** Pieces of Legislation
- This represents what we know now. "Negotiation Phase" of the Legislative session has already begun.

2026 Legislative Session Update

SB 416: AAC System Transportation Modernization



March 9th – Transportation Committee Public Hearing



SB 416 seeks to reopen elements of the Clean Air Act which was passed in 2022. (P.A. 22-15)

Green Bank Engagement in Scalable Deployment of Electric School Buses

- Legislative Outreach to Chairs of Education, Environment, Transportation.
- Advocate Outreach to CASBO, CABE, CAPSS

Legislation Specifics: JFS Language (LCO No. 3313)

Distressed Municipality – Language clarified.

Distressed Municipalities- 10% ESB by 2030, 50% ESB by 2035, 90% ESB by 2040, submit plan by 2029

Non-Distressed Municipalities- 100% ESB or Alt Fuel by 2035, 90% ESB by 2040, submit plan by 2035

DEEP in Consultation with DEEP on Grant Program – Removed Federal Funding Match language.

Similar Legislation

E&T – HB 5470: AAC Hybrid School Buses (Alternative Fuel Component)

2026 Legislative Session Update

HB 5340: AAC Renewable Power Generation



E&T Public Hearing – 3/5/2027

HB 5340 – Passed out of the E&T Committee on 3/19 as a Joint Favorable to the Floor.

Identified as the E&T Omnibus Bill for the 2026 Legislative Session.

PURA Docket No. 25-02-14 served as baseline for legislative language.

Successor Study Report to E&T Committee

Key components of Legislation:

Sections 1-3: Successor Program Designs to RRES / NRES / SCEF

- Prioritization of paired solar + storage & prioritization for shovel ready interconnection process
- Debate to continue on cost of program & administratively –set pricing rather than competition.
- MFAH – Suggested expansion to Apartments/Senior Living Facilities/Student Housing/Mixed Use
- Eligibility of Fuel Cells to participate in Successor Programs

Section 4: Extension of Solar Consumer Protection Task Force (3rd extension to 2/1/2027 / Green Bank has appointment)

Section 5: Plug in Solar or “Balcony Solar” (Likely to become study to explore safety components of equipment)

Section 6: DEEP to develop and implement a program to support Agrivoltaics. (7/1/2027)

Sections 7: DEEP to develop 2year Pilot program – Residential Solar in EJ Communities (100 Households)

Legislative – PURA - Update



PURA COMMISSIONERS:

Thomas Wiehl – Interim Chairman – Formerly Legal & Regulatory Director of Office of Consumer Council (OCC)
David Arconti – Vice Chairman – Confirmed 2025 – Former State Representative (D-Danbury), UI Government Affairs
Janice Beecher – Interim Commissioner – Professor Emeritus at Michigan State University, Utilities Policy – Editor
Holly Cheeseman – Interim Commissioner – Former State Representative (R-East Lyme, Montville, Salem)
Everett Smith III – CEO of GoldenSet Capital Partners – Investor in Energy & Sustainable Infrastructure

Next Steps:

March 5th – Executive & Legislative Nominations Committee - Public Hearing & Committee Meeting

House Joint Resolution **(HR 59)** - *Janice Beecher* (Passed 18-2)

House Joint Resolution **(HR 60)** – *Holly Cheeseman* (Passed 18-2)

Senate Joint Resolution **(SR 62)** – *Thomas Wiehl* (Passed 18-2)

Senate Joint Resolution **(SR 63)** – *Everett Smith III* (Passed 18-2)

House to vote on HR 59 & HR 60 (tentatively March 25th), then Senate to vote on HR 59 & HR 60 (TBD)

Senate to vote on SR 62 & 63 (TBD), then House to vote on SR 62 & SR 63 (TBD)

Agenda Item #5a

Investment Updates and Recommendations

Solar and Storage Project Development and Long-Term Ownership – Proposed Entity Formation

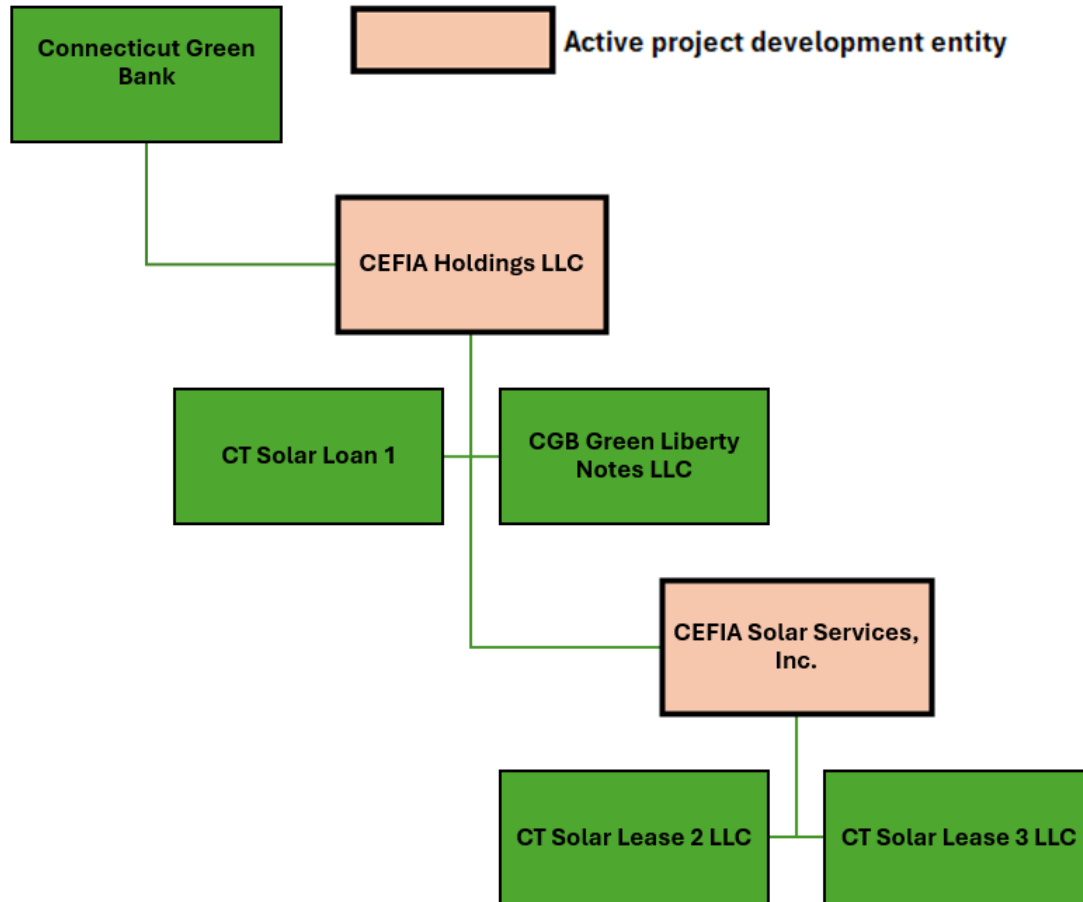


Commercial Solar & Storage Program

Proposed Entity Formation



Simplified Current Structure



Current State

- **CEFIA Holdings** currently serves as the holder of development-stage projects, operating assets, loan assets, and ownership interests in downstream portfolios
- **CEFIA Solar Services** supports ITC safe-harbor procurement activity (federally taxable entity)

Why are we proposing a change?

- Concentration of varying asset types and risk profiles within one entity
 - Construction risk (development assets)
 - Performance / maintenance risk (operating assets)
 - Credit risk (loan assets)

Commercial Solar & Storage Program

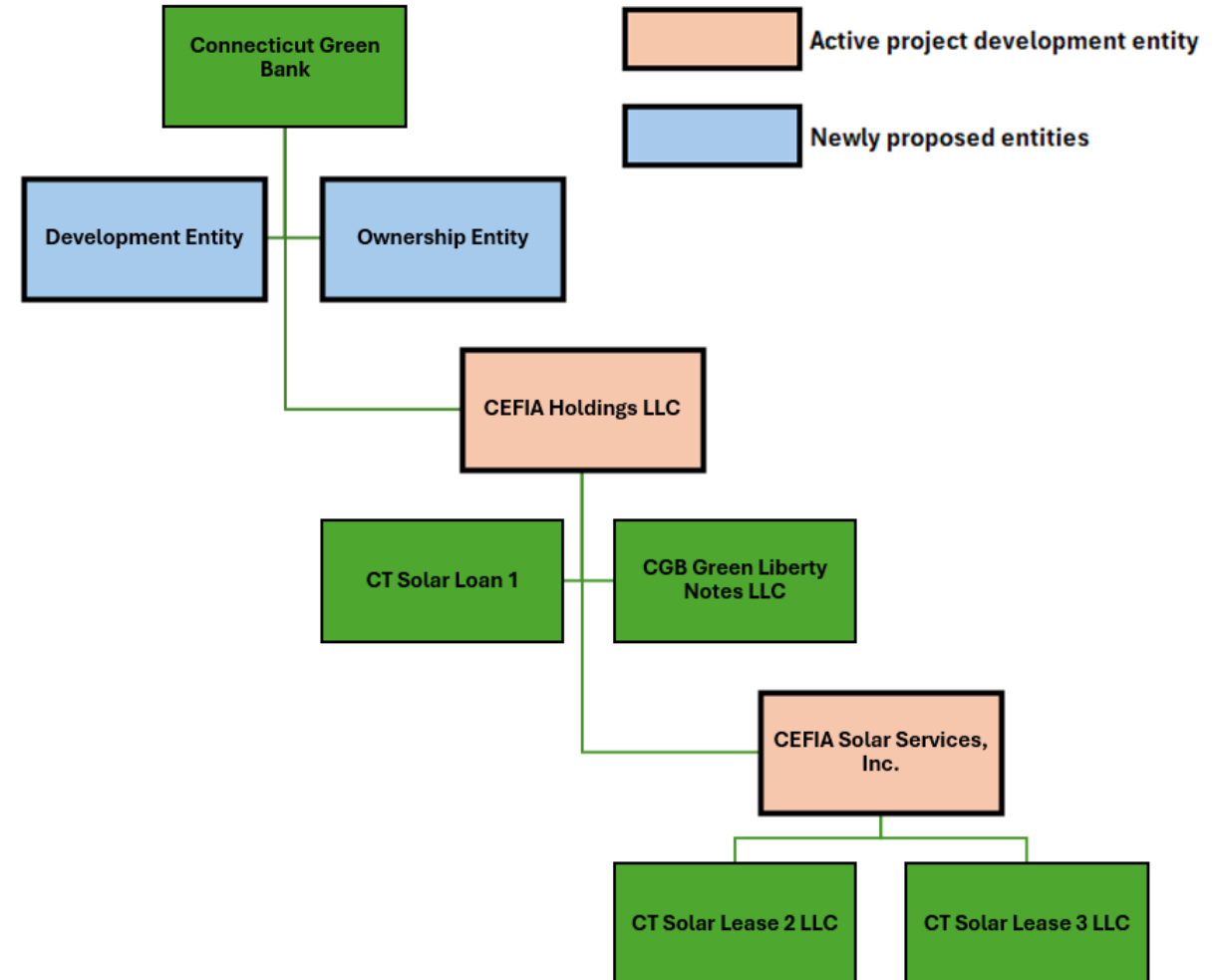
Proposed Entity Formation



New Entities

- **Development Entity** (direct sub of CGB) would hold projects during development and construction
- **Ownership Entity** (direct sub of CGB) would hold projects for long-term ownership and operations
- Projects would transfer from the Development Entity to the Ownership Entity as they transition from development to operations

Simplified Proposed Structure



Commercial Solar & Storage Program

Proposed Entity Formation



CGB Entity	Current Role	Role Under Proposed Structure
CEFIA Holdings	Holds a mix of development, operating, and loan assets	Primarily holds loan / financing assets
CEFIA Solar Services	Supports ITC-safe harbor procurement	Supports ITC-safe harbor procurement (+ legacy SL2 / SL3 solar assets)
NEW Development Entity	N/A	Holds projects during development and construction
NEW Ownership Entity	N/A	Holds projects for long-term ownership and operations

Certain existing operating solar assets currently held in CEFIA Holdings would be transferred to the Ownership Entity, as appropriate.

Resolution #2



NOW, therefore be it:

RESOLVED, that the Board approves the formation of the New Entities for the purposes described above and in 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 effect the above-mentioned legal instrument.

Agenda Item #5b Investment Updates and Recommendations Capital for Change LIME Facility Extension



C4C LIME Facility Extension & Modification



Program Overview: The LIME loan program is designed to help non-owner-occupied multifamily properties access financing for energy saving measures. LIME originally stood for “Low Income Multifamily Efficiency” but was recently rebranded as “Loans Improving Multifamily Efficiency”.

Facility Overview: \$6.5M Non-Revolver Term Loan Commitment to C4C, for funding C4C’s investment in LIME Loans paired with \$1.09M from IPC, for a total facility of \$7.59M

- **Security:** Eligible LIME Program loans
- **Repayment:** Monthly P&I payments at 3% (CGB), 5% (CGB) or 5.5% (IPC)
- **Availability Period:** Ended March 18, 2026
- **Maturity Date:** The earlier of the repayment term of the underlying LIME loans or 20 years from the date of the Green Bank advance

Request:

- Extension of the Availability Period to March 18, 2027
- Modifications to the LIME program structure
- Modification to the facility structure and interest rate

C4C LIME Facility Extension & Modification



Proposed Modifications to LIME Program Structure

	Current	Proposed
# of Units	5 or greater	2+ all non-owner occupied
Income Limits	Affordable units --> Expanded to Market Rate	Limited to Low Income: CDFI TM Eligible (LITP/IA) ²
Loan Rate	300 bps over C4C's blended cost of funds	Remove rate requirement. C4C shall price according to min req. DSCR.
Underwriting - Energy Savings	1.30x (solar 1.10X), w/ exceptions	SIR of 1.00x
Underwriting - DCSR	1.10x	1.20x for profit / 1.10x non-profit

² Community Development Financial Institutions Target Market – Low-Income Targeted Population/Investment Area

C4C LIME Facility Extension & Modification



Proposed Modifications to LIME Facility Structure

Current Facility Structure				Proposed Facility Structure			
	Facility Amount	Rate	Availability		Facility Amount	Rate	Availability
Loan A	\$5,500,000	3.00%	3/18/2026	Loan A + B	\$6,500,000	3.50%	3/18/2027
Loan B	\$1,000,000	5.00%	3/18/2026				
Loan C (IPC Participation)	\$1,090,000	5.50%	3/18/2026	No Loan C			

C4C LIME Facility Extension & Modification



Current Position & Facility Performance

- \$4.47M advanced to date to support 5 LIME loans
- Current facility balance as of 3/1/2026 is \$2.9M (65% repaid)
- Total LIME receivables as of 3/1/2026 are 1.23x the outstanding facility balance
- No history of delinquency on this facility or the CEEFCo facility
- No history of delinquency on any of the 5 underlying LIME program loans
- According to the most recent financial audit for the year ended 3/31/2025, C4C is compliant with the covenants of all outstanding loans to all lenders
- Green Bank monitors the financial performance of this facility on a quarterly basis
 - Passing all financial covenants as of 12/31/2025

CGB recommends approval of this extension and modification

Resolution #3



NOW, therefore be it:

RESOLVED, that the Board approves the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility generally consistent with the Modification 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 effect the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility for the LIME program 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 effect the above-mentioned legal instrument.

Agenda Item #5c Investment Updates and Recommendations Capital for Change CEEFCo Facility Extension



C4C CEEFCo Facility Extension



Program Overview: Smart-E loans are affordable interest, unsecured loans designed to help homeowners pay for upgrades that reduce energy use and improve property resiliency. As the administrator, the Green Bank provides program implementation support in addition to financial support in the form of a Loan Loss Reserve to 14 Smart-E lenders, 7 of which are actively lending.

Facility Overview: \$15M Medium Term Revolving Loan commitment to CEEFCo, a 100%-owned subsidiary of C4C, for funding CEEFCo's investment in Energy Efficiency Loans (mainly Smart-E Loans), paired with \$15M in senior loan funding from Amalgamated Bank (to be clear – senior to Green Bank), for a total facility of \$30M

- **Security:** All loans made by the Borrower
- **Repayment:** I/O at 4.00%
- **Maturity Date:** April 18, 2026

Request: Extension of Maturity Date to October 18, 2028, paired with scheduled principal repayments with full repayment not later than extended maturity date

C4C CEEFCo Facility Extension



Current Position & Facility Performance

- Facility is fully drawn on as of December 2024
- Current CGB balance as of 2/28/2026 is \$7.5M, with \$7.5M also owed to Amalgamated (\$15M owed total, 50% repaid to date)
- Total receivables as of 1/31/2026 (net of current delinquent loans) are 1.7x the current outstanding balance (CGB & Amalgamated)
- No history of delinquency on either CGB or Amalgamated loans (as well as LIME Loan facility)
- According to the most recent financial audit for the year ended 3/31/2025, C4C is compliance with the covenants of all outstanding loans to all lenders
- Green Bank monitors the performance of this facility on a quarterly basis, with monthly delinquency reporting
 - Passing 2 of 3 financial covenants as of 12/31/2025

Outlook & Recommendation

- Future (homeowner borrower) delinquencies are not expected to increase materially
- C4C expects to make monthly \$250K principal repayments per lender, with the intention of paying off the loan by November 2027 (but not to exceed October 2028)
- **CGB recommends approval of this extension**

Resolution #4



NOW, therefore be it:

RESOLVED, that the Board approves the extension of the maturity date of the CEEFCo Revolving Loan for 30 months (maturity date of October 18, 2028);

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 effect 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 effect the above-mentioned legal instrument.

Agenda Item #5d Investment Updates and Recommendations Green Liberty Note Crowdfunding RFP



Crowdfunding Marketplace RFP

Selection of Honeycomb Credit



- **Green Liberty Notes** – \$4.45M Raised across 15 issuances from 579 unique investors. 60% <\$1,000 and 50% from Connecticut
- **Growing the Program** – \$5M annual maximum - pursuing project-specific offerings to support community engagement and market transformation in green investing goals. Staff is also working to attract investment from mission-aligned foundations.
- **RFP** – Sought a long-term partnership with the platform that is best equipped to support these goals.
- **Honeycomb Credit** – Selected because of their sophisticated digital infrastructure, expert staff, and extensive network of retail investors.

Resolution #5



NOW, therefore be it:

RESOLVED, that the Green Bank is authorized to modify its existing agreement (the "Issuer Agreement") with Honeycomb Credit an entity registered with and approved by the SEC as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$20,155,000, and no more than \$5,000,000 per year, through the end of fiscal year 2029, in quarterly one-year issuances in amounts not to exceed \$250,000 for the first six issuances and \$350,000 for the subsequent twenty-three issuances and, additional issuances, parameters for which shall be approved by the Board at a later meeting, under the SEC's Regulation Crowdfunding regulations (the "Bonds"). The Bonds shall be issued by a subsidiary of CEFIA Holdings and shall be issued by and for the sole purposes of the subsidiary, and shall not be issued by or on behalf of the Green Bank;

RESOLVED, that in connection with the Bonds, the President and any Officer of Green Bank (each, an "Authorized Representative") be, and each of them acting individually hereby is, authorized and directed in the name and on behalf of the Green Bank, to prepare and deliver, or cause to be prepared and delivered, the Form C package with Honeycomb and any other documents required under the SEC's Regulation Crowdfunding, including an Offering Statement, a Note Purchase Agreement, and any other documents or instruments necessary to complete the Bond issuance, in such form and with such changes, insertions and omissions as may be approved by an Authorized Representative, as he or she deems advisable for the purpose of issuing the Bonds (collectively, the "Financing Documents") and the execution and delivery of said Financing Documents shall be conclusive evidence of any approval required by this Resolution; and

RESOLVED, that to the extent that any act, action, filing, undertaking, execution or delivery authorized or contemplated by this Resolution has been previously accomplished, all of the same are hereby ratified, confirmed, accepted, approved and adopted by the Board as if such actions had been presented to the Board for its approval before any such action's being taken, agreement being executed and delivered, or filing being effected.

Agenda Item #5e Investment Updates and Recommendations Webster Bank Line of Credit



SL2 Funding Background



Security	Funding	Type	Ending Date
SHREC	Webster & Liberty Warehouse	Revolving Credit	October 2025 (terminated)
Lease and PPA receivables SL2	Key Bank (Originally First Niagara) syndicate	Line of Credit	December 2025 (prepaid)
Lease and PPA receivables SL2	Webster Bank	Current Proposed LOC	1 year from Closing Date

Webster Bank Facility Summary



- **Maximum** – \$5 Million
- **Use of Funds** – Short-term liquidity
- **Borrower** – CT Solar Lease 2 LLC
- **Rate** – 1-month SOFR + 180 bps; 5.45% (as of 3/18/26)
- **Closing Fee** – None
- **Renewal** – Annually for 364 days



Resolution #6



NOW, therefore be it:

RESOLVED, that the Board of the Green Bank hereby authorizes, ratifies and approves the Line of Credit from Webster to the Company pursuant to the terms of the Line of Credit facility documents and any ancillary documentation and authorizes, ratifies, directs and approves the Company's and the Green Bank's entering into the Line of Credit facility documents and any ancillary documentation to which it is a party and of each other contract or instrument to be executed and delivered by the Company and the Green Bank in connection with the transactions contemplated by the Line of Credit facility;

RESOLVED, that the Board of the Green Bank hereby authorizes the Green Bank's obligations under the proposed Guaranty;

RESOLVED, that each of the Company and the Green Bank be and it hereby is, authorized to continue to secure the Line of Credit and the Guaranty by, among other things, granting Webster a first priority security interest in and to the Company's property, including, without limitation the Collateral;

RESOLVED, that the Board hereby authorizes, directs, ratifies and approves Green Bank's and the Company's execution, delivery and performance of the Line of Credit facility documents and any ancillary documentation and all of the Green Bank's and the Company's obligations under the Line of Credit facility, the Guaranty and any ancillary documentation;

RESOLVED, that the actions of Bryan Garcia in his capacity as the President and Chief Executive Officer of Green Bank ("**Garcia**"), Roberto Hunter in his capacity as the Chief Investment Officer of Green Bank ("**Hunter**") and Brian Farnen in his capacity as General Counsel and Chief Legal Officer of Green Bank ("**Farnen**"); and together with Garcia and Hunter, each an "**Authorized Signatory**", are hereby ratified and approved with regard to the negotiation, finalization, execution and delivery, on behalf of Green Bank and the Company, of the Line of Credit facility documents and any ancillary documentation and any other agreements that they deemed necessary and appropriate to carry out the foregoing objectives of Green Bank and/or the Company, and any other agreements, contracts, legal instruments or documents as they deemed necessary or appropriate and in the interests of Green Bank and/or the Company in order to carry out the intent and accomplish the purpose of the foregoing resolutions are hereby ratified and approved;

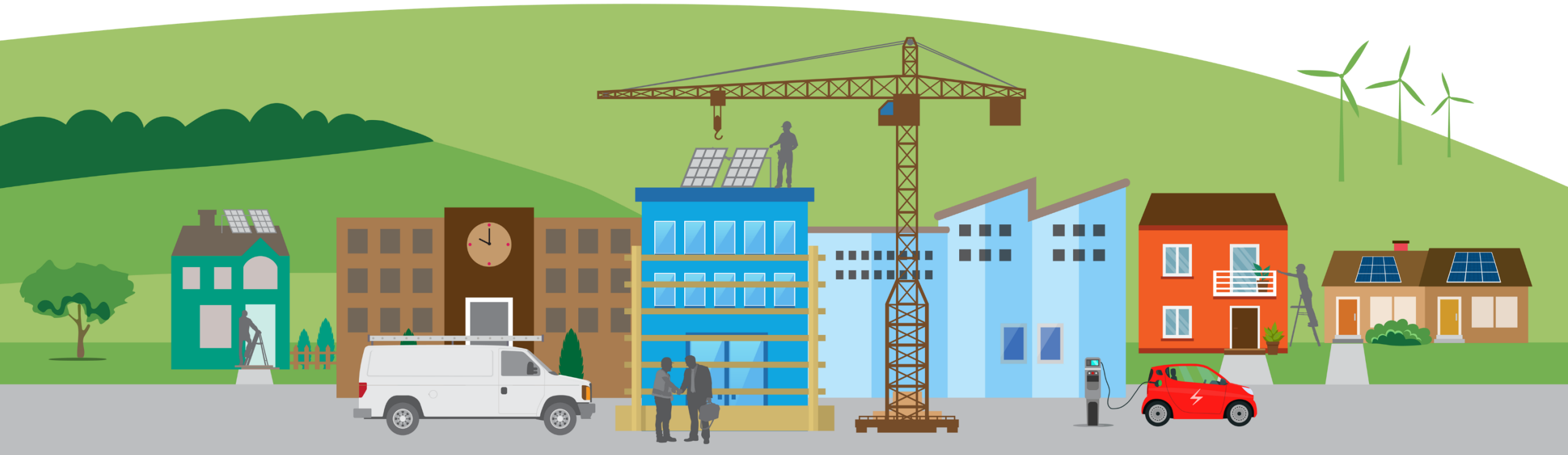
RESOLVED, that the Authorized Signatories be, hereby are, acting singly, authorized, empowered and directed, for and on behalf of the Green Bank and the Company (in the Green Bank's capacity through an indirect wholly-owned subsidiary as the sole member of the Company), to execute and deliver the Line of Credit facility; and

RESOLVED, that any other actions taken by any Authorized Signatory are hereby approved and ratified to the extent that such Authorized Signatory or Authorized Signatories have deemed such actions necessary, appropriate and desirable to effect the above-mentioned legal instrument or instruments.

Board of Directors



Agenda Item #6 **Other Business**

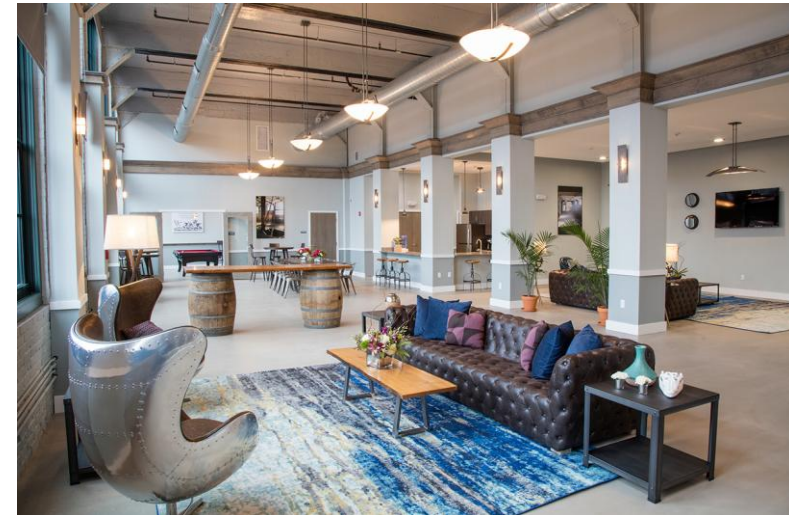


Matt Ranelli Celebration

April 9, 2026 from 5:00-7:30



- **Who** – honoring more than 15 years of service on the Board of the Green Bank and its predecessor
- **When** – Thursday, April 9th from 5:00-7:30
- **Where** – Capewell Lofts Club Room at 57 Charter Oak Avenue, Hartford (i.e., right next to Green Bank Headquarters)
- **What** – appetizers, beverages and dinner, special guests, short speeches and mementos

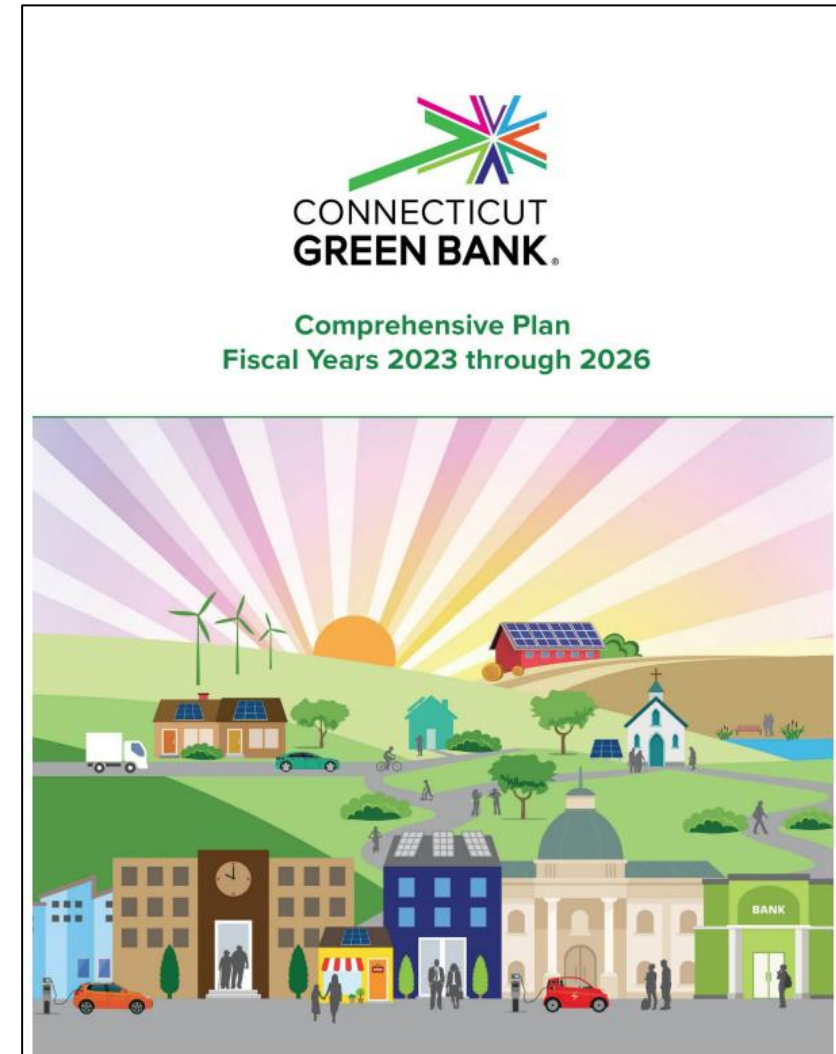


Comprehensive Plan

Strategic Planning Offsite with the Board



- **Stay Tuned** – we are working to organize a daylong strategic retreat on a Thursday or Friday in the coming months, including (tentative):
 - ❑ Headwinds and Tailwinds – Economic Conditions and Policy Shifts
 - ❑ 5-Year Strategic Priorities
 - ❑ Headlines for the Future
- **One-On-Ones** – organized individual meetings through early June, to discuss:
 - ❑ Committee Engagements
 - ❑ Policy and Progress Conversation – including Federal and State Policies and Progress towards Targets
 - ❑ Comprehensive Plan Discussion, including:
 - ✓ Process and Timeline
 - ✓ Initial Findings
 - ✓ Questions for Discussion – (a) what areas should we double-down on, and (b) greatest opportunities to expand our impact.



Board of Directors



Agenda Item #7 Adjourn





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

Friday, January 16, 2026
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 16, 2026.

Board Members Present: Jamie Cosgrove, Joseph DeNicola, Adrienne Farrar Houël, Dominick Grant, John Harrity, Kimberly Mooers, Allison Pincus, Lonnie Reed, Lisa Shanahan, Brenda Watson, Joanna Wozniak-Brown

Board Members Absent: Thomas Flynn

Staff Attending: Stephanie Attruia, David Beech, Priyank Bhakta, Joe Boccuzzi, Joe Buonannata, Larry Campana, Sergio Carrillo, Louise Della Pesca, James Desantos, Mackey Dykes, Emma Ellis, Brian Farnen, Bryan Garcia, Sara Harari, Bert Hunter, Stefanie Keohane, Stephanie Layman, Cheryl Lumpkin, Alex Kovtunencko, Jane Murphy, Sara Pyne, Tyler Rubega, Ariel Schneider, Eric Shrago, Dan Smith, Heather Stokes, Rudy Sturk, Nicholas Tan, Christina Tsitso, Barbara Waters, Leigh Whelpton

Others present: Ethan Werstler

1. Call to Order

- Lonnie Reed called the meeting to order at 9:03 am.

2. Public Comments

- No public comments.

3. Consent Agenda

a. Meeting Minutes of the December 19, 2025 meeting

Resolution #1

Motion to approve the meeting minutes of the Board of Directors for December 19, 2025.

b. Position Descriptions

Subject to Changes and Deletions

Resolution #2

Motion to approve the position description for the Vice President of Accounting and Reporting.

c. Employee Handbook

Resolution #3

WHEREAS, pursuant to Section 5.2.1 of the Connecticut Green Bank (Green Bank) Bylaws, the Audit, Compliance, and Governance Committee has reviewed the Green Bank Employee Handbook and aforementioned IT policies.

NOW, therefore be it:

RESOLVED, that the Board of Directors of the Connecticut Green Bank approve the revised Employee Handbook, Information Security Policy, Privacy Policy, Incident Response Plan, and Business Continuity & Disaster Recovery Plan.

Upon a motion made by Lisa Shanahan and seconded by John Harrity, the Board of Directors voted to approve the Consent Agenda which includes Resolutions 1 through 3. None opposed or abstained. Motion approved unanimously.

4. Committee Updates and Recommendations

a. Audit, Compliance, and Governance Committee

i. Legislative and Regulatory Policy Process and Update

- James Desantos summarized an update to the current Legislative session, which is a short session. James Desantos also provided an update on recently appointed PURA Commissioners and noted that the Green Bank was in compliance for all of our 2025 Statutory Reporting requirements.

- John Harrity asked who is doing the study on the system benefits charge of PURA. James Desantos responded that the OCC is doing a study with DEEP on PURA that is due in the fall. John Harrity asked if the current view of the study is positive and James Desantos responded it hasn't been started but he hopes so. Mackey Dykes added that the Attorney General's office hired Shipman and Goodwin to a review of PURA as well.

b. Budget, Operations, and Compensation Committee

i. FY26 Targets and Budget – Proposed Revision

- Eric Shrago stated the BO&C Committee recommended the budget and target changes. He then reviewed those changes for the Financing Programs, Incentive Programs, Environmental Infrastructure Programs, and Aprogrammatic Investments. He noted overall the project target are reducing by 470, the capital deployed target is increasing by \$14.5 million, and installed capacity target is reducing by 1.5 MW.

- Eric Shrago reviewed the changes to the budget including revenues and expenses, resulting in very little monetary change to the budget.
 - Lonnie Reed asked about the commitment to the social justice programs and

Subject to Changes and Deletions

underserved communities and Eric Shrago responded the Green Bank is still very dedicated to those groups and Bryan Garcia added that when the program leads present their updates there should be more information about the progression towards reaching no less than 40% investment and benefits directed to vulnerable communities. He noted that in the various programs the Green Bank is either on target or has surpassed it.

Resolution #4

WHEREAS, pursuant to Section 5.2.2 of the Bylaws, the Connecticut Green Bank's Budget, Operations, and Compensation Committee has reviewed the revised FY2026 Targets and Budget.

NOW, therefore be it:

RESOLVED, that the Board of Directors of the Connecticut Green Bank approve the revised FY2026 Targets and Budget.

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

5. Investment Programs Updates and Recommendations **a. Q2 FY26 Progress to Targets – Investments Update**

- Eric Shrago summarized the progress to Investment targets through Q2 of FY2026.

b. Extension/Expansion of DownEast Commercial Solar Term Debt Facility

- Larry Campana summarized the proposed expansion to the DownEast Term Debt Facility and a bit of contextual history. The request is for past the \$6 million to \$7.4 million to fund their whole pipeline, noting he anticipates that the team will come back to the Board to ask for the next tranche.
 - John Harrity asked how DownEast is coping with the loss of the federal tax incentives. Larry Campana responded that their current pipeline is either under construction or they have secured the tariffs, so it has not been an issue so far. Bert Hunter added there is a provision called Safe Harboring and the transactions in the pipeline have what is needed to preserve those tax credits. Bert Hunter commented that there is ongoing diligence for every project that comes into the facility and Larry Campana added additional context about that diligence.

Resolution #5

WHEREAS, the Connecticut Green Bank ("Green Bank") Board of Directors ("Board") passed resolutions at its December 2023 meeting to approve the execution and delivery of a \$10 million term debt facility (the "Term Debt Facility"), and any associated legal instrument, with terms and conditions materially consistent with the Board memorandum dated December 8, 2023 (the "Original Board Memorandum") for MVCP, LLC to finance a pipeline of commercial-scale solar photovoltaic projects (the "Projects") of MVCP, LLC within CT;

Subject to Changes and Deletions

WHEREAS, the Board passed resolutions at its December 2024 meeting to modify the structure of the Term Debt, which meant lending to special purpose vehicle(s) (“SPV or SPVs”) DownEast Renewable Energy, LLC and DownEast OZ, LLC, that are directly owned by MVCP, LLC, (the borrower as contemplated in the Original Board Memorandum), and also to reduce the Term Debt Facility to \$6 million, which was established on April 4, 2025; and

WHEREAS, in the period since December 2024, the pipeline of Projects of MVCP, LLC within CT has increased such that a higher commitment size is desirable for the Term Debt Facility and staff, as explained in the Board Memorandum dated January 13, 2026 (the “Updated Board Memorandum”) recommends that the Board approve an increase in the Term Debt Facility to \$7,400,000.

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 an amendment to the Term Debt Facility (or an amended and restated agreement) to increase the loan commitment to not exceed \$7,400,000 in aggregate, together with any associated legal instrument, with terms and conditions as are materially consistent with the Updated Board Memorandum; 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 Jamie Cosgrove and seconded by Adrienne Farrar Houël, the Board of Directors voted to approve Resolution 5. None opposed or abstained. Motion approved unanimously.

6. Financing Programs Updates and Recommendations

a. Q2 FY26 Progress to Targets – Update

- Mackey Dykes summarized the progress to targets for the Financing Programs, explaining why there was such a boom of activity in the first half of the fiscal year. He added that they are also exceeding the Vulnerable Communities target and that Solar MAP is playing a significant role in that success.

b. C-PACE Transaction – Vernon

- Stephanie Attruia presented a 5 EV Charger project on a retail property with 5 retail tenants. The project requests a \$500,811 loan at 4.75% over a 10-year term with a loan-to-value ratio of 6.9%, a lien-to-value ratio of 19.7%, and a DSCR of 2.37x. She reviewed the cash flows, both standard and sculpted, and the customer is still in the process of deciding which option to take.
 - Joanna Wozniak-Brown asked if the EV Charger installations have considered vehicle to grid integrations or peak shaving considerations. Mackey Dykes responded that currently no, and Sara Harari added that PURA has directed the Green Bank to lead a working group to expand the ESS program to include vehicles so the integration is being investigated but is not yet possible.
 - John Harranty asked if there have been any studies about the utilization of EV

Subject to Changes and Deletions

Chargers in a retail setting. Stephanie Attruia responded that the contractor had some studies done for usage and developed a projection for the customer, but there are not a lot of studies. Larry Campana added that it is highly contingent upon the location, but in this case, there was enough data for this particular location, so the study was appropriate. He also commented that the team did a lot of sensitivity analysis to guarantee a level of confidence in the project.

Resolution #6

WHEREAS, pursuant to Connecticut General Statute Section 16a-40g (“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 (“Board”) has approved a \$40,000,000 C-PACE construction and term loan program; and

WHEREAS, the Green Bank seeks to provide a \$500,811 construction and term loan under the C-PACE program to Route 83, LLC, the building owner of 400 Talcottville Road, Vernon, CT 06066, Vernon, Connecticut (“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 13, 2026 (“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 Joanna Wozniak-Brown, the Board of Directors voted to approve Resolution 6. None opposed or abstained. Motion approved unanimously.

c. C-PACE Transaction – Waterbury

- Stephanie Attruia presented a 276 kW DC rooftop solar project on an industrial property with 4 tenants. The project requests a \$519,402 loan at 4.75% over a 10-year term with a loan-to-value ratio of 72.7%, a lien-to-value ratio of 25% after the 50% ITC paydown in year 2, and a DSCR of 1.98x. She reviewed the cash flows with a 50% sculpted repayment schedule, which is

Subject to Changes and Deletions

positive in every year except for year 2.

- John Harrity asked how many people work in the building. David Beech responded that the operating company has about 25 employees and there are a few others, so under 50.

Resolution #7

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 \$519,402 construction and term loan under the C-PACE program to Chase River Enterprises, LLC, the building owner of 176 Chase River Road, Waterbury, CT 06704, Waterbury, 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 9, 2026 (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 Joseph DeNicola, the Board of Directors voted to approve Resolution 7. None opposed or abstained. Motion approved unanimously.

d. Smart-E Loan – Additional Measures

- Mackey Dykes highlighted the change from Operations to Financing for the Smart-E program.
- Barbara Waters summarized the history of the Mold and Asbestos Measures which had been a pilot program. The result of the investigation into the results of the pilot program was that the Green Bank was adherent to the quantitative requirements but had fallen out of compliance

Subject to Changes and Deletions

with the energy nexus requirement. She stated that it was something that needed to be addressed and reviewed how and why it had happened. Since then, there have been no additional mold or asbestos projects, though there was a provision that none could be approved without Barbara Waters's review. In discussions with the Deployment Committee, the determination was made to end the pilot but continue with the mold and asbestos measures but with the requirement of proof of a nexus to energy, and she explained how that would be achieved.

- Brenda Watson and Adrienne Farrar Houël applauded Barbara and the team for being so thorough.

Resolution #8

WHEREAS, asbestos and Mold Remediation is an important measure that removes roadblocks for continued clean energy deployment and energy efficient upgrades;

WHEREAS, remediation of asbestos and mold was approved by the Connecticut Green Bank's ("Green Bank") Deployment Committee at 100% funding for a 100-home pilot with a nexus to energy in July 2019;

WHEREAS, the implementation of the pilot did not consistently ensure the nexus to energy was enforced; and

WHEREAS, the Deployment Committee instructed staff to develop a plan for the continued funding of asbestos and mold projects at 100% but with a meaningful nexus to either of the Green Bank's scopes of energy and environmental remediation.

NOW, therefore be it:

RESOLVED, the Board of Directors approves the updated implementation plan for the Asbestos and Mold Remediation measures for the Smart-E loan program as described in the Memo dated January 9, 2026; and

RESOLVED, that Green Bank staff will continue to seek guidance and input from external stakeholders including but not limited to other state agencies regarding additional measures and will provide an update as to those measures, their concurrence with state policies, regulations and objectives, and their rollout to the Deployment Committee as needed.

Upon a motion made by Brenda Watson and seconded by Adrienne Farrar Houël, the Board of Directors voted to approve Resolution 8. None opposed or abstained. Motion approved unanimously.

7. Incentive Programs Updates and Recommendations

a. Q2 FY26 Progress to Targets – Incentive Programs Update

- Sergio Carrillo summarized the progress to targets for the Incentive Programs, noting that the reason for the high progression is due to indications from PURA that the program would have significant changes, including the elimination of the upfront incentive. That elimination caused an influx of commercial and industrial applications. He noted despite the progression to the annual targets there is still a way to go to reach the public policy targets and that currently the team is close to the Vulnerable Communities target.

b. Energy Storage Solutions – Annual Review – Update

- Sergio Carrillo provided some background for the ESS program for the new Board members, including context to the passive dispatch and incentive clawback portion of the program. He stated that of 4 options to change the program, PURA decided on a fifth option they are calling Construct 5, and then he reviewed the current program arrangement and the Construct 5 arrangement that it will be changed to, which will be effective as of April 1, 2026.
 - Adrienne Farrar Houël asked what priority commercial is within in the new arrangement. Sergio Carrillo responded it is defined as the 4 customer classes of critical facilities, small businesses, businesses replacing fossil fuel generators, and customers on the grid edge.
- Sergio Carrillo reviewed the performance incentives for the two arrangements of the program. He stated that overall, the old and new structures are equivalent from a net present value perspective, but the new structure simplifies a lot of things to make it easier to market to customers.

8. Environmental Infrastructure Programs Updates and Recommendations

a. Q2 FY26 Progress to Targets – Environmental Infrastructure Update

- Leigh Whelpton summarized the progress to targets for the Environmental Infrastructure Programs, highlighting the progress with the BrightFeeds financing facility.

9. Other Business

- Bryan Garcia reviewed a couple miscellaneous items including the party to honor the service of Matt Ranelli and upcoming lunch meetings with each member of the Board to check in.

10. Adjourn

Upon a motion made by John Harrity and seconded by Joseph DeNicola, the Board of Directors voted to adjourn at 10:29 am. None opposed or abstained. Motion approved unanimously.



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

Friday, January 23, 2026
5:00 p.m. – 5:30 p.m.

A special meeting of the Board of Directors of the **Connecticut Green Bank** (the “Green Bank”) was held on January 23, 2026.

Board Members Present: Doug Dalena in place of Kimberly Mooers, Joseph DeNicola, Adrienne Farrar Houël, Dominick Grant, John Harrity, Lonnie Reed, Lisa Shanahan, Brenda Watson, Joanna Wozniak-Brown

Board Members Absent: Jamie Cosgrove, Thomas Flynn, Allison Pincus

Staff Attending: Sergio Carrillo, Mackey Dykes, Brian Farnen, Bryan Garcia, Sara Harari, Bert Hunter, Cheryl Lumpkin, Jane Murphy, Ariel Schneider, Eric Shrago, Dan Smith

Others present: Andrew Ritter

1. Call to Order

- Lonnie Reed called the meeting to order at 5:02 pm.

2. Public Comments

- No public comments.

3. Executive Session - Trade Secrets and Commercial Information Given in Confidence (PosiGen) – Attorney Client Discussions Related to Litigation and Bankruptcy Proceedings

Upon a motion made by Brenda Watson and seconded by Joanna Wozniak-Brown, the Board of Directors voted to enter Executive Session at 5:03 pm. None opposed or abstained. Motion approved unanimously.

Upon a motion made by John Harrity and seconded by Brenda Watson, the Board of Directors voted to return from Executive Session at 5:38 pm. None opposed or abstained. Motion approved unanimously.

Subject to Changes and Deletions

Resolution #1

RESOLVED, that the Board of Directors authorizes the Connecticut Green Bank to enter into a settlement agreement with Brookfield materially consistent with the terms presented, including the sale and assignment of Green Bank's PosiGen PBC and backleverage loan positions.

RESOLVED, that the Board authorizes the release of claims and allocation of settlement proceeds as necessary to effectuate the settlement and mitigate further legal, advisory, and administrative expenses.

RESOLVED, that the proper officers of the Green Bank are authorized and directed to negotiate, execute, and deliver all documents and take all actions deemed necessary or appropriate to consummate the settlement and related transactions.

RESOLVED, that management is authorized to implement any related accounting, reporting, and risk-management actions consistent with the settlement and to communicate appropriately with stakeholders.

Upon a motion made by Brenda Watson and seconded by John Harrity, the Board of Directors voted to approve Resolution 1. None opposed or abstained. Motion approved unanimously.

4. Adjourn

Upon a motion made by John Harrity and seconded by Adrienne Farrar Houël, the Board of Directors voted to adjourn at 5:40 pm. None opposed or abstained. Motion approved unanimously.



Memo

To: Board of Directors of the Connecticut Green Bank

From: Sergio Carrillo (Managing Director of Incentive Programs), Mackey Dykes (VP of Incentive Programs and Officer), Bryan Garcia (President and CEO), and Bert Hunter (EVP and CIO)

CC: Brian Farnen (General Counsel and CLO), Jane Murphy (EVP of Finance and Administration), and Eric Shrago (VP of Operations)

Date: March 13, 2026

Re: Approval of Financing Programs and Energy Storage Solutions Projects Funding Requests below \$500,000 and No More in Aggregate than \$2,000,000 – Update

At its October 20, 2017 meeting, the Connecticut Green Bank (“Green Bank”) Board of Directors authorized staff to evaluate and approve funding requests under \$500,000, provided they follow the formal approval process, include a Green Bank officer’s signature, align with the Comprehensive Plan and fiscal budget, and do not exceed an aggregate of \$1,000,000 since the last Deployment Committee meeting. The Board later revised this process on January 19, 2024, establishing separate aggregate limits for the Financing and Energy Storage Solutions (“ESS”) programs. At its October 24, 2025 meeting, the Board increased the aggregate limit from \$1,000,000 to \$2,000,000. This memo provides an update on Financing Programs and ESS project funding requests below \$500,000 that were evaluated and approved. During this period, no projects were evaluated and approved for funding for Financing Programs. And, during this period, no projects were evaluated and approved for funding for ESS.



Memo

To: Board of Directors of the Connecticut Green Bank

From: Corey Lesniak (Director of Asset Management) and Louie Basile (Associate Manager of Residential Solar Lease 2 Portfolio).

CC: Bryan Garcia, (President and CEO), Sergio Carrillo (Managing Director of Incentive Programs), Mackey Dykes (VP of Financing Programs and Officer), Brian Farnen (General Counsel and CLO), Bert Hunter (EVP and CIO), Jane Murphy (EVP of Finance and Administration), Eric Shrago (VP of Operations), and Leigh Whelpton (Director of Environmental Infrastructure Programs)

Date: March 13, 2026

Re: Approval of Restructure/Write-Offs Requests below \$100,000 and No More in Aggregate than \$500,000 – Update

At the June 13, 2018 Board of Directors (“BOD”) meeting of the Connecticut Green Bank (“Green Bank”) it was resolved that the BOD approves the authorization of Green Bank staff to evaluate and approve loan loss restructurings or write-offs for transactions less than \$100,000 which are pursuant to an established formal approval process in an aggregate amount not to exceed \$500,000 from the date of the last Deployment Committee meeting. At the April 24, 2020 BOD meeting of the Green Bank, it was resolved that the BOD approves the authorization of Green Bank staff to evaluate and approve a semi-annual (or two quarterly periods) repayment modification of various transaction types in light of the COVID-19 pandemic.¹ And at the June 26, 2020 BOD meeting of the Green Bank, it was resolved that the BOD approves of the framework applying to subsidiaries of the Green Bank.

Since our last report out in July 2025, we’ve had (3) new SL-2 lease terminations.

Residential Solar Lease 2 Program (“SL-2”):

Residential SL-2 is a solar lease program operated by the Green Bank’s subsidiary, CT Solar Lease 2 LLC (“CTSL2”). These are 20-year residential solar PV leases that were installed between 2013 and 2016. Today, CTSL2 owns approximately 1,100 residential solar leases.

Below is a breakdown of the lease write-offs since last reported in July 2025.

Customer Name	RPV	Date of Modification	Issue	Resolution	Accounting Net Book Value at Termination	Lease Revenue Write-Off ²
Adam Bonoff	13096	1/13/2026	Squirrel damage	Terminated	\$21,870.00	\$12,314.60
Jorge Garcia	14681	3/5/2026	Delinquent	Terminated	\$15,470.00	\$11,402.55
Cynthia Lichtenstein	14473	3/11/2026	Deceased – Home was Sold Without Transfer	Terminated	\$12,323.74	\$8,131.62
Totals					\$49,663.74	\$31,848.77

(3) New Residential SL-2 Solar Lease Terminations

- **RPV-13096 Adam Bonoff: extensive squirrel damage found on site in which the cost to repair the site outweighed the remaining value of the solar lease** – this site had extensive critter damage and in addition, the site was difficult/costly to repair since it involved renting a lift in order to access the roof. The cost to remedy would've exceed the remaining value
- **RPV-14681 Jorge Garcia: delinquent customer where they have not made payment or contact since January 2023** – system was removed from site so equipment could be used elsewhere
- **RPV-14473 Cynthia Lichtenstein: customer is deceased and when home was sold, the solar lease was not transferred** – This property transferred ownership without assigning the rights of the solar system and the lease to the new property owner. The new property owner was told that the solar system was purchased and was unwilling to assume the lease. After attempting to work with the attorneys involved, Legal and the SL2 team determined our best course of action was to terminate the lease.

For all three of these projects, the Legal department was consulted for potential litigation and/or other legal remedies and determined that the cost of the effort and the probability of unfavorable results clearly outweighed the financial value.

² Lease Revenue Write-Off represents the nominal value of lease revenue to be forgone as a result of the lease termination.

Memo

To: Connecticut Green Bank Senior Team
From: Inclusive Prosperity Capital Staff
Date: February 14, 2026
Re: IPC Quarterly Reporting – Q2 FY26 (October 1, 2025 – December 31, 2025)

Progress to targets for Fiscal Year 2026, as of 12/31/2025

Product	Number of Projects	Projects Target	% to goal	Total Financed Amount	Financed Target	% to goal	MW Installed	MW Target	% to goal
Smart-E Loan	653	915	71%	\$15,472,225	\$23,135,000	68%	2.120	2.0	106%

PSA 5410 – Smart-E Loan

The Smart-E loan program saw strong volume in the second quarter, both in terms of installed projects and financed amount. The heat pump special offer campaign also started gaining traction to close out the year. The program also experienced a strong final year end project completion push by solar contractors as a result of expiring tax credits.

The IPC team has also begun training the CT Green Bank team on Smart-E related for the transition scheduled at the end of the current PSA. The CGB team has been trained on all items including the LLR, IRBs, NGEN platform management, project approvals, lender reporting and all other items required to run the Smart-E program in Connecticut

General Updates

Below are updates for the second quarter of FY26:

- **Capital raising:**
 - No investment capital raising in this quarter, focus was on SFA award (IPC-led multi-state \$249.3M coalition award) and response to EPA termination letter.
 - IPC received a small \$150K operating grant from Invest in Our Future.
 - IPC continues to pursue avenues for raising investment and general operating capital, though many philanthropic funders are re-evaluating their strategic areas of focus until 2026.
- **Business/Product Development/Initiatives of interest to Connecticut:**
 - Smart-E/NGEN technical partner discussions

- The NGEN – MerchantLinQ integration has been completed and California lender training has begun.
- IPC has also engaged Eli, a leading energy rebate processor to integrate systems to allow contractors to apply for project financing and rebates through one centralized place, avoiding double entry.
- Software licensing agreement for the NGEN platform
 - Over the second quarter, Energy Trust has trained the remaining contractor network anticipating a full marketing launch in 2026.
- Full Smart-E Program Implementation
 - The Indiana Energy Independence Fund Smart-E program operation was transferred in the second quarter after successfully training the IEIF team to run the program on a daily basis.

Administrative:

Below are changes to staff and our updates on our talent acquisition process:

Additions and Departures:

Additions:

None

Reduction in Time:

- Ryan Ramos, Head of Product, October 18

Departures:

- Autumn Clark, Snr. Manager, People & Culture, November 6
- Ethan Pelletier, Staff Accountant, November 11
- Chris Townsend, Controller, December 10
- Nate Hausman, SFA Program Director, December 19
- Victoria Giasullo, Marketing and Engagement Associate, December 19
- Jessica Salas, Smart-E Associate, December 31

Current Vacancies:

None at this time

Recruiting & Staff Updates:

At this time, we are actively engaging with our remaining team members and consultants to continue to advance the efforts and mission of IPC. We are identifying which roles/team may need additional support in the future.



Memo

To: Connecticut Green Bank Board of Directors

From: Mariana Trief, Director, Investments; Matt Healy, Analyst, Investments

CC: Bryan Garcia, President & CEO; Bert Hunter, Chief Investment Officer; Mackey Dykes, VP, Financing Programs; Brian Farnen, General Counsel & CLO; Alex Kovtunenکو, Deputy General Counsel; Dan Smith, VP, Accounting

Date: March 13, 2026

Re: Proposed Entity Formation to Support Solar and Storage Project Development and Long-Term Ownership

Purpose

The purpose of this memorandum is to request Connecticut Green Bank (“Green Bank”) Board of Directors (“Board”) approval to authorize the formation of two new tax-exempt, disregarded entities of the Connecticut Green Bank (the “New Entities”), one to serve as a construction and development entity and one to serve as a long-term project ownership entity.

Background and Context

Since 2015, the Green Bank has operated a program which supports the development and financing of commercial-scale solar and storage projects across Connecticut (the “Commercial Solar Program”). In response to continued demand and a growing pipeline of solar and storage projects, the Board previously authorized an increase in the Program’s capital allocation for solar and storage projects from \$50 million to \$88 million in July 2025, enabling the Green Bank to continue advancing projects at scale. Under this program authority, the Green Bank may provide solar and storage projects development capital and construction financing, finance third-party ownership platforms (including sponsor equity and/or debt), sell Green Bank-developed PPA or lease projects to third parties, lend directly to eligible property owners as an alternative to C-PACE, and own and operate projects and monetize applicable state and federal incentives, including utilizing existing subsidiaries or creating new subsidiaries as needed to support these initiatives.

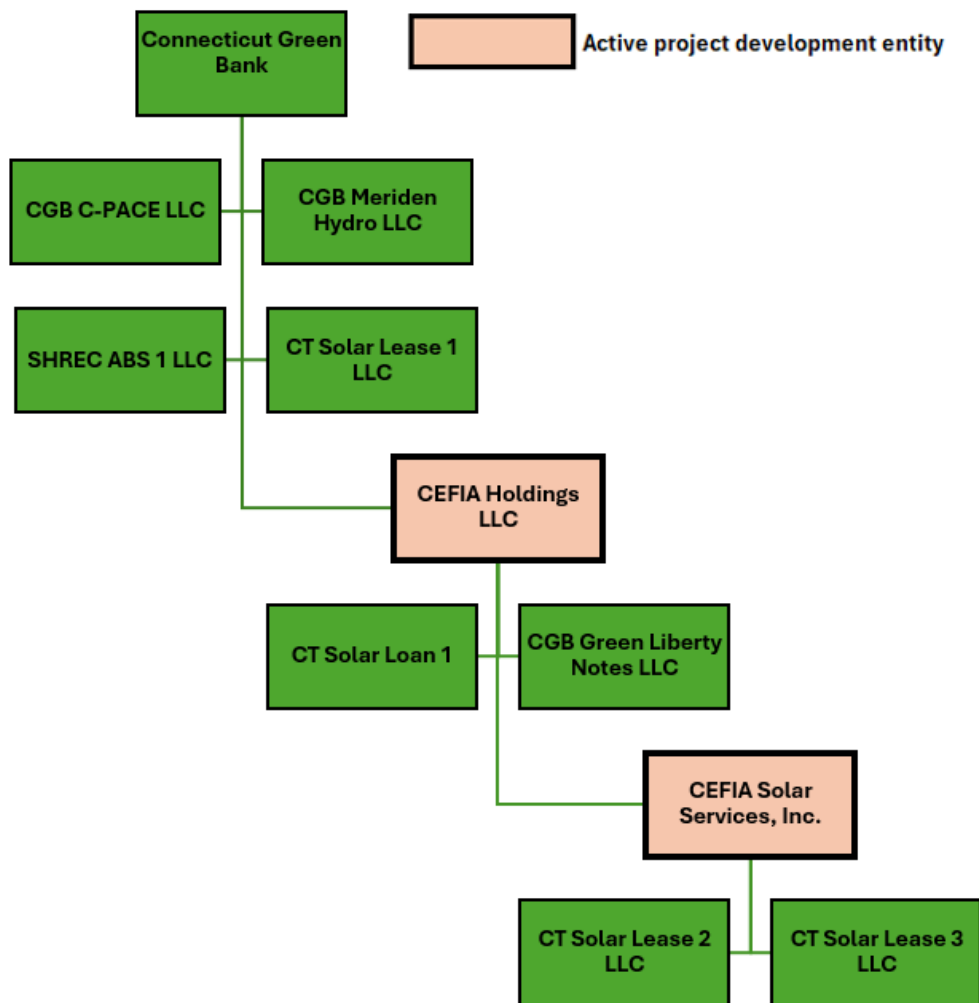
In addition to the Commercial Solar Program, the Board has previously authorized a \$60 million program to support the development of solar and storage projects at Connecticut state agency facilities (the “State Solar Authority”). As part of that program expansion in 2023, the Board approved authority for staff to “utilize existing Green Bank subsidiaries or create new subsidiaries, if necessary, to facilitate the development structure” approved by the Board.

Accordingly, the proposed formation of the New Entities is consistent with—and supported by—existing Board-approved authorities under both the Commercial Solar Program and the State Solar Authority, each of which contemplates utilizing existing subsidiaries or creating new subsidiaries as needed to implement approved solar development and ownership structures.

Current Organizational Structure

Solar projects developed by the Green Bank under the Commercial Solar Program are generally held by one of two entities, depending on the project’s stage of development.

Figure 1. Current Organizational Structure



CEFIA Holdings LLC (“CEFIA Holdings”) is a tax-exempt, 100%-owned subsidiary of the Green Bank which is disregarded for tax purposes (a “disregarded entity”) and typically serves as the primary holding company for Green Bank-developed projects. CEFIA Holdings may hold projects from initial development through construction and into long-term operations. In addition to holding Green Bank-developed solar projects, CEFIA Holdings also:

- Owns CT Solar Loan 1, which holds a small portfolio of residential solar loans;
- Owns CGB Green Liberty Notes LLC, which manages the Green Bank’s crowdfunding program; and
- Holds various loans to third-party owners of clean energy assets (“Loans to TPOs”).

CEFIA Solar Services, Inc. (“CEFIA Solar Services”) is a 100%-owned subsidiary of CEFIA Holdings which, at its formation, elected to be considered a taxable entity. This election to be taxable is necessary to preserve certain tax credits and other tax treatment which would otherwise be nullified by the Green Bank’s non-taxable status. CEFIA Solar Services was originally created to serve as the managing member of CT Solar Lease 2 LLC and CT Solar Lease 3 LLC, which were formed as taxable partnerships with a tax equity investor and continue to serve as long-term ownership entities for residential and commercial solar projects originally developed by CEFIA Holdings. CEFIA Solar Services also directly owns two operating solar projects. Recently, CEFIA Solar Services has played a targeted role in the development process, primarily in connection with equipment procurement to establish beginning of construction for purposes of safe harboring the investment tax credit (“ITC”). In particular, CEFIA Solar Services may rely on the IRS three-and-a-half-month expectation of delivery rule under the five percent safe harbor when procuring equipment.

Limitations of Current Structure

While the current structure has historically supported Green Bank project development and ITC safe harbor activities, CEFIA Holdings now functions as a centralized entity for a range of activities, including (i) development-stage projects subject to contracting, permitting, and construction-related risks, (ii) operating projects subject to long-term performance, operation and maintenance (“O&M”) activities, and repayment risks, and (iii) loan assets subject to credit risk. As the Green Bank continues to develop and own solar and storage projects, this commingling reduces structural clarity and limits the ability to isolate development and construction exposure from long-term operating and financing assets.

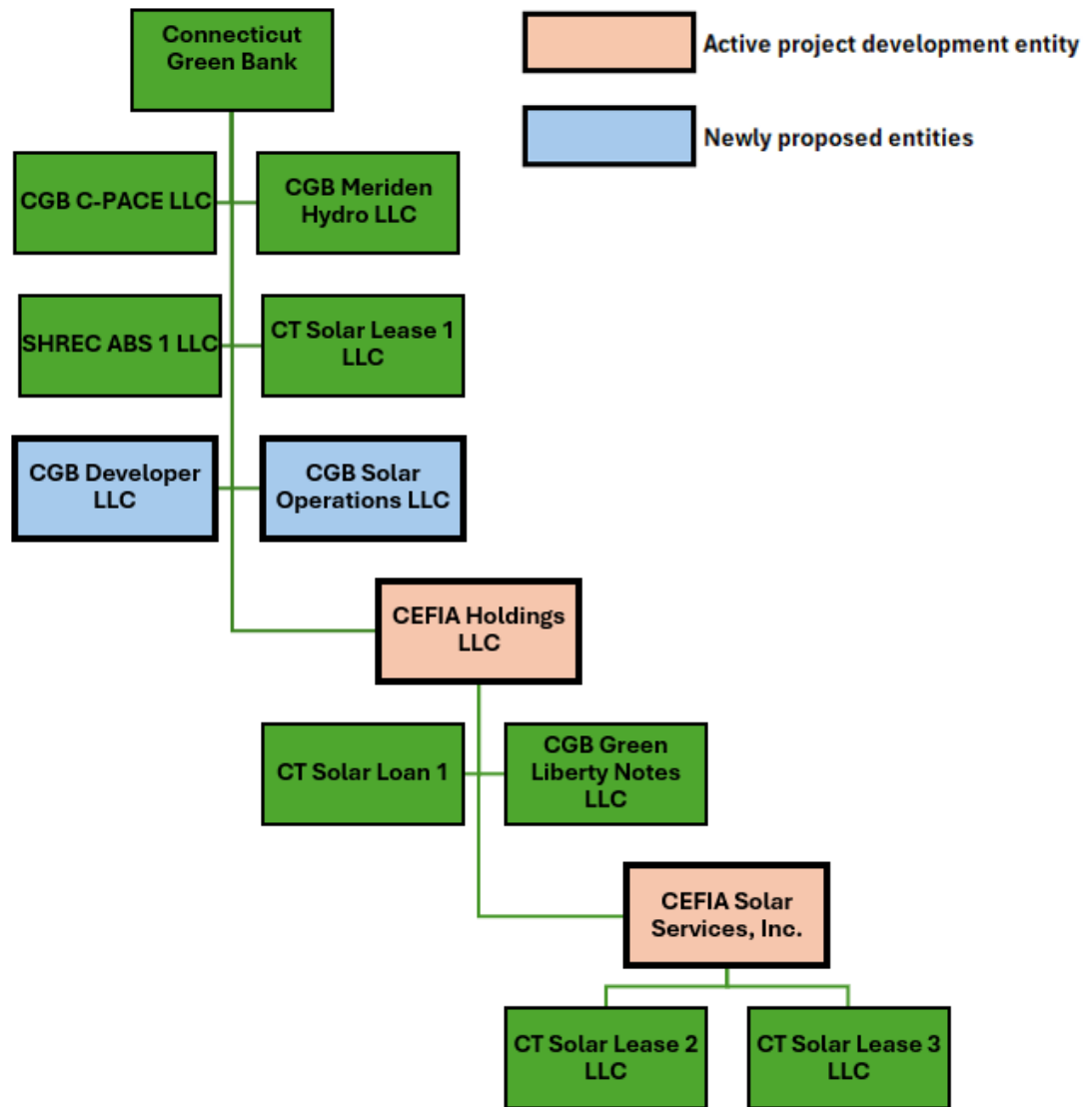
CEFIA Holdings also owns downstream subsidiaries and portfolios that hold operating solar assets and loan-based assets. Although those subsidiaries are separate legal entities, housing development-stage project risk and ownership of operating and loan portfolios within the same holding company reduces structural separation and limits the ability to clearly isolate risk across different types of assets.

Proposed New Structure

To address the considerations described above and to better align entity structure with the Green Bank’s growing development and long-term ownership activities, Staff proposes the formation of the New Entities. The New Entities would separate development and construction-stage activities from long-term ownership of operating assets, improving clarity and risk segregation while maintaining flexibility to safe harbor projects through CEFIA Solar Services. In addition to supporting new projects going forward, the New Entities will allow the Green Bank to transfer certain existing development-stage and operating assets currently held in CEFIA Holdings into entities that better align with their lifecycle stage.

Although the Green Bank’s development and ownership activities to date have been primarily focused on solar and storage, the New Entities are intended to support Green Bank-developed projects more broadly, including solar, battery energy storage systems, EV charging, and any other clean energy infrastructure, as applicable and may be approved from time to time under existing or future Green Bank programs. Staff expects this flexibility will support emerging program needs as the Green Bank evaluates additional technologies.¹

Figure 2. Proposed Organizational Structure



¹ To the extent the New Entities are used to develop and/or own projects beyond solar and storage, Staff would first need to obtain the necessary Green Bank governance approval to do so, as current Board authorizations under the Commercial Solar Program and State Solar Authority do not extend to non-solar/non-storage projects under these entities.

New Entity 1: Development and Construction Entity

Staff proposes forming a wholly owned, tax-exempt, disregarded limited liability company of the Green Bank, to serve as the primary entity for the development and construction-stage activities for Green Bank-developed clean energy projects (the “Development Entity”). The Development Entity name being considered by staff is CGB Developer LLC, subject to availability.

The Development Entity would generally be responsible for:

- Development-stage activities (including early-stage project development, contract negotiations with property owners, permitting coordination, and interconnection process management);
- Securing applicable project incentives (e.g., NRES, RRES, ESS);
- Serving as the counterparty to development and construction-stage agreements, including engineering, procurement and construction agreements (“EPCAs”);
- Serving as the initial counterparty to key project contracts and filings, including power purchase agreements, lease agreements, and interconnection agreements; and
- Holding projects through notice-to-proceed, construction, and mechanical completion, as applicable.

New Entity 2: Long-Term Project Ownership Entity

Staff also proposes forming a wholly owned, tax-exempt, disregarded limited liability company of the Green Bank, to serve as the long-term ownership and operation entity for clean energy assets (the “Ownership Entity”). Ownership Entity name being considered by staff is CGB Solar Operations LLC, subject to availability.

The Ownership Entity would generally be responsible for:

- Completing construction of the projects, including obtaining permission to operate from the utility;
- Holding projects post-commercial operation and throughout the operating term;
- Serving as the ultimate counterparty to long-term operating agreements, including power purchase agreements and lease agreements, as applicable; and
- Managing long-term asset ownership activities, including ongoing maintenance, operation, compliance, reporting, and asset management oversight.

Asset Transfers and Ongoing Asset Flow

Under the proposed structure, projects would generally be developed and constructed within the Development Entity and, at or around mechanical completion, prior to being placed in service, transferred to the Ownership Entity for long-term ownership and operations. In addition, Staff anticipates transferring existing development-stage and operating project assets currently held within CEFIA Holdings or CEFIA Solar Services into the New Entities, as appropriate, to better align asset location with risk profile and lifecycle.

Impact on Existing Entities

Staff expects to continue utilizing CEFIA Solar Services for safe-harbor related equipment procurement where needed, particularly procurement intended to establish beginning of construction through the five percent safe harbor. Where such procurement is pursued through CEFIA Solar Services, the relevant equipment (and associated procurement rights, as applicable) would be allocated and transferred or assigned to the Development Entity during construction and subsequently to the Ownership Entity prior to placed-in-service. The Green Bank will claim the investment tax credit through IRS “elective pay” provisions after projects are placed in service.

Under the proposed structure, CEFIA Holdings would no longer serve as the primary entity for the development and long-term ownership of new Green Bank-developed clean energy projects. Going forward, development and construction activities would be conducted through the Development Entity and operating assets would be held in the Ownership Entity. CEFIA Holdings would continue to hold its existing loan and financing-related portfolios and would remain the owner of CEFIA Solar Services.

Entity Dissolution

Green Bank subsidiaries and special purpose entities (“SPEs”) are established to serve defined programmatic or transactional purposes such as the ones described in this memo and are not intended to exist in perpetuity. Consistent with market practice, the Green Bank maintains SPEs only for so long as they hold material assets or have ongoing contractual, operational, or reporting obligations. Once an SPE has fulfilled its purpose and all material assets and obligations have been terminated, assigned, or otherwise resolved, the entity may be wound down and dissolved. Green Bank’s enabling statute (Conn. Gen. Stat. Sec. 16-245n), which authorizes the creation of such SPEs also stipulates that the governing documents of any such subsidiary shall provide for the dissolution of such subsidiary upon the completion of the purpose for which such subsidiary was formed.

For example, CT Solar Lease 1 LLC exists to hold and administer residential solar equipment leases. Once the final 15-year lease expires in 2027 and the related closeout work is completed, the entity is expected to be dissolved. Similarly, CT Solar Loan 1 exists to hold and service a portfolio of 15-year residential solar loans originated under a program that ended in 2015. Once the loans are fully repaid (around 2030) and any remaining servicing and closeout activities are completed, the entity is expected to be wound down and dissolved. An example of an entity that has already been wound down is CGB KFC LLC, which was formed in 2017 to hold liability for a \$3M loan facility from the Kresge Foundation. In January 2020, the associated funds and obligations were transferred to Inclusive Prosperity Capital, Inc. (“IPC”) with Kresge’s consent, after which IPC assumed full responsibility for the loan and reporting, and Green Bank no longer retained any interest in the loan and the associated SPE was dissolved. Staff will evaluate entity wind-down on a case-by-case basis and coordinate with Legal and Accounting to confirm all remaining obligations have been satisfied prior to dissolution in accordance with the applicable governance document of such SPE.

Summary, Conclusion & Recommendation(s)

In summary, Staff recommends establishing two new tax-exempt, disregarded entities of the Green Bank to separate development and construction-stage activities from long-term ownership of operating solar assets. Staff requests Board approval to form the New Entities (Development Entity and Ownership Entity) and authorize staff to take the actions necessary to implement the proposed structure, including transferring certain existing project assets currently held in CEFIA Holdings to the New Entities as appropriate, while continuing to utilize CEFIA Solar Services for safe-harbor procurement where needed.

Resolutions

WHEREAS, the Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”) has previously approved funding for the continued development by Green Bank of certain commercial-scale solar PV and storage projects;

WHEREAS, Pursuant to the Green Bank’s enabling statute (Conn. Gen. Stat. Sec. 16-245n), the Green Bank “may form one or more subsidiaries to carry out the purposes of said bank . . . and may transfer to any such subsidiary any moneys and real or personal property of any kind or nature. Any subsidiary may be organized as a stock or nonstock corporation or a limited liability company. Each such subsidiary shall have and may exercise such powers of said bank, as set forth in the resolution of the board of directors of said bank prescribing the purposes for which such subsidiary is formed, and such other powers provided to it by law. . . The governing documents of any such subsidiary shall provide for the dissolution of such subsidiary upon the completion of the purpose for which such subsidiary was formed.”;

WHEREAS, the current Green Bank subsidiary entity structure has historically supported Green Bank project development and ownership activities, but as the Green Bank’s development and long-term ownership activities scale, staff has identified a need to better align legal entities with project lifecycle stage and risk profile, including by separating development and construction-stage activities from long-term ownership and operations; and

WHEREAS, staff has presented a memorandum to the Board recommending the formation of two new wholly owned, tax-exempt, disregarded limited liability companies (collectively, the “New Entities”) to support the development, construction, and long-term ownership of Green Bank-developed clean energy projects, and to facilitate the transfer of certain existing development-stage and operating assets currently held by other Green Bank subsidiaries, as appropriate, and any other purpose set forth in the memorandum to the Board dated March 13, 2026 (the “Memo”).

NOW, therefore be it:

RESOLVED, that the Board approves the formation of the New Entities for the purposes described above and in 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 effect the above-mentioned legal instrument.



Memo

To: Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”)

From: Bert Hunter, EVP & Chief Investment Officer; Mackey Dykes, EVP Financing Programs; Fiona Stewart, Senior Manager, Investments, Christina Tsitso Senior Transaction Analyst Investments, Priyank Bhakta Associate Director Investments

CC: Bryan Garcia, President and CEO; Brian Farnen, General Counsel and CLO; Dan Smith, VP of Accounting and Reporting

Date: March 13, 2026

Re: Modification of Availability and Program Requirements for the Low Income Multifamily Energy (“LIME”) Loan Program with Capital 4 Change (“C4C”)

Background & Summary of Request for Approval

At the October 25, 2019 meeting of the Connecticut Green Bank (“Green Bank”) Board of Directors (“Board”), the Board approved a capital commitment to the LIME Program¹ with Capital for Change (“C4C”), the largest “full-service” community development financial institution (“CDFI”) in Connecticut (see attached memorandum to the Board dated October 21, 2019 (**Appendix C**) which explains in detail the LIME program and the capital commitment extended at that time). During the meeting of the Board held March 18, 2025, the Board extended the availability period of the LIME Program to March 31, 2026.

Although C4C has not drawn upon the LIME facility in several years, they have submitted transactions for review and approval but have ultimately ended up financing directly from their balance sheet without the benefit of the Green Bank Facility. In reviewing the program, C4C suspects that the low LIME Program activity is due to the current programmatic structure limiting their reach specifically for the following: the type of multifamily properties (5+ units), income limits, DSCR, and energy savings requirements.

Request: C4C has identified the non-owner occupied, 2+ unit multifamily property market as an area they can support with the LIME Loan and an underserved market that they have access to as a CDFI. Therefore, they have requested the following: 1) an extension and

¹ Originally, the LIME stood for “Low Income Multifamily Efficiency” but has recently been rebranded as “Loans Improving Multifamily Efficiency”.

modification of the LIME Program Facility with C4C to extend the availability period an additional 12 months from March 31, 2026 to March 31, 2027, and 2) modifications to the program structure as set forth below to reach a larger group of potential customers and deploy more capital. As part of this request, Green Bank staff also propose a modification to the facility structure and interest rate, also as set forth below.

C4C staff memorialized the program changes requested in a submission to the Green Bank dated January 26, 2026, attached to the memorandum as **Appendix A**, and via a phone conversation. The table below provides a summary of the proposed changes:

LIME Program	Current	Proposed
# of Units	5 or greater	2+ all nonowner occupied
Income Limits	Affordable units --> Expanded to Market Rate	Limited to Low Income: [CDFI TM Eligible (LITP/IA)] ²
Loan Rate	300 bps over C4C's blended cost of funds	Remove rate requirement. C4C shall price according to min req. DSCR.
Underwriting - Energy Savings	1.30x (solar 1.10X), w/ exceptions	SIR of 1.00x
Underwriting - DCSR	1.10x	1.20x for profit / 1.10x non-profit
Loan Type	1) Mortgages/guarantees if possible, 2) due-on-sale clause and Affidavit of Facts Affecting Title to Real Property" OR UCC-1 filing and security agreements on equipment	No change
Qualified Owners	Individuals, partnerships, trusts, LLCs, sole proprietorships, public housing authorities	No change
Eligible Improvements	1) Electric/gas utilities' criteria for rebates as specified in a Letter of Agreement (LOA) 2) Eligible measures under Green Bank C-PACE or Smart-E Programs 3) Fuel conversions and associated improvements 4) Other energy upgrades with a commercial track record of realized savings, as approved 5) Energy performance monitoring	No change
Additional Improvements	Up to 25% of the loan amount may be used for directly related health and safety remediation	No change
Loan Amounts	Up to \$2,000,000	No change
Loan Term	Up to 20 years (NTE EUL)	No change
Amortization	Full self-amortizing w/ IO construction period	No change
Prepayment	Allowed w/ no penalty	No change

² Community Development Financial Institutions Target Market – Low-Income Targeted Population/Investment Area

Loan Fee	2% upfront + closing fees	No change
Energy Monitoring	Req. for 2 years	No change
Underwriting - Reserve Req.	6 months	No change
Misc - Rent Restrictions	1 year rent freeze allowed to protect tenants	No change
Misc - Advances	In accordance w/ C4C-approved disbursement schedule	No change

In addition to C4C’s proposed changes, the Green Bank seeks approval to simplify the facility structure with the following changes:

Current Facility Structure				Proposed Facility Structure			
	Facility Amount	Rate	Availability		Facility Amount	Rate	Availability
Loan A	\$ 5,500,000	3.00%	3/31/2026	Loan A + B	\$ 6,500,000	3.50%	3/31/2027
Loan B	\$ 1,000,000	5.00%	3/31/2026				
Loan C (IPC Participation)	\$ 1,090,000	5.50%	3/31/2026	No Loan C			

C4C Financials & LIME Compliance

The following analysis is based on C4C’s 2025 fiscal year end audit, which is dated March 31, 2025 and attached as **Appendix B, Exhibit A** to this memorandum. C4C is in overall good financial health, notwithstanding a loss reported at the end of their 2025 fiscal year driven by one-time write-offs of previously delinquent loans (described in more detail in below). Revenue is primarily derived from interest income earned on loans originated in sectors such as consumer energy efficiency, commercial housing, and nonprofit and small business, as well as servicing and origination fees collected alongside lending activities. They also receive public support in the form of government grants and charitable contributions. In 2025, total revenues were \$3.7 million, 67% of which were actual earned revenues from lending activities, with the remaining 33% from public grants and other charitable contributions. Expenses typically consist of personnel and related costs, professional fees, depreciation, and program lending and administrative expenses. Expenses for 2025 were \$6.6 million, which resulted in a net loss of approximately \$2.9 million for the organization. This is a significant decline from the \$1.2 million in net income realized in the 2024 fiscal year. As previously mentioned, this decline is primarily driven by a one-time clean up of delinquent loans that occurred in 2025, as well as lower public support revenues. Despite poor financial performance in 2025, C4C has consistently demonstrated a strong ability to service the nearly \$75 million in debt outstanding from a variety of lenders used to capitalize their portfolio of loans. As of March 31, 2025, C4C was in compliance with all financial and non-financial covenants of these loans. To date, C4C has never been delinquent on a payment to CGB for either the subject LIME or \$15 million (\$7.5 million outstanding as of 2/28/2026) CEEFCo facility.

C4C has demonstrated effective cash management processes and has consistently maintained strong operating liquidity over the years. According to the 2025 fiscal year end audit, C4C’s current ratio was 2.92x, evidencing a strong ability to service short term debt obligations. As of March 31, 2025, they had \$21,706,499 in unrestricted assets, \$5,208,403 of which was needed for principal and interest payments on outstanding debt, resulting in a surplus of \$16,496,096.

As the LIME loan facility is secured by LIME loan receivables, staff focused heavily on the performance of this portfolio for underwriting purposes. To date, there has been no history of delinquencies or charge-offs on the six loans that have been originated. The table below outlines the status of those loans as of the date of this memo:

Project	C4C LIME Lending					CGB Lending			Repayment History	
	Borrower	Origination Date	Maturity Date	Original Principal Balance	Current Outstanding Balance	Interest Rate	Original CGB Amount Financed	CGB Current Outstanding Balance	CGB Interest Rate	Delinquency
Access Willington - Willington Woods	1/31/2018	8/2/2028	\$84,415	\$23,242	6.00%	\$64,712	\$19,056	3.00%	No	No
East Meadow Condos	12/30/2015	12/31/2039	\$816,579	\$658,921	6.00%	\$863,554	\$564,662	3.00%	No	No
Heritage Commons	12/19/2016	8/1/2034	\$960,000	\$685,000	5.50%	\$802,005	\$576,604	3.00%	No	No
Plaza on the Green	10/27/2017	6/1/2034	\$2,600,000	\$2,029,202	5.60%	\$2,500,000	\$1,595,327	3.00%	No	No
Cove Harbor Condos	3/31/2016	9/1/2036	\$296,000	\$195,702	6.00%	\$236,472	\$163,293	3.00%	No	No
Total			\$4,756,994	\$3,592,067	5.82%	\$4,466,743	\$2,918,943	3.00%		

Ongoing Compliance Monitoring

C4C is responsible for delivering the following financial and LIME program performance information to the Green Bank regularly in accordance with the reporting requirements of the loan agreement: (a) year-end audited financial statements, (b) quarterly financial statements, and (c) quarterly reports evidencing the status of all outstanding LIME Program Loans, current pipeline status, compliance with financial covenants (a Compliance Certificate), LMI income eligible Program Loans, expense documentation related to all Program Loans, and production reports for financed energy efficiency and renewable energy measures. C4C staff has not historically provided the Compliance Certificates required of the loan agreement, however, Green Bank staff were able to test compliance with the financial covenants outlined below using the most recent quarterly financials provided (see **Appendix B, Exhibit B** for those financials). In January 2026 the Green Bank began implementing regular compliance testing for this facility to assess the ongoing performance and risk of the credit.

C4C's compliance with the financial covenants of the Loan Agreement are as follows:

Financial Covenant	Pass/Fail	Explanation
DSCR must be at least 1.25x	Pass – 1.29x as of 12/31/2025	-
Total Unrestricted Revenue must be equal to or greater than Total Expenses, or the difference may not exceed 10% of Unrestricted Net Assets	Pass – As of 12/31/2025, total expenses exceeded total unrestricted revenue by \$314,399, however, this is less than 10% of unrestricted net assets	-
Loan Loss Reserves should be at least 5% of Gross Loans Receivable	Pass – LLR balance as of 12/31/2025 of \$3,928,953 exceeds \$3,371,466 (5% of gross loans receivable)	-
Aggregate amount of Green Bank's outstanding loans shall not exceed 10% of Adjusted Total Assets	Pass – Green Bank loan balance as of 12/31/2025 of \$2,971,100 is less than \$9,910,516 (10% of adjusted total assets)	-

Request

Green Bank staff requests approval for the following: 1) an extension and modification of the LIME Program Facility with C4C to extend the availability period an additional 12 months from March 31, 2026 to March 31, 2027, 2) modifications to the program structure as set forth to reach a larger group of potential customers and deploy more capital and 3) a modification to the facility interest rate.

Given the success of the facility previously, the noted drop off in draws on the LIME facility, the acceptable financial position of C4C, C4C's consistent debt servicing record with respect to this facility, and the programmatic alignment between C4C and Green Bank on the merits of the program, the Green Bank staff supports all recommended modifications.

Green Bank Financial Statements

How is the project investment accounted for on the balance sheet?

Green Bank's advances lead to a reduction in cash and cash equivalents on the asset side of the Green Bank's balance sheet and a concomitant increase in short-term loans.

Resolutions

WHEREAS, the Connecticut Green Bank (“Green Bank”) has an existing loan facility (“Master Facility”) to fund the Low Income Multifamily Efficiency (“LIME”) loan program with Capital for Change, Inc. (“C4C”), approved at the October 25, 2019 meeting of the Green Bank Board of Directors (the “Board”);

WHEREAS, C4C has been successful in deploying LIME program loans using the Master Facility;

WHEREAS, C4C recognizes the opportunity to expand the LIME program to reach an underserved market by changing program requirements around the eligibility of number of units in multifamily properties, income limits, loan rate, and underwriting parameters for energy savings and DSCR;

WHEREAS, in order to continue the successful deployment of capital into the LIME program, C4C has requested an extension of the availability period until March 31, 2027, approximately one year from the expiration of the availability period under the existing terms and conditions;

WHEREAS, Green Bank staff recommends the modification of the interest rate for Loan A and Loan B to 3.50%; and

WHEREAS, Green Bank staff recommends the Board approve such changes to the programmatic agreement, extension of the availability period and modification of the interest rate as described in the memorandum submitted to the Board on March 13, 2026 (the “Modification Memo”).

NOW, therefore be it:

RESOLVED, that the Board approves the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility generally consistent with the Modification 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 effect the changes to the programmatic agreement, extension of the availability period until a date not to exceed March 31, 2027, and modification of the interest rate under the Master Facility for the LIME program 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 effect the above-mentioned legal instrument.

Appendix A



TO: Bert Hunter, EVP and Chief Investment Officer, CGB
Mackey Dykes, EVP Financing Programs, DGB
FROM: Diane Smith, President and CEO, C4C
Carla Weil, Dir. Commercial Lending and Impact, C4C
DATE: January 26, 2026
RE: Request for one-year renewal of the LIME funding commitment with program modifications

Summary

Thank you for the productive call on January 21, 2026. It was a helpful conversation, and we would like to make a request for a one-year renewal of the outstanding Connecticut Green Bank (CGB) commitment of LIME funding to Capital for Change (C4C) maturing on March 31, 2026. As we discussed at the meeting we would like to also request some changes to the program requirements that we believe will increase the volume and eligibility of loan requests.

Factors Limiting Deployment

Based on a number of loans that have been referred to C4C by CGB and other sources, one of the most common limitations on eligibility has been the 1.35 ESCR. For projects where the primary measures include windows and insulation, this level cannot be reached, even if the overall property cash flows at the required DSCR.

Another limiting factor has been the minimum unit requirements. Much of C4C's market is comprised of investor owners of 2 – 4 unit properties. While there are available programs for resident owner properties of this size, the investor-owned properties have too few units for the current LIME requirements.

The final issue that was discussed in our meeting was the definition of income limit eligibility. As mentioned above, many of the properties that C4C finances are located in LMI census tracts but may not be specifically restricted to low-income households. However, as a Community Development Financial Institution (CDFI), C4C has guidelines used to verify the mission eligibility of our loans. We have two "Target Markets" in which 60% of all lending must be located. These are LITP – Low Income Targeted Populations, i.e. income restricted units, or IA – Investment Areas, which are determined by the CDFI Fund and verified by checking addresses on their CIMS Mapping Website. <https://www.cdfifund.gov/mapping-system>

Requested Modifications

Based on the factors mentioned above, C4C would like to request the following changes to the underwriting requirements.

Guideline	Current	Proposed
Energy Coverage Ratio	ESCR of 1.35x	SIR (Savings to Investment Ratio) of 1.0x
DSCR	1.20	1.20 For Profit 1.10 Non Profit
Minimum Unit Number	5	2+ All nonowner occupied
Income Limits	All Affordable Units	CDFI TM Eligible (LITP/IA)

Marketing Strategy

With these changes, C4C will prepare a targeted for the program focusing on small multifamily properties (2-4 units) as well as non profits and housing authorities with larger portfolios. We will continue to respond to referrals from CGB for eligible properties that cannot utilize C-PACE funding .

Appendix B

Exhibit A

Consolidated Year End Audit

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statements of Financial Position
March 31, 2025 and 2024

Assets	2025	2024
Current Assets:		
Cash and cash equivalents	\$ 2,354,437	\$ 3,428,046
Grants and government contracts receivable	341,865	341,865
Accounts receivable	1,781,157	1,713,978
Interest receivable	546,085	546,471
Current portion of loans receivable, net of allowance for credit losses of \$952,976 and \$665,768 as of March 31, 2025 and 2024, respectively	16,682,955	11,848,977
Other current assets	284,303	315,444
Total current assets	<u>21,990,802</u>	<u>18,194,781</u>
Other Assets:		
Restricted cash	25,302,915	16,180,018
Investments	1,052,029	1,007,541
Loans receivable, net of current portion and allowance for credit losses of \$4,555,514 and \$4,666,436 as of March 31, 2025 and 2024, respectively	74,361,456	82,377,322
Total other assets	<u>100,716,400</u>	<u>99,564,881</u>
Property and Equipment		
Land	241,686	241,686
Building and improvements	3,227,214	3,227,214
Furniture and equipment	1,783,902	1,762,842
	<u>5,252,802</u>	<u>5,231,742</u>
Less - accumulated depreciation	2,141,361	1,871,286
Net property and equipment	<u>3,111,441</u>	<u>3,360,456</u>
Total assets	<u>\$ 125,818,643</u>	<u>\$ 121,120,118</u>
Liabilities and Net Assets		
Current Liabilities:		
Current portion of notes payable	\$ 5,069,612	\$ 8,486,430
Current portion of equity equivalent notes payable	2,000,000	800,000
Accounts payable and accrued expenses	324,306	445,934
Accrued interest payable	138,791	136,527
Total current liabilities	<u>7,532,709</u>	<u>9,868,891</u>
Long-Term Liabilities:		
Conditional advances	4,989,191	5,507,167
Loan escrows liability	2,711,690	2,655,451
Funds held for others	647,196	543,421
Deferred interest and other revenue	1,363,685	1,785,935
Notes payable, net	69,887,238	59,986,822
Credit loss liability - unfunded commitments	388,898	541,522
Equity equivalent notes payable, net	4,300,000	5,400,000
Total long-term liabilities	<u>84,287,898</u>	<u>76,420,318</u>
Total liabilities	<u>91,820,607</u>	<u>86,289,209</u>
Net Assets:		
Without donor restrictions:		
Operating	9,428,382	12,090,210
Property and equipment	1,811,219	2,004,938
Board designated	1,012,266	1,012,266
Total without donor restrictions	<u>12,251,867</u>	<u>15,107,414</u>
With donor restrictions		
	<u>21,746,169</u>	<u>19,723,495</u>
Total net assets	<u>33,998,036</u>	<u>34,830,909</u>
Total liabilities and net assets	<u>\$ 125,818,643</u>	<u>\$ 121,120,118</u>

The accompanying notes are an integral part of these combined statements.

Page 2

Consolidated Year End Audit Contd.

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statements of Activities Without Donor Restrictions
For the Years Ended March 31, 2025 and 2024

	<u>2025</u>	<u>2024</u>
Revenues:		
Earned revenue:		
Financial revenue:		
Interest on loans	\$ 5,735,854	\$ 4,713,683
Investment return	437,035	188,583
Less - (provision for) recovery of credit losses - unfunded loans	152,624	(151,347)
Less - provision for credit losses - funded loans	(176,286)	(160,976)
Less - interest expense	(2,888,186)	(2,639,549)
Less - write-off of loans receivable	<u>(4,129,323)</u>	<u>(1,249,075)</u>
Net financial revenue	(868,282)	701,319
Loan servicing fees	1,884,323	1,680,538
Loan origination and other fees	<u>1,484,482</u>	<u>1,315,615</u>
Total earned revenue	<u>2,500,523</u>	<u>3,697,472</u>
Public support:		
Other grants and contributions	162,183	99,317
Government grants and contracts	16,915	855,547
Net assets released from purpose restrictions	<u>1,032,024</u>	<u>2,605,509</u>
Total public support	<u>1,211,122</u>	<u>3,560,373</u>
Total revenues	<u>3,711,645</u>	<u>7,257,845</u>
Expenses:		
Program services	5,806,054	5,352,442
General and administrative	570,688	533,013
Fundraising	<u>190,450</u>	<u>155,289</u>
Total expenses	<u>6,567,192</u>	<u>6,040,744</u>
Changes in net assets without donor restrictions	<u>\$ (2,855,547)</u>	<u>\$ 1,217,101</u>

Exhibit B

Unaudited Q2 Financial Statements (as of 12/31/2025)

Capital for Change Inc		
Statement of Revenue and Expense		
Year-to-Date: 4/1/2025 - 12/31/2025		
	Current Year Year-to-Date	Prior Year Year-to-Date
Revenue		
Net Financing Revenue		
Financing Revenue		
Interest Income - Investments	317,747.44	181,007.25
Loan Fees	388,383.37	433,477.89
Loan Interest Activity	2,273,851.75	2,317,180.38
Financing Revenue	2,979,982.56	2,931,665.52
Financing Expense		
Provision for Loan Losses	(92.15)	(102.11)
Lending Interest Expense	(1,534,970.78)	(1,031,674.61)
Financing Expense	(1,535,062.93)	(1,031,776.72)
Net Financing Revenue	1,444,919.63	1,899,888.80
Fee Revenue		
Loan Servicing Revenue	1,818,575.71	1,747,805.42
Contract Administration	311,288.76	675,690.00
Fee Revenue	2,129,864.47	2,423,495.42
Grants and Contributions	258,442.54	1,096,509.14
Other Income	5,000.00	0.00
Revenue	3,838,226.64	5,419,893.36
Expenses		
Personnel Costs	2,303,796.22	2,784,473.35
Employee Benefits	596,571.92	616,257.96
Professional Services	363,914.32	289,422.74
Occupancy & Building Expense	163,062.49	178,405.48
Office Expense	101,907.55	103,929.68
Administration Expenses	302,765.10	174,632.19
Technology	220,489.48	186,476.12
Marketing	34,875.00	29,899.18
Grant Expenses	18,882.70	64,406.70
Insurance	68,538.42	97,889.75
Depreciation	159,917.96	215,610.70
Unrealized (Gain) Loss Investment	(22,178.06)	(10,048.26)
Expenses	4,312,543.10	4,731,355.59
Excess or (Deficiency) of Revenue Over Expenses	(474,316.46)	688,537.77

Unaudited Q2 Financial Statements Contd. (as of 12/31/2025)

Capital for Change Inc
Statement of Financial Position
As of Date: 12/31/2025

	Current Year	Prior Year
Assets		
Cash - Operating	3,291,289.80	2,014,431.46
Cash - Restricted - Loan Fund	23,188,100.51	7,218,067.90
Cash - Escrow	3,596,167.49	2,774,072.74
Investments	1,079,881.43	1,047,172.61
Accounts Receivable, Net	516,118.12	1,937,602.79
Grants Receivable	341,865.46	341,865.46
Interest Receivable	358,915.86	370,491.96
Due From Related Parties	0.00	0.01
Loans Receivable	65,465,567.72	64,307,728.11
Loan Loss Reserve	(3,928,953.14)	(3,380,292.22)
Loans Receivable - Agency Assets	1,963,742.97	2,099,471.02
PrePaid Expenses	86,746.10	86,533.53
Property & Equipment, Net	2,993,683.65	3,162,495.08
Other Assets	152,032.14	152,032.14
Assets	99,105,158.11	82,131,672.59
Liabilities & Net Assets		
Liabilities		
Accounts Payable & Accrued Expenses	617,192.91	644,950.38
Escrows	3,608,781.69	2,774,073.04
Refundable Advances	4,599,967.32	4,544,557.86
Lines of Credit	7,015,677.29	7,235,112.01
Deferred Revenue	6,035,501.88	(116,154.46)
Accrued Interest Payable	22,554.08	99,311.41
Notes Payable - Lending Activities	45,357,437.76	34,869,904.23
Notes Payable - Non Lending Activities	1,257,395.48	1,314,447.42
Notes Payable - Lending Activities - EQ2	9,390,000.00	6,300,000.00
Agency Liabilities	1,963,742.97	2,099,471.02
Liabilities	79,868,251.38	59,765,672.91
Net Assets		
Net Assets w/o Donor Restrictions	11,883,471.03	15,798,515.98
Net Assets w/ Donor Restrictions	7,353,435.70	6,567,483.70
Net Assets	19,236,906.73	22,365,999.68
Liabilities & Net Assets	99,105,158.11	82,131,672.59

Appendix C

845 Brook Street, Rocky Hill, CT 06067
T 860.563.0015
ctgreenbank.com



Memo

To: Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”)
From: Bert Hunter, EVP & Chief Investment Officer
CC: Bryan Garcia, President and CEO; Brian Farnen, General Counsel and CLO; Jane Murphy, VP of Admin and Finance
Date: October 21st, 2019
Re: Modification of Capital Commitment for the LIME Program with Capital for Change

Background & Summary of Request for Approval

Capital for Change is the largest “full-service” CDFI in Connecticut, the result of a 2016 merger of three long-running CDFIs – the Community Capital Fund, the Greater New Haven Community Loan Fund, and the Connecticut Housing Investment Fund (or CHIF). This merger created an entity with long-standing relationships in several of Connecticut’s urban areas – particularly Bridgeport and New Haven – and with a large portfolio of operating loans. Prior to the merger, C4C (then, still the Connecticut Housing Investment Fund) began issuing LIME loans³ as the result of a 2013 oil-fired boiler replacement project for an affordable housing development. The general purpose of the LIME Program is to finance renewable energy and energy efficiency measures installed on multifamily affordable housing through C4C’s partnership with Green Bank. The project was extremely successful, yielding \$75,000 in first year energy savings after a \$250,000 loan, and planting the seed for C4C to launch the LIME program.

Green Bank partnered with C4C soon after the launch of the LIME program. In April 2014, in coordination with seed capital funding from the Opportunity Finance Network, the Green Bank Board approved \$1,000,000 in additional loan funding and \$300,000 in loan loss reserve credit enhancement for LIME loans. In June 2016, the Board reauthorized the Program under amended

³ Originally, the LIME stood for “Low Income Multifamily Efficiency” but has recently been rebranded as “Loans Improving Multifamily Efficiency”.

guidelines and authorized the Green Bank's provision of \$1,000,000 in capital financing⁴ and \$625,000 of repurposed ARRA-SEP funds for a loan loss reserve to support an initial capital pool of \$3,000,000⁵. In February 2017, the Green Bank Board approved a further deployment of an additional \$2.5M from Green Bank balance sheet capital to C4C to finance additional properties in the LIME pipeline. Approximately \$3.3 million of the \$3.5M Green Bank facility is outstanding. All of C4C's funded LIME loans are fully performing.

Due to C4C's growth relative to legacy financing facilities across multiple financing products and programs, C4C and the Green Bank have worked together to structure new financing facilities better equipped to scale alongside C4C's projected origination pipeline. In the current quarter alone, Green Bank worked with Amalgamated Bank to arrange term sheets for a \$27 million credit facility for its CEEFCo subsidiary (to which Green Bank has already advanced a \$1.5 million bridge loan for C4C and in which Green Bank will participate in a subordinated role) for C4C's single-family residential energy loan financing programs, which includes the Smart-E Loan. This loan is expected to close in November.

Similarly, the C4C LIME pipeline has been outgrowing its funding sources, resulting in a liquidity constraint as C4C seeks to execute on its pipeline. C4C is seeking to raise additional capital from Bank of America and the Opportunity Finance Network for the LIME Program and Green Bank staff received FY 2020 budget approval from the Board for an additional investment of \$2M at the same 3% original interest rate on the existing \$3.5 million facility for the LIME portfolio. In addition, due to the success of the LIME Program and adequate Green Bank resources, staff is proposing an additional \$1 million above the \$2 million budget for the LIME Program (sourced from budgeted \$7.5 MM of new product development funds), but this incremental \$1 million would be at a rate of 5% in line with our benchmark. Altogether, upon approval, Green Bank's capital commitment to the LIME Program with C4C will rise from \$3.5 million to \$6.5 million. Furthermore, given the unexpended loan resources available to Inclusive Prosperity Capital ("IPC"), Green Bank and IPC proposed to C4C a "Master LIME Funding Facility" (the "Master Facility") which would be structured as a loan facility secured by each loan advanced to a LIME Program borrower. Altogether, with IPC's \$1.2 million proposed participation in the Master Facility, C4C would have available to it \$4.2 million in additional capital funds for LIME. Moreover, OFN and Bank of America are making progress on committing to additional facilities for the LIME Program given its success.

Based on communications between Green Bank and IPC, IPC will (in advance of the Master Facility) document, close, and advance an initial capital deployment (equal to its \$1.2 million participation in the "Master Facility") that would then be rolled up (together with any collateral IPC would have with its initial capital deployment) into the larger Green Bank Master Facility on a pari passu basis.

LIME Program Success to Date

The Program has been successful in its target market – financing mid-cycle improvements for properties serving low and moderate income households. To date, the Program has closed 29 loans

⁴ This allocation was budgeted from the \$5,000,000 multifamily sector allocation approved by the Board of Directors for Fiscal Year 2014. This \$1,000,000 would remain on Green Bank's books but be available to C4C as C4C approved and closed on loans with qualified borrowers, in accordance with approved underwriting standards under the LIME Loan program.

⁵ Additional funding sources included: \$1,000,000 intercompany loan from the CT Energy Efficiency Finance Company ("CEEFCo") at 1.00%; \$1,000,000 from the Opportunity Finance Network ("OFN") at 3.00%.

and deployed \$10.1 million in capital toward project costs of \$13.5 million (less \$1.2 million in utility incentives) improving nearly 2,000 housing units.

LIME Program Highlights

Program Start Date:	December 5, 2013	Utility Incentive Leverage Ratio (Loans):	9:1
Number of Loans Closed:	29	Utility Incentive Leverage Ratio (Total):	12:1
Smallest Loan Amount:	\$25,000	Total Units Improved:	1,973
Largest Loan Amount:	\$2,600,000	Average Project Cost per Unit:	\$6,833
Average Loan Amount:	\$348,042	Average Utility Incentive per Unit:	\$586
Total Originations:	\$10,093,223	Total Projected NOI Increase:	\$1,245,941
Total Cost of Funded Projects:	\$13,481,528		
Total Utility Incentives:	\$1,155,197		

Eligible Upgrades

- Heating and cooling systems
- Hot water systems
- Building envelope
- Lighting
- Appliances
- Water efficiency
- Alternative energy systems (solar PV, fuel cells, etc.)
- Conversion from oil or electric to gas
- Qualified health and safety measures

Program Hallmarks

- Loan terms dictated by savings projections
- Incorporation of utility and O/M savings
- Conservative, verifiable projections
 - Heavy reliance on utility rebate contracts
 - Independent third-party audit/review process
- Big cushion for shortfalls in performance
 - 1.30X minimum DSCR for EE savings
 - 1.10X minimum for solar PV
- Term length based on useful life of measures to be installed
- Mandatory utility cost monitoring/verification, with lender portal to data
- 25% allowance for health/safety measures
- Most loans require no equity contribution from borrower
- Included costs:
 - Lender legal fees
 - Origination fee @ 2.00%
 - M/V contract - \$5.80 per unit per year
 - Third-party audit/review fees
 - Take-out of existing pre-development financing
- Security: 1% second mortgages; 73% guarantees; 25% income assignments; 1% UCC-1 (unsecured)

Transaction Summary & Requested Approval

The Facility would be advanced in one or more draws, with an initial draw expected to occur concurrently with the close of the transaction. As the Facility would be held on C4C's balance sheet and collateralized by project-level loans, closing will be conditioned upon satisfactory due diligence of 1) the financial strength and obligations of the parent entity, Capital for Change, Inc., 2) the ability of Green Bank to adequately structure the Master Facility and take security against underlying loans in the manner proposed herein and, for the avoidance of doubt, in a manner that facilitates repayment from the secured collateral even during a C4C default and/or bankruptcy event, and 3) the performance of both LIME loans used as collateral (i.e. repayment performance) and the underlying renewable energy/energy efficiency projects themselves (i.e. technical performance).

The Facility would be fully amortizing across the repayment term, aligning the repayment term with the blended cash flow profile of the underlying LIME loans. The repayment term of the Facility would have a 3 year availability period and would be repayable via the underlying LIME loan collateral pool, up to 20 years from the final draw during the availability period.

Note that while C4C's maximum term for the LIME loan program is 20 years following the availability period, Green Bank would provide C4C with the ability to replace a delinquent loan with another eligible LIME loan, and, depending on the age of the replacement loan, would restrict the overall term of the Facility to the 20 years from the final draw during the 3 year availability period.

Capital would be advanced at the lesser of 90% of total outstanding principal of the collateral pool or such lesser amount to conform the principal amount that would result in a debt service coverage ratio from the cash flows from the collaterally assigned LIME loans of 1.25x.

The Green Bank loans in the Master Facility would carry an interest rate of:

Green Bank A Loan \$5,500,000: 3%

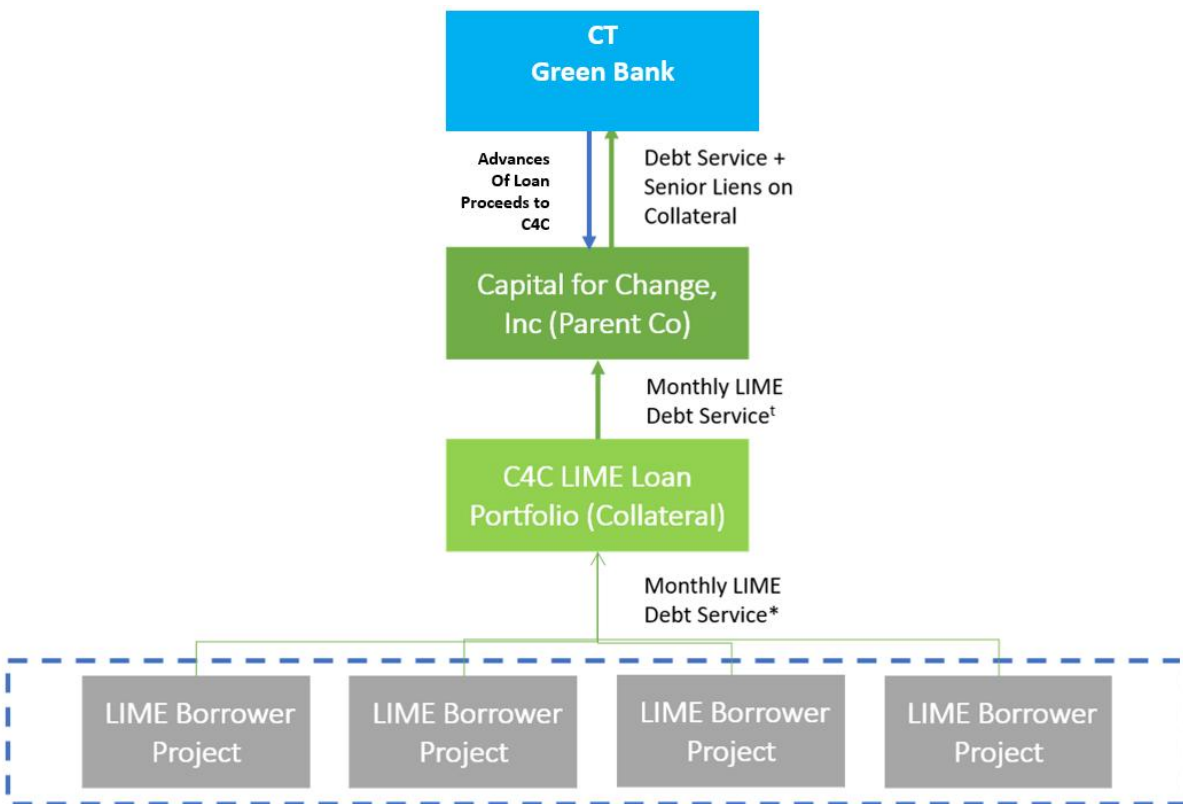
Green Bank B Loan \$1,000,000: 5%

Term Sheet agreed between C4C, IPC and Green Bank is attached (see Exhibit A).

Capital Flow Diagrams

The following diagram illustrates the flow of capital and responsibilities of and between Green Bank, C4C, and the underlying collateral. The LIME loan contracts will be collaterally assigned to Green Bank at transaction close. Other than collateral assignment of the LIME loan documents, project borrowers will be unaffected.

The structure illustrates the Facility for which Green Bank is requesting approval: a direct balance sheet loan of \$6.5 million (an increase from the existing \$3.0 million facility) from Green Bank to C4C.



Green Bank Risk Exposure and Mitigants

The C4C LIME loan Facility faces off-taker risk and C4C balance sheet risk.

The off-taker risk manifests simply as the possibility that C4C's LIME loan borrowers default under their respective loans. This risk is inherent in any project financing, however, and, as such, is mitigated in a number of ways. First, C4C has underwritten its LIME Loans in a manner co-developed with Green Bank and consistent with Green Bank's approach to underwriting renewable energy and energy efficiency projects. Metrics include customer leverage ratio, liquidity analysis, and energy savings coverage ratio. Additionally, Green Bank would structure the proposed facility with a mandatory prepayment or loan replacement in the event of delinquency.

As Green Bank would be investing directly onto C4C's balance sheet, Green Bank is mindful of both the sponsor risks associated with the facility and the structuring risks associated with adequately collateralizing and protecting a corporate credit facility relative to other potential creditors. Green Bank's cashflows would be protected relative to other creditors and in the event of a C4C bankruptcy by:

- 1) perfected, first priority liens on all of the loans used as collateral under the facility,
- 2) collateral assignment all applicable asset cash flows and contracts, and
- 3) collateral assignment of any step-in rights and guarantees associated with equipment.

C4C Financial Condition

C4C is in good financial health. Represented below is the parent-level company which is the entity to which the Green Bank loan would be made. Unrestricted cash decreased from 2017 to 2018 due to advances to CEEFCo (where Smart-E and other utility loan program advances are made) and about \$1 million in building and equipment acquisition related to new office space. Restricted cash declined and liabilities increased tracing to loan growth. The proposed \$6.5 million loan would represent approximately 12.6% of loans C4C at the parent level would have available from third parties.⁶

Capital for Change, Inc. and Affiliated Organizations Consolidated Statement of Financial Position March 31, 2019

<u>Assets</u>	<u>3/31/2017</u>	<u>3/31/2018</u>	<u>3/31/2019</u>
Current assets			
Cash	\$4,566,382	\$1,244,026	\$1,235,106
Restricted cash	11,151,667	7,536,837	6,545,928
Accounts receivable, net	822,759	2,389,403	1,235,135
Interest receivable	182,363	222,195	390,234
Prepaid expenses	85,914	176,340	122,259
Property and equipment, net	333,885	1,305,207	2,286,575
Investments	296,713	334,029	352,485
Loans receivable	53,780,427	69,611,610	81,091,556
Loan loss reserves	(3,779,033)	(3,489,093)	(5,570,180)
Loans receivable - agency assets	2,642,704	6,834,387	18,326,441
Other assets	426,280	27,446	27,447
Total assets	\$70,510,061	\$86,192,387	\$106,042,986
<u>Liabilities and Net Assets</u>			
Accounts payable and accrued expenses	\$777,589	\$556,355	\$402,994
Accounts payable construction			295,788
Accrued interest payable	52,585	83,590	68,660
Escrows	3,501,949	4,206,817	3,726,115
Refundable advances	4,268,843	4,432,343	4,475,343
Deferred revenue		1,244,161	1,718,373
Notes payable	24,704,495	33,929,027	42,975,606
Notes payable - EQ2	4,700,000	4,950,000	5,625,000
Agency liabilities	3,127,046	7,903,213	18,827,120
Total liabilities	\$41,132,507	\$57,305,506	\$78,114,999
Net assets			
Without donor restrictions	7,940,355	9,245,686	9,511,768
With donor restrictions	21,437,199	19,641,195	18,416,219
Total net assets	29,377,554	28,886,881	27,927,987
Total liabilities and net assets	\$70,510,061	\$86,192,387	\$106,042,986

⁶ 12.6% = \$6.5m / (\$48.6m + \$3.0m) ... Green Bank's existing \$3.5m facility is included in the \$41.1m amount. Total outstanding loans to C4C at 3/31/19: \$41.1M; total undrawn availability: \$11.9M

Capital for Change, Inc. and Affiliated Organizations
Consolidated Statement of Activities and Changes in Net Assets
Year Ended March 31, 2019

	FYE 3/31/17	FYE 3/31/18	FYE 3/31/19
Revenue and support			
Loan interest activity	\$2,067,361	\$2,751,900	\$3,548,160
Loan servicing revenue	1,037,739	1,412,180	1,550,782
Loan fees	156,809	144,818	430,936
Grants and contributions	3,848,994	1,042,663	1,605,045
Other income	263,600	333,719	1,116,603
Total revenue and support	\$7,374,503	\$5,685,280	\$8,251,526
Expenses			
Program (incl G&A & Fundraising)	\$5,290,790	\$6,175,953	\$9,210,420
Changes in net assets	2,083,713	(490,673)	(958,894)
Net assets, beginning	27,293,841	29,377,554	28,886,881
Net assets, end	\$29,377,554	\$28,886,881	\$27,927,987

Stable Financial Performance Trends

Year Ended	3/31/2017	3/31/2018	3/31/2019
Operating Revenue	\$ 3,419,224	\$ 4,467,189	\$ 5,906,534
Expense Ratio (Exp/Tot Assets)	8.7%	7.9%	9.6%
Net Interest Margin	2.59%	2.92%	2.77%

- For three years, increasing Operating Revenue (Total Revenue net of Grants and Contributions)
- Expense ratio under 10%
- Net interest margin consistently stable

Year Ended	3/31/2017	3/31/2018	3/31/2019
Credit Losses	\$ 144,519	\$ 788,518	\$ 365,515
Average Outstanding Loans	\$ 52,757,796	\$ 61,696,019	\$ 75,176,391
Loss Rate	0.27%	1.28%	0.49%

- For three years, credit losses and loss rates remaining low as average loan balances increase
- Low Leverage ratio relative to other CDFIs of similar size
- All metrics are consolidated Capital for Change, Inc.

Request

Green Bank staff requests:

Deployment of up to \$6.5M from Green Bank balance sheet capital to C4C on a secured basis to finance LIME Program loan growth. This represents an increase of \$3.0 million in addition to existing authority of \$3.5 million. Given the success of the LIME Program, consistent LIME Loan performance, and solid health of Green Bank’s program partner – Capital for Change, the largest CDFI in the state, approval is recommended.

Green Bank Financial Statements

How is the project investment accounted for on the balance sheet and profit and loss statements?

Upon advancing loans to C4C, Green Bank would have a reduction in cash and cash equivalents on the asset side of the Green Bank’s balance sheet and a concomitant increase in short-term loans.

Resolutions

WHEREAS, the Connecticut Green Bank (“Green Bank”) has an existing Low Income Multifamily Efficiency (“LIME”) loan Program with Capital for Change (“C4C”);

WHEREAS, C4C has been successful in deploying more than \$10 million in LIME Program loans, for 29 projects representing 1,973 housing units improved by the program;

WHEREAS, in order to continue the successful deployment of capital into the LIME Program C4C needs additional funding which it is sourcing from Green Bank and other capital sources; and,

WHEREAS, Green Bank staff recommends an increase in the LIME funding facility (the “LIME Loan Facility”) to \$6.5 million from the existing \$3.0 million substantially conforming to the terms and conditions explained in staff’s memorandum to the Green Bank Board of Directors (the “Board”) dated October 21, 2019, and inclusive of the term sheet for the proposed facility attached to said memorandum as Exhibit A.

NOW, therefore be it:

RESOLVED, that the Board approves the LIME Loan Facility to C4C in an amount of up to \$6.5 million in capital from the Green Bank balance sheet in support of the LIME Program;

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 effect the LIME Loan Facility on such terms and conditions as are materially consistent with the memorandum submitted to the Board on October 21, 2019; 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 effect the above-mentioned legal instrument.

Submitted by: Bryan Garcia, President and CEO and Bert Hunter, EVP and CIO

Preliminary Summary of Non-Binding Terms and Conditions

Capital for Change LIME Loan Master Credit Facility

October [], 2019

This Preliminary Summary of Non-Binding Terms and Conditions ("Term Sheet") is intended for discussion purposes only and does not constitute a legally binding obligation of any party, nor does it represent or constitute any commitment to underwrite, arrange, place, or provide any financing, or to otherwise extend credit, make loans, make investments, or enter into negotiations of any kind with respect to any of the information herein.

This Term Sheet does not include descriptions of all of the terms, conditions, and other provisions that would be contained in any definitive documentation derived from the information herein, which is subject to governance approvals, satisfactory completion of due diligence, financial modeling, review of documentation, and other such terms and conditions as CONNECTICUT GREEN BANK ("CGB") may determine in its sole discretion. In the event of any discrepancy between this Term Sheet and any such mutually executed and legally binding definitive documentation that is contemplated herein by the parties, the definitive documentation will govern.

No agreement, oral or otherwise, that may be understood or implied by any party during negotiations shall be binding unless such agreement is explicit in writing in mutually executed and legally binding definitive documentation. Additionally, changes may be made to the preliminary terms and conditions summarized herein based on negotiation, advice of advisors and/or legal counsel, due diligence, internal approval requirements, or any other consideration deemed necessary, prudent, or desirable.

This Term Sheet is delivered on the understanding that it is confidential, and any of the terms of substance hereunder shall not be disclosed, directly or indirectly, to any other person except to your directors, officers, employees, agents, and advisors who are directly involved in the consideration of this matter unless prior written consent has been given by CGB. The transaction contemplated by this Term Sheet is subject to all necessary CGB approvals, including, but not limited to, its Board of Directors or relevant committees thereof.

Lender	CONNECTICUT GREEN BANK ("CGB"), or a wholly owned subsidiary thereof and jointly participating lenders including, but not necessarily limited to, Inclusive Prosperity Capital, Inc. ("IPC"). an independent third party partner of CGB.
Borrower and Ultimate Parent	Capital for Change, Inc.
Facility Type	Multiple draw credit facility, with a senior secured promissory note drawn during the Availability Period that fully amortizes according to the blended repayment profile of the underlying loans
Facility Amount	Up to \$7,700,000 comprised of: CGB A Loan \$5,500,000 CBG B Loan \$1,000,000 IPC Loan \$1,200,000 Note: (1) CGB's existing \$1.0m LIME funding and \$2.5m LIME funding to be combined into the CGB A Loan (2) IPC's existing \$1.2m LIME funding to be combined into the IPC Loan under this Facility
Closing Date	The date upon which definitive documentation is mutually executed and legally binding by and between Lender and Borrower, expected to occur on or before November 30, 2019
Facility Use of Proceeds	To support the continued capitalization of LIME loans in Connecticut as originated by Borrower
Lender Collateral / Security	At all times the Lender will be secured by: (A) Perfected first-priority security interests in existing Eligible LIME Loans as identified/originated by Borrower and approved by Lender's Underwriting Guidelines (the facility shall be senior to all debt and equity interests in said Eligible LIME Loans); (B) (B)Collateral Assignment of all Eligible LIME Loan cash flows and contracts;

	<p>(C) Collateral assignment of UCC-1 filings on equipment financed by Eligible LIME Loans</p> <p>As for (A) and (B), Lender will be satisfied with security in a subset of existing LIME Loans so as to remain within the Advance Rate constraints explained below.</p>
<p>Facility Availability Period</p>	<p>Three (3) years</p>
<p>Advance Rate</p>	<p>For the IPC Portion: the minimum of (A.) 70% of total loan value ("LTV"), defined as the total principal outstanding at the time of Advance and (B.) a senior secured promissory note amount that would result in a minimum annual Debt Service Coverage Ratio ("DSCR") of 1.25x given the Repayment Profile and cash flows from the assigned LIME loans, and subject to acceptable borrowing request memos, loan documentation, and loan/portfolio borrowing financial models, the forms of which shall be attached to the definitive documentation.</p> <p>For the CGB Portion: the minimum of (A.) 90% of total loan value ("LTV"), defined as the total principal outstanding at the time of Advance and (B.) a senior secured promissory note amount that would result in a minimum annual Debt Service Coverage Ratio ("DSCR") of 1.25x given the Repayment Profile and cash flows from the assigned LIME loans, and subject to acceptable borrowing request memos, loan documentation, and loan/portfolio borrowing financial models, the forms of which shall be attached to the definitive documentation.</p>
<p>Eligible LIME Loans</p>	<p>The LIME Loans set forth in a schedule attached to the definitive documentation and in compliance with Underwriting Guidelines.</p> <p>Eligible LIME Loans will be owned by the Borrower and will have customer contracts with fixed payment terms and which are secured by second mortgages, collateral assignments of income, or guarantees for the full loan amount. Contracts and all other income and guarantees associated with and/or collaterally assigned to C4C as part of the</p>

	<p>Eligible LIME Loans will be assigned to Lender prior to advance of funds.</p> <p>Eligible LIME Loans will also have been used to finance projects with insurance and warranty coverage in amounts and coverages acceptable to Lender in its sole discretion and with Borrower named as additional insured / loss payee, as appropriate</p>
Advance Milestone	The Advance will be made upon Lender receiving, for each Eligible LIME Loan, a Borrowing Packet consisting of 1) underwriting package developed by Borrower, inclusive of any relevant loan approval memorandums, pro forma models, and customer contracts and information, 2) proof the project is in repayment and is current, as deemed adequate by Lender, 3) a production report showing the renewable energy and/or energy efficiency measures are performing as expected, within reason, and 4) all technology performance related documents including any warranties, insurance, and O&M agreements.
Repayment Term	In accordance with the remaining life of the underlying collateral, not to exceed 20 years.
Repayment Profile	Monthly payments of principal and interest in a sculpted payment structure and in amounts sufficient to fully amortize the promissory note over the Repayment Term.
Interest Rate:	<p>CGB A Loan Fixed at 3.00% P.A. for the Repayment Term.</p> <p>CBG B Loan Fixed at 5.0% P.A. for the Repayment Term.</p> <p>IPC Loan Fixed at 5.50% P.A. for the Repayment Term.</p>
Calculation of Interest and Fees	All calculations of interest and fees shall be made on the basis of actual number of days elapsed in a 360-day year.
Closing Fee:	<p>CGB A Loan None</p> <p>CBG B Loan None</p> <p>IPC Loan 2.0% of the IPC Loan Amount.</p>

<p>Good Faith Deposit</p>	<p>\$10,000 to be deposited with Lender upon acceptance and execution of this Term Sheet and to be used toward any third-party expenses associated with the facility.</p> <p>The Good Faith Deposit, net of any third-party expenses incurred by Lender, will either be returned to Borrower at the Closing Date, applied towards any fees associated with the facility (at the Borrower's election), or returned to the Borrower if Lender withdraws from the contemplated facility before the Closing Date.</p> <p>If the Borrower withdraws from the contemplated facility before the Closing Date, the Good Faith Deposit shall be deemed to have been paid to and fully earned by Lender.</p>
<p>Lender Third Party Fees</p>	<p>Borrower shall reimburse Lender for all incurred out-of-pocket and third-party fees and expenses associated with the facility ("Reimbursable Expenses"), inclusive of closing and, and including (but not limited to) legal fees, filing fees, and searches. In the event Borrower withdraws from the contemplated facility before the Closing Date, Borrower will still be responsible for Reimbursable Expenses.</p>
<p>Mandatory Prepayment</p>	<ul style="list-style-type: none"> • Sale or disposition of any Eligible LIME Loan by any means, including customer refinancing of LIME Loan or sale of underlying property so long as no other Eligible LIME Loan has taken its place in the portfolio within the earlier of a) 60 days from such sale or disposition or b) the end of the Availability Period, provided further that 100% of the proceeds from any such sale or disposition of any Eligible LIME Loan shall remain in cash deposits or other highly liquid short term investments and not used for any other purpose whatsoever pending redeployment in such other Eligible LIME Loan. • If an Eligible LIME Loan is delayed in making payments owed to Borrower under any relevant customer contract for 60 days past the relevant payment date, any Facility

	<p>Amount associated with that project must be repaid so long as no other Eligible LIME Loan has taken its place in the portfolio</p> <ul style="list-style-type: none"> • Usual and customary, including change in ownership of the Borrower and other Borrower capital events.
Deposit Account	<p>Borrower shall establish a primary operating account for Eligible LIME Loan cash flows with adequate account control provisions/ agreements, acceptable to Lender in its sole discretion. Any fees incurred by Borrower's in establishing the account and reasonably expected to be incurred for maintaining the account will be deducted from the Closing Fee.</p>
Priority of Payments / Waterfall	<p>Subject to the Borrower and any requirements imposed by Lender to include payment priority provisions in the Borrower's Operating Agreement, funds in the Deposit Account shall be applied in the following order:</p> <ol style="list-style-type: none"> Accrued but unpaid fees to the Lender; Undrawn Commitment Fees; Accrued but unpaid interest to the Lender; Principal payments to the Lender; Deposits into the DSRA to the extent needed to replenish previously drawn funds.
Servicer/Servicing	<p>Borrower will have in place customer payment servicing processes acceptable to Lender in its sole discretion.</p>
Default Provisions	<p>Usual and customary, including</p> <ul style="list-style-type: none"> • Repayment default • Failure to pay/cure Mandatory pre-payment • Bankruptcy • Ineligible Disbursement
Default Interest Rate	<p>The Interest Rate plus 300 bps, and in all cases subject to compliance with applicable laws and regulations.</p>
Conditions Precedent to Closing	<ul style="list-style-type: none"> • Definitive documentation

	<ul style="list-style-type: none"> • Collateral and Security Documentation • Fees and Expenses • No Borrower EOD
Conditions Precedent to Draw	<ul style="list-style-type: none"> • Delivery of a Draw Request • Borrower Certification of an Eligible LIME Loan • Borrower Certification of No Defaults • Form of Draw Request Certificate to be attached to definitive documentation
Financial Covenants	<ul style="list-style-type: none"> • No liens or any other security interests in Eligible LIME loans senior to the CGB credit facility • Maintain required collateral, resulting in mandatory prepayment upon sale or disposition without replacement of Eligible Projects
Financial Statements	2 years financials (third party certified public accountant prepared financials or tax returns) for Borrower
Legal Requirements	Usual and customary
Monitoring Requirements	<ul style="list-style-type: none"> • DSCR reporting • Aging reporting • LMI allocation reporting • Customer Invoices • Expense Documentation • Renewable Energy / Energy Efficiency performance Reporting
Other Covenants, Representations, and Warranties	Usual and customary
Indemnities	Borrower will indemnify and hold harmless the Lender and its affiliates, partners, directors, officers, employees, agents, and advisors from and against all incurred losses, claims, damages, liabilities, and expenses arising from this Term Sheet, the facility anticipated herein, any definitive documentation that arises from this Term Sheet, and any actual or perceived impact to the Ultimate Parent's, and affiliated entities' and investors, business operations.
Eligible Project Underwriting Guidelines	Consistent with Capital for Change Lending Policy as of October 2018

Assignment	Lender may assign all or a portion of the Facility Amount, under the terms and conditions set forth herein and as finalized in the definitive documentation, to one or more assignees.
Governing Law	Connecticut.
Expiration	This Term Sheet shall expire if not duly executed by November 1, 2019.

ACCEPTED AND AGREED:

CAPITAL FOR CHANGE, INC.

Date:

By: _____

Name:

Title:

CONNECTICUT GREEN BANK

Date:

By: _____

Name:

Title:

INCLUSIVE PROSPERITY CAPITAL, INC.

Date:

By: _____

Name:

Title:



Memo

To: Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”)

From: Bert Hunter, EVP & Chief Investment Officer; Fiona Stewart, Senior Manager, Investments; Christina Tsitso, Senior Transaction Analyst Investments; Priyank Bhakta, Associate Director Investments

CC: Bryan Garcia, President and CEO; Brian Farnen, General Counsel and CLO; Dan Smith, VP of Accounting & Reporting

Date: March 13, 2026

Re: Modification Request – Capital 4 Change (“C4C”) Extension and Modification of \$15M Revolving Loan to CEEFCo (100%-owned subsidiary of C4C)

Background & Summary of Request for Approval

At the October 20, 2023 meeting of the Connecticut Green Bank (the “Green Bank” or “CGB”) Board of Directors (the “Board”), the Board approved a \$15M Medium Term Revolving Loan (secured & subordinated, the “New Revolving Loan”) to CT Energy Efficiency Finance Company (“CEEFCo”) (a 100%-owned subsidiary of Capital for Change, Inc. (“C4C”)) for funding CEEFCo’s investment in Energy Efficiency Loans (mostly Smart-E Loans) in partnership with Amalgamated Bank which has provided \$15 million in funding senior to Green Bank (for a total of \$30 million). See attached memorandum to the Board dated October 20, 2023 (**Appendix C**) which explains in detail the CEEFCo facility and the capital commitment extended at that time). The New Revolving Loan was a result of funding needed by C4C, historically the Green Bank’s largest Smart-E lender, to cope with expanding demand for the Smart-E Loan product. As of December 2024, CEEFCo’s \$30 million facility from Green Bank and Amalgamated had been fully drawn in support of Smart-E Loans. C4C withdrew from the Smart-E Program shortly thereafter. CEEFCo has been maintaining their payments to both CGB and Amalgamated Bank for the facility over the past several years. On the Green Bank facility specifically, CEEFCo has paid down the principal owed to Green Bank from \$15M to \$7.5M as of February 28, 2026. The total outstanding balance of \$15M, as of February 28, 2026, is split evenly between CGB and Amalgamated Bank.

Request: The current facility has a maturity date of April 18, 2026. In discussions with C4C and Amalgamated Bank, it was agreed that Amalgamated and Green Bank would seek approval for an extension of the maturity date for a period 30 months to October 18, 2028, during which period C4C is expecting to make monthly \$250,000 (per lender) repayments with the possibility of additional payments as their cash flow allows. Although C4C has the intention of paying off

the loan within 19 months (by November 2027), the parties agreed to a buffer period to allow flexibility. Attached please find the forecasted payoff schedule as **Appendix A** to this memo. In a meeting held on January 7, 2026, C4C, Green Bank, and Amalgamated discussed this request and agreed to move forward on this basis. The extension requires both the Green Bank and Amalgamated to approve.

Capital for Change Background: C4C is the largest “full-service” community development financial institution (“CDFI”) in Connecticut. They leverage low-cost funding from mission-aligned equity investors and lenders such as the Green Bank and Amalgamated Bank to capitalize their lending platforms that service sectors such as consumer energy efficiency, commercial housing, and nonprofit and small businesses. Their unique position as a CDFI enables them to access underserved markets that the Green Bank may not be reaching directly. By providing low-interest funding to C4C, the Green Bank indirectly supports these markets while also attracting private capital providers to C4C and driving down their overall cost of capital.

C4C Financial Condition and Compliance

The following analysis is based on C4C’s 2025 fiscal year end audit, which is dated March 31, 2025 and attached as **Appendix B, Exhibit A** to this memorandum. C4C is in overall good financial health, notwithstanding a loss reported at the end of their 2025 fiscal year driven by one-time write-offs of previously delinquent loans (described in more detail in below). Revenue is primarily derived from interest income earned on loans originated in sectors such as consumer energy efficiency, commercial housing, and nonprofit and small business, as well as servicing and origination fees collected alongside lending activities. They also receive public support in the form of government grants and charitable contributions. In 2025, total revenues were \$3.7 million, 67% of which were actual earned revenues from lending activities, with the remaining 33% from public grants and other charitable contributions. Expenses typically consist of personnel and related costs, professional fees, depreciation, and program lending and administrative expenses. Expenses for 2025 were \$6.6 million, which resulted in a net loss of approximately \$2.9 million for the organization. This is a significant decline from the \$1.2 million in net income realized in the 2024 fiscal year. As previously mentioned, this decline is primarily driven by a one-time clean-up of delinquent loans that occurred in FY 2025, as well as lower public support revenues. Despite poor financial performance in 2025, C4C has consistently demonstrated a strong ability to service the nearly \$75 million in debt outstanding from a variety of lenders used to capitalize their portfolio of loans. As of March 31, 2025, C4C was in compliance with all financial and non-financial covenants of these loans. To date, C4C has never been delinquent on a payment to CGB for either the subject CEEFCo or \$6.5 million (\$2,918,943 outstanding as of 2/28/2026) LIME facilities.

C4C has demonstrated effective cash management processes and has consistently maintained strong operating liquidity over the years. According to the 2025 fiscal year end audit, C4C’s current ratio was 2.92x, evidencing a strong ability to service short term debt obligations. As of March 31, 2025, they had \$21,706,499 in unrestricted assets, \$5,208,403 of which was needed for principal and interest payments on outstanding debt, resulting in a surplus of \$16,496,096.

As the CEEFCo loan facility is secured by CEEFCo loans receivable, staff focused heavily on the performance of this portfolio for underwriting purposes. According to the 2025 year-end financial audit, the average annual loss rate for CEEFCo loans was 1.19%, as compared to 0.76% for the rest of the C4C portfolio. C4C uses the average annual loss rate and weighted-average remaining life to maturity (WARM) method to estimate the amount of lifetime losses expected to be incurred on their portfolio of loans receivable and writes off against this balance as they believe loans can no longer be collected. As of March 25, 2025, CEEFCo loans receivable after the allowance for credit losses was \$32,750,716. Even with losses accounted for, this portfolio is well securitized as receivables were 131% of the \$25 million in debt outstanding as of March 31, 2025.

For 2025, the organization wrote-off loan principal of \$4.1 million, ~\$500K of which was CEEFCo, as compared to \$1.2 million written off, in total, in 2024. The increase in 2025 was primarily on the C4C side, driven by a clean-up of old delinquent loans that would not meet current underwriting standards. This should result in a decrease in charge-offs going forward. Additional actions to reduce CEEFCo delinquencies moving forward consist of onboarding the loan servicing firm, Concord Servicing (also used by the Green Bank), to more effectively monitor and process payments, as well as hiring an external collections agency to assist with recovery on delinquent loans.

CEEFCo portfolio performance as of January 31, 2026 is as follows:

Product	Total # of Loans	Total Outstanding Balance	Total Delinquent #	Total Delinquent \$	Total Delinquent (%)	Total Delinquent (%)
HES	1,121	\$2,098,205	74	\$98,677	6.6%	4.7%
Smart-E	2,665	\$25,461,017	149	\$1,502,414	5.6%	5.9%
Landlord	20	\$131,728	-	\$-	0.0%	0.0%
Total	3,806	\$27,690,951	223	\$1,601,091	6%	6%

30-120+ days overdue is considered delinquent

Ongoing Compliance Monitoring

C4C is responsible for delivering financial and program performance information to the Green Bank regularly in accordance with the reporting requirements of the credit agreement. This reporting consists of year-end audited and quarterly financial statements for both Capital for Change, Inc. and CEEFCo., as well quarterly compliance certificates, monthly borrowing base certificates, and monthly delinquency reports. See **Appendix B, Exhibits C-E** for the most recent reporting delivered to the Green Bank. In January 2026 the Green Bank began implementing regular compliance testing for this facility to assess the ongoing performance and risk of the credit.

C4C’s compliance with the financial covenants of the credit agreement is as follows, as demonstrated by the most recent reporting delivered to the Green Bank:

Financial Covenant	Pass/Fail	Explanation
--------------------	-----------	-------------

Charge-off rate below 3.5%	Fail – 4.31% as of 12/31/2025	This is primarily due to a clean-up of aging loans that took place in November which should result in less charge-offs moving forward. Additionally, C4C have engaged Concord Servicing to assist with servicing their portfolio and it's expected that having an experienced firm assisting with managing delinquencies will result in this charge off rate to trend downwards.
Permanently restricted assets must exceed \$10 MM	Pass - \$14,681,992 as of 12/31/2025	-
Balance in Operating Account must exceed Operating Reserve	N/A	Fundings have not been made over the trailing 12-month period, so an Operating Reserve is no longer necessary.
Balance in Collection Account must exceed the Interest Reserve (6 months of interest payments)	Pass – 11.9 months of interest payments as of 12/31/2025	-

Strategic Selection

The original transaction and this extension fall within the parameters of a strategic selection, subject to Board approval, for the reasons outlined below.

- **Special Capabilities** – CEEFCo has more than a decade of experience as a Smart-E lender and was the largest Smart-E lender by number of loans and dollar value outstanding.
- **Strategic Importance** – The revolving loan facility represents a continuation of a business relationship with Amalgamated Bank, a counterparty that Green Bank has successfully and smoothly transacted with in the past. Amalgamated Bank is known to the Green Bank through the subject transaction and our C-PACE program where they have provided consent for a third-party lender led C-PACE transaction.
- **Urgency and Timeliness** – Green Bank seeks to deploy capital in mission-driven transactions with appropriate levels of risk and return. The collateral sufficiently supports an extension of the maturity of this facility, without such extension would cause undue liquidity stress to C4C. Accordingly, this transaction meets this criteria; and
- **Multiphase Project** - Successful extension of the revolving loan would represent a follow-on transaction from that which closed originally in Q2 of FY 2020 (albeit with a different senior lender) and will make use of the loan documentation previously agreed between parties.

Request

Green Bank staff requests:

Approval for an extension of the maturity date for a period 30 months from April 18, 2026 to October 18, 2028.

Green Bank Financial Statements

How is the project investment accounted for on the balance sheet?

Green Bank's advances lead to a reduction in cash and cash equivalents on the asset side of the Green Bank's balance sheet and a concomitant increase in short-term loans, and the corollary works in reverse (i.e., C4C repayments).

Resolutions

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

WHEREAS, C4C was 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 CT Energy Efficiency Finance Company (“CEEFCo”), a subsidiary of C4C, to fund C4C’s Smart-E Loan and other residential energy efficiency loan portfolio growth and C4C’s executive leadership has requested an extension of the maturity date of said facility as explained in the memorandum dated March 13, 2026 to the Green Bank Board of Directors (the “Board”) (the “Modification Memo”); and

WHEREAS, Green Bank staff recommends approval by the Board for an extension of the facility maturity date.

NOW, therefore be it:

RESOLVED, that the Board approves the extension of the maturity date of the CEEFCo Revolving Loan for 30 months (maturity date of October 18, 2028);

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 effect 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 effect the above-mentioned legal instrument.

Submitted by: Bryan Garcia, President; CEO and Bert Hunter, EVP and CIO and Fiona Stewart, Senior Manager, Investments

Appendix A

Proposed Repayment Schedule

Payment Date	Beginning Balance	Principal	Interest	Payment	Ending Balance
4/1/2026	\$7,500,000	\$225,000	\$25,000	\$250,000	\$7,275,000
5/1/2026	\$7,275,000	\$225,750	\$24,250	\$250,000	\$7,049,250
6/1/2026	\$7,049,250	\$226,503	\$23,498	\$250,000	\$6,822,748
7/1/2026	\$6,822,748	\$227,258	\$22,742	\$250,000	\$6,595,490
8/1/2026	\$6,595,490	\$228,015	\$21,985	\$250,000	\$6,367,475
9/1/2026	\$6,367,475	\$228,775	\$21,225	\$250,000	\$6,138,700
10/1/2026	\$6,138,700	\$229,538	\$20,462	\$250,000	\$5,909,162
11/1/2026	\$5,909,162	\$230,303	\$19,697	\$250,000	\$5,678,859
12/1/2026	\$5,678,859	\$231,070	\$18,930	\$250,000	\$5,447,789
1/1/2027	\$5,447,789	\$231,841	\$18,159	\$250,000	\$5,215,948
2/1/2027	\$5,215,948	\$232,614	\$17,386	\$250,000	\$4,983,335
3/1/2027	\$4,983,335	\$233,389	\$16,611	\$250,000	\$4,749,946
4/1/2027	\$4,749,946	\$234,167	\$15,833	\$250,000	\$4,515,779
5/1/2027	\$4,515,779	\$234,947	\$15,053	\$250,000	\$4,280,832
6/1/2027	\$4,280,832	\$235,731	\$14,269	\$250,000	\$4,045,101
7/1/2027	\$4,045,101	\$236,516	\$13,484	\$250,000	\$3,808,585
8/1/2027	\$3,808,585	\$237,305	\$12,695	\$250,000	\$3,571,280
9/1/2027	\$3,571,280	\$238,096	\$11,904	\$250,000	\$3,333,184
10/1/2027	\$3,333,184	\$238,889	\$11,111	\$250,000	\$3,094,295
11/1/2027	\$3,094,295	\$239,686	\$10,314	\$250,000	\$2,854,609
12/1/2027	\$2,854,609	\$240,485	\$9,515	\$250,000	\$2,614,125
1/1/2028	\$2,614,125	\$241,286	\$8,714	\$250,000	\$2,372,838
2/1/2028	\$2,372,838	\$242,091	\$7,909	\$250,000	\$2,130,748
3/1/2028	\$2,130,748	\$242,898	\$7,102	\$250,000	\$1,887,850
4/1/2028	\$1,887,850	\$243,707	\$6,293	\$250,000	\$1,644,143
5/1/2028	\$1,644,143	\$244,520	\$5,480	\$250,000	\$1,399,624
6/1/2028	\$1,399,624	\$245,335	\$4,665	\$250,000	\$1,154,289
7/1/2028	\$1,154,289	\$246,152	\$3,848	\$250,000	\$908,137
8/1/2028	\$908,137	\$246,973	\$3,027	\$250,000	\$661,164
9/1/2028	\$661,164	\$247,796	\$2,204	\$250,000	\$413,368
10/1/2028	\$413,368	\$248,622	\$1,378	\$250,000	\$164,746
10/18/2028	\$164,746	\$164,746	\$549	\$165,295	\$0
Totals		\$7,500,000	\$415,295	\$7,915,295	

Appendix B

Exhibit A

Consolidated Year End Audit (as of 3/31/2025)

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statements of Financial Position
March 31, 2025 and 2024

Assets	2025	2024
Current Assets:		
Cash and cash equivalents	\$ 2,354,437	\$ 3,428,046
Grants and government contracts receivable	341,865	341,865
Accounts receivable	1,781,157	1,713,978
Interest receivable	546,085	546,471
Current portion of loans receivable, net of allowance for credit losses of \$952,976 and \$665,768 as of March 31, 2025 and 2024, respectively	16,682,955	11,848,977
Other current assets	284,303	315,444
Total current assets	21,990,802	18,194,781
Other Assets:		
Restricted cash	25,302,915	16,180,018
Investments	1,052,029	1,007,541
Loans receivable, net of current portion and allowance for credit losses of \$4,555,514 and \$4,666,436 as of March 31, 2025 and 2024, respectively	74,361,456	82,377,322
Total other assets	100,716,400	99,564,881
Property and Equipment		
Land	241,686	241,686
Building and improvements	3,227,214	3,227,214
Furniture and equipment	1,783,902	1,762,842
	5,252,802	5,231,742
Less - accumulated depreciation	2,141,361	1,871,286
Net property and equipment	3,111,441	3,360,456
Total assets	\$ 125,818,643	\$ 121,120,118
Liabilities and Net Assets		
Current Liabilities:		
Current portion of notes payable	\$ 5,069,612	\$ 8,486,430
Current portion of equity equivalent notes payable	2,000,000	800,000
Accounts payable and accrued expenses	324,306	445,934
Accrued interest payable	138,791	136,527
Total current liabilities	7,532,709	9,868,891
Long-Term Liabilities:		
Conditional advances	4,989,191	5,507,167
Loan escrows liability	2,711,690	2,655,451
Funds held for others	647,196	543,421
Deferred interest and other revenue	1,363,685	1,785,935
Notes payable, net	69,887,238	59,986,822
Credit loss liability - unfunded commitments	388,898	541,522
Equity equivalent notes payable, net	4,300,000	5,400,000
Total long-term liabilities	84,287,898	76,420,318
Total liabilities	91,820,607	86,289,209
Net Assets:		
Without donor restrictions:		
Operating	9,428,382	12,090,210
Property and equipment	1,811,219	2,004,938
Board designated	1,012,266	1,012,266
Total without donor restrictions	12,251,867	15,107,414
With donor restrictions		
	21,746,169	19,723,495
Total net assets	33,998,036	34,830,909
Total liabilities and net assets	\$ 125,818,643	\$ 121,120,118

The accompanying notes are an integral part of these combined statements.

Page 2

Consolidated Year End Audit Contd. (as of 3/31/2025)

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statements of Activities Without Donor Restrictions
For the Years Ended March 31, 2025 and 2024

	<u>2025</u>	<u>2024</u>
Revenues:		
Earned revenue:		
Financial revenue:		
Interest on loans	\$ 5,735,854	\$ 4,713,683
Investment return	437,035	188,583
Less - (provision for) recovery of credit losses - unfunded loans	152,624	(151,347)
Less - provision for credit losses - funded loans	(176,286)	(160,976)
Less - interest expense	(2,888,186)	(2,639,549)
Less - write-off of loans receivable	<u>(4,129,323)</u>	<u>(1,249,075)</u>
Net financial revenue	(868,282)	701,319
Loan servicing fees	1,884,323	1,680,538
Loan origination and other fees	<u>1,484,482</u>	<u>1,315,615</u>
Total earned revenue	<u>2,500,523</u>	<u>3,697,472</u>
Public support:		
Other grants and contributions	162,183	99,317
Government grants and contracts	16,915	855,547
Net assets released from purpose restrictions	<u>1,032,024</u>	<u>2,605,509</u>
Total public support	<u>1,211,122</u>	<u>3,560,373</u>
Total revenues	<u>3,711,645</u>	<u>7,257,845</u>
Expenses:		
Program services	5,806,054	5,352,442
General and administrative	570,688	533,013
Fundraising	<u>190,450</u>	<u>155,289</u>
Total expenses	<u>6,567,192</u>	<u>6,040,744</u>
Changes in net assets without donor restrictions	<u>\$ (2,855,547)</u>	<u>\$ 1,217,101</u>

Exhibit B

Unaudited Q2 Financial Statements (as of 12/31/2025)

Capital for Change Inc		
Statement of Revenue and Expense		
Year-to-Date: 4/1/2025 - 12/31/2025		
	Current Year Year-to-Date	Prior Year Year-to-Date
Revenue		
Net Financing Revenue		
Financing Revenue		
Interest Income - Investments	317,747.44	181,007.25
Loan Fees	388,383.37	433,477.89
Loan Interest Activity	2,273,851.75	2,317,180.38
Financing Revenue	2,979,982.56	2,931,665.52
Financing Expense		
Provision for Loan Losses	(92.15)	(102.11)
Lending Interest Expense	(1,534,970.78)	(1,031,674.61)
Financing Expense	(1,535,062.93)	(1,031,776.72)
Net Financing Revenue	1,444,919.63	1,899,888.80
Fee Revenue		
Loan Servicing Revenue	1,818,575.71	1,747,805.42
Contract Administration	311,288.76	675,690.00
Fee Revenue	2,129,864.47	2,423,495.42
Grants and Contributions	258,442.54	1,096,509.14
Other Income	5,000.00	0.00
Revenue	3,838,226.64	5,419,893.36
Expenses		
Personnel Costs	2,303,796.22	2,784,473.35
Employee Benefits	596,571.92	616,257.96
Professional Services	363,914.32	289,422.74
Occupancy & Building Expense	163,062.49	178,405.48
Office Expense	101,907.55	103,929.68
Administration Expenses	302,765.10	174,632.19
Technology	220,489.48	186,476.12
Marketing	34,875.00	29,899.18
Grant Expenses	18,882.70	64,406.70
Insurance	68,538.42	97,889.75
Depreciation	159,917.96	215,610.70
Unrealized (Gain) Loss Investment	(22,178.06)	(10,048.26)
Expenses	4,312,543.10	4,731,355.59
Excess or (Deficiency) of Revenue Over Expenses	(474,316.46)	688,537.77

Unaudited Q2 Financial Statements Contd. (as of 12/31/2025)

Capital for Change Inc
Statement of Financial Position
As of Date: 12/31/2025

	Current Year	Prior Year
Assets		
Cash - Operating	3,291,289.80	2,014,431.46
Cash - Restricted - Loan Fund	23,188,100.51	7,218,067.90
Cash - Escrow	3,596,167.49	2,774,072.74
Investments	1,079,881.43	1,047,172.61
Accounts Receivable, Net	516,118.12	1,937,602.79
Grants Receivable	341,865.46	341,865.46
Interest Receivable	358,915.86	370,491.96
Due From Related Parties	0.00	0.01
Loans Receivable	65,465,567.72	64,307,728.11
Loan Loss Reserve	(3,928,953.14)	(3,380,292.22)
Loans Receivable - Agency Assets	1,963,742.97	2,099,471.02
PrePaid Expenses	86,746.10	86,533.53
Property & Equipment, Net	2,993,683.65	3,162,495.08
Other Assets	152,032.14	152,032.14
Assets	99,105,158.11	82,131,672.59
Liabilities & Net Assets		
Liabilities		
Accounts Payable & Accrued Expenses	617,192.91	644,950.38
Escrows	3,608,781.69	2,774,073.04
Refundable Advances	4,599,967.32	4,544,557.86
Lines of Credit	7,015,677.29	7,235,112.01
Deferred Revenue	6,035,501.88	(116,154.46)
Accrued Interest Payable	22,554.08	99,311.41
Notes Payable - Lending Activities	45,357,437.76	34,869,904.23
Notes Payable - Non Lending Activities	1,257,395.48	1,314,447.42
Notes Payable - Lending Activities - EQ2	9,390,000.00	6,300,000.00
Agency Liabilities	1,963,742.97	2,099,471.02
Liabilities	79,868,251.38	59,765,672.91
Net Assets		
Net Assets w/o Donor Restrictions	11,883,471.03	15,798,515.98
Net Assets w/ Donor Restrictions	7,353,435.70	6,567,483.70
Net Assets	19,236,906.73	22,365,999.68
Liabilities & Net Assets	99,105,158.11	82,131,672.59

Exhibit C

Q3 Compliance Certificate (quarter ended 12/31/2025)

CEEFCo Limitations Schedule

Quarterly Financial Limitations and Risk Metrics Report:
Limitations and Risk Metrics
Financial Covenants (a, b, c, & d) on the new CEEFCo Debt Agreement

a) Charge-Offs (CEEFCo)			
Borrower shall not permit the charge-off rate on the portfolio of Underlying Advances to be (i) 5.0 % or higher for the period of twelve months following the Amendment No. 3 Date for any fiscal quarter, and (ii) 3.5% or higher during any fiscal quarter thereafter.			
	As of	Quarter ended	
	12/31/2025	9/30/2025	
Annualized Loss Rate	4.31%		45.18%
% of portfolio < 60 days past due	95.98%		96.79%
b) Permanently Restricted Assets (CEEFCo)			
Borrower shall not permit its Permanently Restricted Assets, as shown on its balance sheet as at the end of each fiscal quarter, to be less than \$10,000,000.			
	As of	Quarter ended	
	12/31/2025	9/30/2025	
Net Assets	\$ 14,681,992		\$ 14,810,255
c) Operating Account (Liquidity) (CEEFCo)			
Borrower shall not permit a balance held in its Operating Account, as at the end of each fiscal quarter, to be less than Operating Reserve.			
	As of	Quarter ended	
	12/31/2025	9/30/2025	
Operating Account	4,363,770		(11.2)
(506,864)	(8.6) Months		
d) Controlled Account (Liquidity) (CEEFCo)			
<ol style="list-style-type: none"> 1. Controlled Account = Operating Reserve 2. Annual Funding Requirement = net of advances on Project Loans minus repayments received on Project Loans, on a trailing 12month basis. 3. Monthly Funding Requirement = Annual Funding Requirement divided by 12 			
Borrower shall not permit balance held in its Collection Account, at each fiscal quarter-end, to be less than three times the Monthly Funding Requirement.			
	As of	Quarter ended	
	12/31/2025	9/30/2025	
Controlled Account	1,128,822		13.0
94,667	11.9 Months		

Exhibit D

January 2026 Borrowing Base Certificate

Connecticut Green Bank

Borrowing Base Certificate

Name of Borrower: **CT ENERGY EFFICIENCY FINANCE COMPANY**

Address: 10 Alexander Drive, Wallingford, CT 06492

Total Current Member Accounts Receivable:	\$ <u>27,694,128</u>
Less: Receivables over 90 days past due:	\$ <u>906,998</u>
Less: Prepayments and overpayments, if any:	\$ <u>0</u>
Total Eligible Receivables:	\$ <u>26,787,130</u>
X 45% Margin = Borrowing Base:	\$ <u>12,054,209</u>

(This amount, less Current Loan Balance, is the amount available under the Line of Credit).

The outstanding balance of the Line of Credit may at no time exceed 45% of Eligible Receivables.

Date of Accounts Receivable Aging: January 31, 2026

Certified by: Jeffrey J. Levitsky
(Authorized Signature) Jeffrey Levitsky

Date: March 4, 2026

Title: Controller

Exhibit E

January 2026 Delinquency Report

Status		Count	Balance
C4C Bill		2357	\$23,369,564.96
HES		115	\$ 590,585.19
Current		97	\$ 548,736.25
30		2	\$ 3,021.10
60		0	\$ -
90		2	\$ 3,209.45
120+		14	\$ 35,618.39
SmartE		2225	\$22,648,688.07
Current		2101	\$21,246,598.35
30		27	\$ 336,289.13
60		6	\$ 61,435.84
90		16	\$ 152,879.67
120+		75	\$ 851,485.08
Landlord		17	\$ 130,291.70
Current		17	\$ 130,291.70
30		0	\$ -
60		0	\$ -
90		0	\$ -
120+		0	\$ -

Status		Count	Balance
OnBill		1449	\$ 4,324,563.21
HES		1006	\$ 1,507,620.05
Current		950	\$ 1,450,791.89
30		19	\$ 30,637.61
60		11	\$ 16,071.59
90		4	\$ 4,934.47
120+		2	\$ 2,921.69
ES not billing/final pmt due		20	\$ 2,262.80
SmartE		440	\$ 2,812,329.35
Current		415	\$ 2,712,005.46
30		8	\$ 38,980.92
60		3	\$ 11,570.39
90		2	\$ 31,363.77
120+		4	\$ 16,972.39
ES not billing/final pmt due		8	\$ 1,436.42
Landlord		3	\$ 4,613.81
Current		3	\$ 4,613.81
30		0	\$ -
60		0	\$ -
90		0	\$ -
120+		0	\$ -

Appendix C

75 Charter Oak Avenue, Suite 1 - 103, Hartford, CT 06106
T 860.563.0015
ctgreenbank.com



Memo

To: Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”)
From: Bert Hunter, EVP & Chief Investment Officer
CC: Bryan Garcia, President and CEO; Brian Farnen, General Counsel and CLO; Jane Murphy, EVP of Finance & Administration
Date: October 13, 2023
Re: Modification Request - Capital 4 Change (“C4C”) for \$10M Medium Term Revolving Loan (secured & subordinated) to CEEFCo (100%-owned subsidiary of C4C) for Funding CEEFCo’s investment in Energy Efficiency Loans (including Smart-E Loans) in partnership with Amalgamated Bank

Background

At the October 21, 2022 meeting of the Connecticut Green Bank (the “Green Bank”) Board of Directors (the “Board”), the Board approved a \$10M Medium Term Revolving Loan (secured & subordinated, the “New Revolving Loan”) to CEEFCo (a 100%-owned subsidiary of Capital for Change (“C4C”)) for Funding CEEFCo’s investment in Energy Efficiency Loans (mostly Smart-E Loans) in partnership with Amalgamated Bank. The New Revolving Loan was a modification of a then-existing \$4.5M Medium Term Revolving Loan (secured & subordinated, the “Old Revolving Loan”) to CEEFCo which closed in December 2019. Under the Old Revolving Loan, when combined with the related Amalgamated Bank senior secured revolving loan, CEEFCo was able to access (in aggregate) up to \$27 million in funding. Under the New Revolving Loan, CEEFCo has been able to access (in aggregate) up to \$25 million in funding (Green Bank \$10M plus Amalgamated Bank \$15M). C4C has requested that the facility be increased to \$30 million. Staff supports the requested increase and is submitting this request to the Board for approval.

Summary of Request for Approval

CEEFCo requests an upsize to CEEFCo’s existing \$25 million credit facility with the Green Bank. Demand for SMART-E loans is growing beyond what was anticipated due to several factors outlined below. In the near term, CEEFCo is requesting an additional \$5M from Green Bank, which would increase the New Revolving Loan under the existing credit facility to \$15M (the “Proposed Revolving Loan”). Currently, Green Bank provides 40% of the overall \$25M facility with Amalgamated providing 60% (\$15M). As

proposed, Green Bank and Amalgamated would each provide 50% (i.e., \$15M each) for a total facility of \$30M. The additional \$5 million in capital available would support near-term lending needs and liquidity management. CEEFCo has maintained a flawless interest payment and principal repayment record.

Looking forward to the Inflation Reduction Act incentives which would be implemented by the US government and CT state government in 2024, Green Bank and C4C agree it is reasonable to assume loan demand would increase further supported by incentives and rebates. Over the longer term, CEEFCo anticipates needing an additional \$10 to \$20 million to fund loan demand. CEEFCo would like to continue working with the Green Bank to optimally design a larger facility for 2024.

HEAT Loans vs. SMART-E Demand

A decline in EnergizeCT (Eversource & United Illuminating) HEAT loans due to the 1:1 savings ratio calculation requirement has shifted higher demand for Smart-E loans. The Heat loan has a legislative mandate requiring the monthly loan payment to be offset by the expected monthly heating savings from the new system upgrade. This was originally designed primarily for oil to gas conversions, and the shift toward prioritizing heat pump technology that runs on electricity has resulted in less projects being able to meet the ratio. As explained by C4C, the recent increases in the cost of electricity in our state have been the primary driver in this - most heat pump projects do not have projected savings as compared to heating with natural gas, oil, or propane. This ratio represents the "ability to repay" compliance component of lending to consumers since credit is not reviewed for this product. C4C & CEEFCo leadership have proposed a change to include an underwriting option that is credit based for projects that cannot meet the savings ratio, but the Utility companies (along with C4C) will need a potential legislative change in order to enact it. This volume shift overall has affected the demand for Smart-E in two ways - both in loan numbers as well as in volume. As heat pump projects often exceed the \$15,000 limit for the HEAT loan, previously Smart-E would make up the difference. Recently, these projects are frequently not qualifying at all for HEAT loans, the full projects are shifting to Smart-E rather than simply a portion. Demand shift to SMART-E is expected to continue.

CEEFCo Funding Background

- As of September 2023, CEEFCo’s capital sources have been fully drawn.
- Most recent loan fundings averaged \$1.3 million per month. Approximately \$3 to \$4 million of future funding is needed over the course of 1-3 months.
- Operating subsidies for fiscal year 2024 from Eversource have not materialized, however C4C is engaged with sources to determine the status of the subsidies.

Connecticut Energy Efficiency Finance Company (CEEFCo)- Third Party Capitalization				Sources				
Non-Equity Loan Capital Sources	Original Amount	Availability	Cost of Funds (Existing)	Upsize	Cost of Funds (Future)	Rate Type	Maturity Date	Recourse
Debt								

Amalgamated (Senior)	\$15,000,000	\$0	6.00%	\$15,000,000	6.00%	Fixed		Yes
Connecticut Green Bank (Subordinate)	\$10,000,000	\$0	4.00%	\$15,000,000	4.00%	Fixed		Yes
Total		\$25,000,000	\$0	\$30,000,000	5.00%			
		5.20%						

As a refresher, Capital for Change (formerly, the Connecticut Housing Investment Fund) (“C4C”), in partnership with the Green Bank, provides loans to Connecticut single family property owners seeking to finance solar PV and other renewable energy systems and energy efficiency upgrades under Green Bank’s Smart-E loan program.¹ C4C is Green Bank’s largest and most active Smart-E lender with nearly 3,800 loans with an original originated amount of over \$50 million (remaining balance \$35 million).

The funding facility today is fixed rate – with Amalgamated Bank fixed at 6% and Green Bank fixed at 4%. This rate structure would not be changed under the proposed increase in Green Bank funding.

Amalgamated would reduce its advance rate from 60% of the present \$25M facility (or \$15M maximum) to a maximum of 50% or the larger \$30M facility (so the maximum would not change at \$15M). At the same time, Green Bank would agree to increase its advance rate share to 50% of the facility, up from 40% under the existing facility, which would increase Green Bank’s outstanding loans from \$10M today to \$15 million upon closing. These changes result in a blended cost of funds to CEEFCo dropping from 5.2% to 5%.

C4C Financial Condition

C4C is in good financial health. Represented below is the parent-level company on a consolidated basis. CEEFCo loan quality is good with approximately 1.1% of loans outstanding in the >90 days past due category – roughly in line with energy efficiency loans more generally, and lower than the rate of 1.6% one year ago. These delinquencies are more than supported by the level of CEEFCo equity (approximately \$15 million).

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statement of Financial Position
March 31, 2022

Assets	2023	2022
Current Assets:		
Cash	\$ 2,721,951	\$ 3,001,296
Accounts receivable, net	1,730,029	1,541,191
Interest receivable	454,870	462,592
Current portion of loans receivable	8,126,831	17,291,952
Other current assets	86,671	94,863
Total current assets	<u>13,120,352</u>	<u>22,391,894</u>
Other Assets:		
Restricted cash	14,273,182	13,332,088
Investments	1,294,294	1,151,275
Loans receivable, net	76,652,926	60,588,929
Total other assets	<u>92,220,402</u>	<u>75,072,292</u>
Property and Equipment		
Land	241,686	241,686
Building and improvements	3,368,023	3,297,153
Furniture and equipment	1,525,228	1,449,340
	<u>5,134,937</u>	<u>4,988,179</u>
Less - accumulated depreciation	1,657,866	1,453,602
Net property and equipment	<u>3,477,071</u>	<u>3,534,577</u>
Total assets	<u>\$ 108,817,825</u>	<u>\$ 100,998,763</u>
Liabilities and Net Assets		
Current Liabilities:		
Current portion of notes payable	\$ 3,893,076	\$ 5,232,741
Current portion of equity equivalent notes payable	1,300,000	-
Accounts payable and accrued expenses	549,830	763,223
Accrued interest payable	90,305	90,467
Total current liabilities	<u>5,833,211</u>	<u>6,086,431</u>
Long-Term Liabilities:		
Conditional advances	5,007,167	5,082,920
Loan escrows liability	2,960,276	3,303,972
Funds held for others	994,703	962,566
Deferred interest and other revenue	1,721,491	1,997,353
Notes payable, net	52,638,353	43,816,518
Equity equivalent notes payable	4,850,000	6,100,000
Total long-term liabilities	<u>68,171,990</u>	<u>61,263,329</u>
Total liabilities	<u>74,005,201</u>	<u>67,349,760</u>
Net Assets:		
Without donor restrictions:		
Operating	11,181,032	10,814,185
Equity in property and equipment	2,068,652	2,075,437
Board designated	1,030,804	1,077,563
Total without donor restrictions	<u>14,280,488</u>	<u>13,967,185</u>
With donor restrictions		
	20,532,136	19,681,818
Total net assets	<u>34,812,624</u>	<u>33,649,003</u>
Total liabilities and net assets	<u>\$ 108,817,825</u>	<u>\$ 100,998,763</u>

Loans receivable in each lending area were as follows as of March 31:

<u>Loans Receivable</u>	2023		
	<u>C4C</u>	<u>CEEFCo</u>	<u>Total</u>
Residential Loans:			
Permanent	\$ 26,432,876	\$ -	\$ 26,432,876
Construction	7,409,148	-	7,409,148
Bridge	2,342,796	-	2,342,796
Predevelopment/acquisition	1,079,466	-	1,079,466
Consumer housing	<u>376,303</u>	<u>-</u>	<u>376,303</u>
Total residential loans	<u>37,640,589</u>	<u>-</u>	<u>37,640,589</u>
Commercial Loans:			
Commercial real estate	5,429,228	-	5,429,228
Commercial lines of credit	<u>2,231,045</u>	<u>-</u>	<u>2,231,045</u>
Total commercial loans	<u>7,660,273</u>	<u>-</u>	<u>7,660,273</u>
Energy Efficiency Loans:			
Commercial lending	9,320,941	-	9,320,941
Consumer lending	<u>-</u>	<u>34,647,211</u>	<u>34,647,211</u>
Total energy efficiency loans	<u>9,320,941</u>	<u>34,647,211</u>	<u>43,968,152</u>
Gross loans receivable	54,621,803	34,647,211	89,269,014
Less - allowance for loan losses	<u>(3,811,098)</u>	<u>(678,159)</u>	<u>(4,489,257)</u>
Sub-total	50,810,705	33,969,052	84,779,757
Less - current portion	<u>(1,345,806)</u>	<u>(6,781,025)</u>	<u>(8,126,831)</u>
	<u>\$ 49,464,899</u>	<u>\$ 27,188,027</u>	<u>\$ 76,652,926</u>

CAPITAL FOR CHANGE, INC. AND AFFILIATES

Combined Statements of Activities Without Donor Restrictions
For the Years Ended March 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Revenues:		
Earned revenue:		
Financial revenue:		
Interest on loans	\$ 4,013,333	\$ 3,924,269
Investment return, net	(45,000)	(27,177)
Less - net loan loss provision	(1,072,650)	(1,068,188)
Less - interest expense	<u>(2,265,657)</u>	<u>(1,750,576)</u>
Net financial revenue	630,026	1,078,328
Loan servicing fees	1,487,484	1,417,508
Loan origination and other fees	<u>1,129,579</u>	<u>1,005,996</u>
Total earned revenue	<u>3,247,089</u>	<u>3,501,832</u>
Public support:		
Government grants and contracts	925,897	4,637,566
Other grants and contributions	38,911	133,995
Net assets released from purpose restrictions	<u>2,083,435</u>	<u>534,826</u>
Total public support	<u>3,048,243</u>	<u>5,306,387</u>
Total revenues	<u>6,295,332</u>	<u>8,808,219</u>
Expenses:		
Program	5,131,425	5,059,197
General and administrative	627,262	895,602
Fundraising	<u>223,342</u>	<u>251,722</u>
Total expenses	<u>5,982,029</u>	<u>6,206,521</u>
Changes in net assets without donor restrictions	<u>\$ 313,303</u>	<u>\$ 2,601,698</u>

Strategic Selection

This transaction falls within the parameters of a strategic selection, subject to Board approval, for the reasons outlined below.

- **Special Capabilities** – CEEFCo has nearly a decade of experience as a Smart-E lender and is the largest Smart-E lender by number of loans and dollar value outstanding. It has deep experience in the Connecticut market with Smart-E contractors across several energy efficiency products in addition to the Smart-E Loan, such as the Heat Loan.
- **Strategic Importance** – The Proposed Revolving Loan represents a continuation of a business relationship with a counterparty that Green Bank has successfully and smoothly transacted with in the past and in partnership with Amalgamated Bank, who supports this modification.
- **Urgency and Timeliness** – Green Bank seeks to deploy capital in mission-driven transactions with appropriate levels of risk and return. This transaction meets this criteria and C4C has expressed the need to close by October 31, 2023; and
- **Multiphase Project** - Successful execution of the Proposed Revolving Loan would represent a follow-on transaction from that which closed originally in Q2 of FY2020, and will make use of the loan documentation previously agreed between parties.

Request

Green Bank staff requests:

Approval for an increase in Green Bank’s existing revolving credit facility with C4C’s CEEFCo subsidiary from a maximum of up to \$10 million to a maximum of \$15 million secured and subordinated medium term revolving loan in partnership with Amalgamated Bank (with Green Bank funding not less than 50% of advances and Amalgamated funding not more than 50% of advances) which will satisfy C4C/CEEFCo’s funding needs for energy efficiency and Smart-E loans booked by CEEFCo (“CEEFCo Revolving Loan”). The CEEFCo Revolving Loan will continue to be a 3 year medium term revolving loan facility with no change in maturity as a result of this adjustment (i.e., just the total size of the facility and participation percentages between Green Bank and Amalgamated Bank are being adjusted). As at present, the sole source of repayment for the CEEFCo Revolving Loan will be the proceeds from consumer loan payments of the CEEFCo loan portfolio and CEEFCo equity. Amalgamated Bank supports all changes and will be prepared to close the amended arrangements shortly following Green Bank approval.

Green Bank Financial Statements

How is the project investment accounted for on the balance sheet?

Green Bank’s advances lead to a reduction in cash and cash equivalents on the asset side of the Green Bank’s balance sheet and a concomitant increase in short-term loans.

Resolutions

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 effect 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 effect the above-mentioned legal instrument.

Submitted by: Bryan Garcia, President and CEO and Bert Hunter, EVP and CIO



Memo

To: Connecticut Green Bank Board of Directors

From: David Beech, Senior Manager – Investments; Bert Hunter, Chief Investment Officer; Sara Harari, Director of Innovation

Date: March 13, 2026

Re: Green Liberty Note – Crowdfunding Partner RFP selection

Background Overview and Approvals

At the July 2021 meeting of the Connecticut Green Bank (“Green Bank”) Board of Directors (the “Board”), the Board authorized staff to enter into an agreement (the “Issuer Agreement”) with Raise Green, Inc. an entity registered with and approved by the Securities and Exchange Commission (the “SEC”) as a crowdfunding funding portal, to issue bonds in an aggregate amount not to exceed \$2,000,000 under the SEC’s Regulation Crowdfunding (the “Green Liberty Note Program” or “Program”). This was the first program or project approved by the Board that was submitted via the Open Request for Proposals (“RFP”) for Capital Solutions.

The Program was later extended and expanded on two separate occasions through June 30th, 2024. At the December 2024 meeting of the Board, the Board authorized staff to continue the Program with Honeycomb Credit, who had acquired Raise Green in November of 2024, in alignment with a Capital Solutions RFP proposal they submitted. At the August 2025 meeting, the Board approved an additional expansion and extension of the Program with Honeycomb Credit to allow for four additional issuances in Fiscal Year 2026.

The Green Bank is now seeking approval to execute a three-year partnership with Honeycomb Credit, selected through a competitive procurement process, to issue up to \$5 million of crowdfunded securities annually.

Green Liberty Note Program Today

Green Liberty Notes were the country’s first Green Bond Designated, one-year crowdfunded offering. Since December of 2021, this Program has raised more than \$4.45M over 15 issuances, from 579 unique investors including roughly 50% from Connecticut, and more than 60% originally investing \$1,000 or less. In 2024, the program received a State Leadership In Clean Energy (“SLICE”) award from the Clean Energy States Alliance (“CESA”).

Growing the Green Liberty Note Program

In pursuit of our community engagement and market transformation in green investing goals, staff intend to expand the Program. Specifically, staff are pursuing adding project-specific crowdfunding

offerings to our existing portfolio. This would offer citizens in a community benefitting from a project the opportunity to invest alongside the Green Bank and donate a portion of their interest to a local charity if they so choose. Additionally, staff are also working to attract investment from mission-aligned foundations.

As part of this platform selection process, Staff are seeking approval to expand the Program up to the annual maximum raised amount of \$5M. Staff will return to the board to approve a set of parameters for future offerings that differs from the current quarterly one-year notes supported by the SBEA Master Purchasing Facility.

Competitive Procurement for Crowdfunding Partner

In search of a long-term partner to support the Program's growth, staff issued an RFP for Crowdfunding Marketplace Services this February. Staff directly invited five crowdfunding platforms to apply and received two submissions. After careful consideration using established evaluation criteria, Honeycomb Credit was selected. Honeycomb is the largest crowdfunding platform for debt offerings in the United States by volume. They have hosted more than 600 offerings raising more than \$50M total. They have more than 25k investors on their platform, a large portion of whom are unaccredited retail investors. Honeycomb is able to provide specialized service to the Green Bank with expert in-house staff including Jackie Logan, who as a co-founder of Raise Green and now Director of Climate Finance at Honeycomb, has supported a substantial number of crowdfunded offerings for climate-driven issuers including all previous Green Liberty Note issuances. Honeycomb has developed a sophisticated digital infrastructure that reduced the administrative burden to the Green Bank of managing multiple issuances, without sacrificing accuracy or attention to detail. Honeycomb has also demonstrated a commitment to further improving their platform and supporting the Green Bank as we continue to innovate. [REDACTED]

[REDACTED]

[REDACTED]

Resolutions

Whereas, at the July 2021 meeting of the Connecticut Green Bank ("Green Bank") Board of Directors ("Board"), the Board authorized staff to enter into an agreement (the "Issuer Agreement") with Raise Green, Inc. an entity registered with and approved by the Securities and Exchange Commission (the "SEC") as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$2,000,000 under the SEC's Regulation Crowdfunding;

Whereas, subsequently, the Green Bank launched and closed 6 Crowdfunding issuances named "Green Liberty Notes";

Whereas, at subsequent meetings of the Green Bank Board, the Board authorized staff to issue eight additional bonds in quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$4,105,000 under the SEC's Regulation Crowdfunding regulations;

Whereas, Raise Green, the crowdfunding platform used by the Green Bank to issue Green Liberty Notes, was acquired by another crowdfunding platform: Honeycomb Credit;

Whereas, Honeycomb Credit submitted a proposal to the Green Bank's Capital Solutions Open RFP program outlining how the Green Liberty Notes program could transition to their platform;

Whereas, at the December 2024 meeting of the Board, the Board authorized staff to enter into an agreement with Honeycomb Credit to issue quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$4,105,000 under the SEC's Regulation Crowdfunding regulations;

Whereas, at the August 2025 meeting of the Board, the Board authorized staff to issue four additional bonds in quarterly issuances not to exceed \$350,000 and in a total program amount not to exceed \$5,155,000 under the SEC's Regulation Crowdfunding regulations;

Whereas, staff wishes to maintain and build on the successes of the program, which include thirteen consecutive sold out issuances, and ensure that new investors have the opportunity to invest in the Green Bank's efforts to fight climate change and support small and medium businesses and municipalities in Connecticut; and in this regard engaged in a competitive procurement process via a request for proposals ("RFP"); and

Whereas, staff reviewed two submissions into the RFP and following a review determined Honeycomb Credit can best serve the needs of the Green Bank for the Green Liberty Notes program.

NOW, therefore be it:

RESOLVED, that the Green Bank is authorized to modify its existing agreement (the "Issuer Agreement") with Honeycomb Credit an entity registered with and approved by the SEC as a crowdfunding funding portal, to issue bonds in an amount not to exceed \$20,155,000, and no more than \$5,000,000 per year, through the end of fiscal year 2029, in quarterly one-year issuances in amounts not to exceed \$250,000 for the first six issuances and \$350,000 for the subsequent twenty-three issuances and, additional issuances, parameters for which shall be approved by the Board at a later meeting, under the SEC's Regulation Crowdfunding regulations (the "Bonds"). The Bonds shall be issued by a subsidiary of CEFIA Holdings and shall be issued by and for the sole purposes of the subsidiary, and shall not be issued by or on behalf of the Green Bank;

RESOLVED, that in connection with the Bonds, the President and any Officer of Green Bank (each, an "Authorized Representative") be, and each of them acting individually hereby is, authorized and directed in the name and on behalf of the Green Bank, to prepare and deliver, or cause to be prepared and delivered, the Form C package with Honeycomb and any other documents required under the SEC's Regulation Crowdfunding, including an Offering Statement, a Note Purchase Agreement, and any other documents or instruments necessary to complete the Bond issuance, in such form and with such changes, insertions and omissions as may be approved by an Authorized Representative, as he or she deems advisable for the purpose of issuing the Bonds (collectively, the "Financing Documents") and the execution and delivery of said Financing Documents shall be conclusive evidence of any approval required by this Resolution; and

RESOLVED, that to the extent that any act, action, filing, undertaking, execution or delivery authorized or contemplated by this Resolution has been previously accomplished, all of the same are hereby ratified, confirmed, accepted, approved and adopted by the Board as if such actions had been presented to the Board for its approval before any such action's being taken, agreement being executed and delivered, or filing being effected.

75 Charter Oak Avenue, Hartford, Connecticut 06106
T: 860.563.0015
www.ctgreenbank.com



Line of Credit Refinancing

\$5,000,000 Webster Bank Line of Credit for Connecticut Green Bank

March 13, 2026

Document Purpose: This document contains background information and due diligence on a proposed revolving line of credit funding facility for the Connecticut Green Bank, which was previously provided by Webster Bank using collateral in the form of SHRECs and is currently being considered through Webster Bank using collateral in the form of lease and power purchase agreement receivables in the CT Solar Lease 2 LLC subsidiary. The information herein is provided to the Connecticut Green Bank Board of Directors for the purposes of reviewing and approving recommendations made by the staff of the Connecticut Green Bank.

In some cases, this package may contain, among other things, trade secrets and commercial or financial information given to the Connecticut Green Bank in confidence and should be excluded under C.G.S. §1-210(b) and §16-245n(D) from any public disclosure under the Connecticut Freedom of Information Act. If such information is included in this package, it will be noted as confidential.

Memo

To: Connecticut Green Bank Board of Directors
From: Larry Campana, Associate Director, Investments
CC: Bryan Garcia, President and CEO; Bert Hunter, EVP and CIO; Brian Farnen, General Counsel and CLO; Eric Shrago, Vice President of Operations, Dan Smith, VP of Accounting; Sergio Carrillo, Managing Director of Incentive Programs
Date: March 13, 2026
Re: \$5,000,000 Webster Bank Line of Credit Facility

Background

Connecticut Green Bank (“Green Bank”) commenced a green bond issuance program in 2019. The Green Bank made issuances in 2019, 2020, and 2021. These issuances were secured by receivables from Eversource and United Illuminating in respect of the Solar Home Renewable Energy Credit (“SHREC”) program, which supported the implementation of the Residential Solar Investment Program (“RSIP”). The SHREC receivables are grouped into tranches according to the vintage of the underlying SHRECs. The “asset backed security” green bond issuance of 2019 was secured by Tranche 1 and 2 SHREC receivables, the 2020 special capital reserve fund (SCRF)¹-backed inaugural Green Liberty Bond was secured by Tranche 3, and the second Green Liberty Bond issued on Earth Day in 2021 being secured by Tranche 4 and the SCRF. A third (and final) Green Liberty Bond secured by SHRECs (Tranches 5 and 6) was issued in the summer of 2025 and was also being secured by the SCRF. See Table 1 for overview of SHREC program.

Table 1. Overview of SHRECs Produced from the Implementation of the RSIP

Tranche	# of RSIP Projects	Installed Capacity of RSIP Projects (kW _{DC})	SHREC Price
1	6,796	49,212	\$50
2	7,258	59,824	\$49
3	4,818	39,294	\$48
4	6,957	59,349	\$47
5	7,264	61,904	\$35
6	3,501	31,624	\$34
Total	36,594	301,207	

¹ A SCRF is a debt service reserve fund approved by the Connecticut Office of the Treasurer and the Office of Policy and Management that is set up at the time the bonds are issued, in an amount equal to the lesser of either one year’s principal and interest on the bonds or ten percent of the issue. If the borrower makes the scheduled debt service payments, the interest earnings on the reserve fund will pay the interest on the bonds that created it and the principal will go to retire the final maturity of the bond issue. If the borrower is unable to pay all or part of the scheduled debt service payments, the reserve may be drawn upon to pay debt service. The reserve provides up to a year’s adjustment time to deal with a revenue shortfall. When the SCRF has been drawn down in part or completely, a draw on the General Fund is authorized and the reserve is fully restored. The draw on the General Fund is deemed to be appropriated and is not subject to the constitutional or statutory appropriations cap. All that is required is a certification by the issuing authority of the amount required. If draws on a SCRF continue, the annual draws on the General Fund required to refill it also continue.

In the period between issuing green bonds, the Green Bank utilized a short-term revolving credit warehouse facility (the “Warehouse”), which was secured by the Tranche(s) of SHRECs that was later removed as collateral for the Warehouse and used instead to secure the green bonds. The Warehouse facility size varied depending on the size of the Tranche(s) securing it in the period in question.

The Warehouse, a joint financing facility with two Connecticut banks (Webster Bank and Liberty Bank, collectively, the “Warehouse Lenders”), was extended to a Green Bank special purpose vehicle (“SPV”) and was originally approved by the Board at its June 28, 2018 meeting. It had a term of one year with interest-only payments (i.e., no required repayment of principal except at facility maturity). The Board approved renewal of the Warehouse, i.e., extension for an additional one-year period, at its July 18th, 2019, July 24th, 2020, July 23rd, 2021, June 24, 2022, June 16, 2023, July 26, 2024, and July 18, 2025 meetings. The SHRECs bond issuance program has now matured, and this Warehouse facility terminated concurrently with the final bond issuance in October 2025 (there was no balance outstanding when the facility terminated).

Line of Credit

Separately from the Warehouse, Green Bank entered into a credit facility to support funding requirements associated with CT Solar Lease 2 LLC (“SL2”). The Lender was a syndicate of banks led by First Niagara Bank, which was acquired by Key Bank on July 29, 2016 (collectively “Key Bank”). This facility, originally Closed on June 28, 2013, was amended over the past several years. In December 2025, Green Bank prepaid the facility, releasing liens held by the lenders on the SL2 portfolio of residential leases and commercial projects. With the loss of Warehouse and the repayment of the SL2 credit facility, this created a need for the Green Bank to replace the Warehouse (short term) facility with a similar facility. The prepayment of the SL2 facility enables the residential leases and commercial projects to be the security for a lender to provide a short term line of credit. Staff, concurrent with the termination of the Key Bank loan, began exploring the concept of a short term line of credit with Webster Bank. A term sheet was presented by Webster Bank, with terms similar to the Warehouse, for a Line of Credit up to a maximum of \$5M (the \$5.8M listed in the term sheet preamble is incorrect, text in the body of the term sheet listing \$5M limit is correct). This Term Sheet was signed on December 3, 2025 and is attached as Appendix A to this memorandum. This Line of Credit is an interest only loan which will allow Green Bank to give short-term liquidity to SL2 which, in turn, can be loaned to the Green Bank for working capital needs, if required.

Request: Staff requests approval by the Board to move forward with establishing a \$5,000,000 Line of Credit Facility with Webster Bank as Lender in accordance with the terms outlined in Appendix A.

Resolutions

WHEREAS, The Board of Directors (the "**Board**") of the Connecticut Green Bank, a quasi-governmental agency of the State of Connecticut (the "**Green Bank**"), which, through an indirect wholly-owned subsidiary, is the sole member of CT Solar Lease 2, LLC, a Connecticut limited liability company (the "**Company**"), hereby consent to and adopt the following resolutions for and on behalf of the Green Bank and, in the Green Bank's capacity, through an indirect wholly-owned subsidiary, as the sole member of the Company, for and on behalf of the Company;

WHEREAS, the Company and Green Bank have requested Webster Bank, National Association ("**Webster**") to provide a \$5,000,000 Line of Credit ("Line of Credit");

WHEREAS, to induce Webster Bank to extend the Line of Credit to the Company, Green Bank shall guarantee the revolving Line of Credit (the "**Guaranty**") pursuant to terms materially consistent with the Term Sheet dated as of November 20, 2025 (the "**Term Sheet**");

WHEREAS, along with a general repayment obligation by the Company, Webster Bank is secured by, and the Company and the Green Bank are authorized to secure the Line of Credit and the Guaranty by, among other things, granting Lender A) A blanket pledge, lien and assignment of all assets and revenues of the Company from (i) the residential leases, (ii) all commercial and municipal power purchase agreements, (iii) all contracts for solar REC revenues, and (iv) membership rights to the Company and B) restrictions on any new liens and indebtedness, the "**Collateral**"); and,

WHEREAS, Webster has requested and the staff of Green Bank has recommended that the Board provide these resolutions approving the Line of Credit and the Green Bank's guarantee thereof in accordance with the terms of the Term Sheet.

NOW, therefore be it:

RESOLVED, that the Board of the Green Bank hereby authorizes, ratifies and approves the Line of Credit from Webster to the Company pursuant to the terms of the Line of Credit facility documents and any ancillary documentation and authorizes, ratifies, directs and approves the Company's and the Green Bank's entering into the Line of Credit facility documents and any ancillary documentation to which it is a party and of each other contract or instrument to be executed and delivered by the Company and the Green Bank in connection with the transactions contemplated by the Line of Credit facility;

RESOLVED, that the Board of the Green Bank hereby authorizes the Green Bank's obligations under the proposed Guaranty;

RESOLVED, that each of the Company and the Green Bank be and it hereby is, authorized to continue to secure the Line of Credit and the Guaranty by, among other things, granting Webster a first priority security interest in and to the Company's property, including, without limitation the Collateral;

RESOLVED, that the Board hereby authorizes, directs, ratifies and approves Green Bank's and the Company's execution, delivery and performance of the Line of Credit facility documents and any ancillary documentation and all of the Green Bank's and the Company's obligations under the Line of Credit facility, the Guaranty and any ancillary documentation;

RESOLVED, that the actions of Bryan Garcia in his capacity as the President and Chief Executive Officer of Green Bank ("**Garcia**"), Roberto Hunter in his capacity as the Chief Investment Officer of Green Bank ("**Hunter**") and Brian Farnen in his capacity as General Counsel and Chief Legal Officer

of Green Bank (“**Farnen**”); and together with Garcia and Hunter, each an “**Authorized Signatory**”), are hereby ratified and approved with regard to the negotiation, finalization, execution and delivery, on behalf of Green Bank and the Company, of the Line of Credit facility documents and any ancillary documentation and any other agreements that they deemed necessary and appropriate to carry out the foregoing objectives of Green Bank and/or the Company, and any other agreements, contracts, legal instruments or documents as they deemed necessary or appropriate and in the interests of Green Bank and/or the Company in order to carry out the intent and accomplish the purpose of the foregoing resolutions are hereby ratified and approved;

RESOLVED, that the Authorized Signatories be, hereby are, acting singly, authorized, empowered and directed, for and on behalf of the Green Bank and the Company (in the Green Bank’s capacity through an indirect wholly-owned subsidiary as the sole member of the Company), to execute and deliver the Line of Credit facility; and

RESOLVED, that any other actions taken by any Authorized Signatory are hereby approved and ratified to the extent that such Authorized Signatory or Authorized Signatories have deemed such actions necessary, appropriate and desirable to effect the above-mentioned legal instrument or instruments.

**Appendix A
Term Sheet - summary**

November 20, 2025

CT Solar Lease 2, LLC

**Summary of Terms and Conditions
Line of Credit²**

This letter provides an outline of the terms and conditions under which Webster Bank, National Association ("Webster Bank") would consider providing a Line of Credit facility to refinance the existing KeyBank Term Loan in an amount up to \$5,800,000 to CT Solar Lease 2, LLC. The terms and conditions summarized below are provided for discussion purposes only. They do not represent an offer, agreement, or commitment from Webster Bank to provide financing, nor are they all-inclusive. The terms and conditions contained herein are subject to satisfactory completion of due diligence, internal credit approval and such other conditions as may be required by Webster Bank.

Borrower:	CT Solar Lease 2 LLC ("CSL2" or "Borrower")
Lender:	Webster Bank, National Association.
Guarantor:	The Connecticut Green Bank ("Guarantor")
Credit Facility:	Revolving Line of Credit up to maximum of \$5,000,000 (the " Credit Facility ").
Use of Proceeds:	Proceeds are to be used to finance up to \$5,000,000 under the former CLS2 Term Loan agented by KeyBank, with Webster Bank, as a participating bank.
Facility Maturity:	364-days from closing (the " Maturity Date ").
Interest Rate:	1 mo. Term SOFR plus 180 bps on outstandings
Unused Fee:	██████ on the unused availability under the Credit Facility.
Commitment Fee:	N.A.
Amortization:	Interest Only with principal due upon a termination event or the Facility Maturity.
Automatic Renewal	
Clause:	The Credit Facility shall automatically renew for another 12 mos, if 90 days prior to its Maturity, the Lender has not provided notice to the Borrower of their intent to terminate the Credit Facility.
Prepayment:	The Borrower is allowed to prepay and terminate the Credit Facility without any prepayment penalty.

² Webster has agreed to proceed with approval on the basis of a revolving line of credit – not a reducing term loan

Security: A) A blanket pledge, lien and assignment of all assets and revenues of the Borrower from (i) the residential leases, (ii) all commercial and municipal power purchase agreements, (iii) all contracts for Solar Rec revenues, and (iv) membership rights to the Borrower and B) restrictions on any new liens and indebtedness. Provided no event of default and Borrower is in compliance with covenants, etc., Borrower to be permitted to take excess cash from its accounts to repay intercompany balances with Guarantor and parent (CEFIA Solar Services).

C.G.S. § 16-245n:
The Credit Facility shall be entitled to be benefit of the pledge of the State of Connecticut and the other provisions of Section 16-245n(h) of the Connecticut General Statutes and be a contract entered into pursuant to the provisions of such Section 16-245n(h).

Deposit Accounts:
The Borrower will maintain all its primary operating accounts at the Lender.

Loan Documents:
The Loan Documents shall contain representations and warranties, conditions precedent to closing, affirmative and negative covenants, events of default and other provisions as are required under the Lender's internal and credit policies and as are customary for loans of this size, type and purpose.

Financial Covenants:
[REDACTED]

Financial Reporting:
Audited financial statements of the Guarantor (with unaudited management accounts of Borrower) to be submitted within 120 days of each fiscal year end and tax returns of Borrower's parent (CEFIA Solar Services, since Borrower is a "disregarded entity") within 15 days of filing. All financial statements will be prepared in accordance with GAAP or GASB consistently applied and accompanied by an unqualified statement from an independent certified public accountant (such independent certified public accountant shall be acceptable to the Banks).

Within 45 days after the close of the 1st, 2nd and 3rd fiscal quarters, unaudited financial statements of the Borrower and Guarantor.

All financial statements shall be accompanied by a covenant compliance

Expenses
The Borrower agrees to reimburse the Lender for its reasonable attorneys' fees and expenses.

Governing Law: State of Connecticut

We appreciate the opportunity to present this term sheet to you. If these terms and conditions are acceptable to you, please sign this letter in the space provided below and return a signed original to Webster Bank, National Association by November 28, 2025.


ACCEPTED AND AGREED:
Connecticut Green Bank

Name: Lawrence Davis

By:

Date: December 3, 2025

Office locations

75 Charter Oak Ave., Suite 1 – 103, Hartford, CT 06106
700 Canal Street, 5th Floor, Stamford, CT 06902

Phone

T: 860.563.0015
F: 860.398.5510

