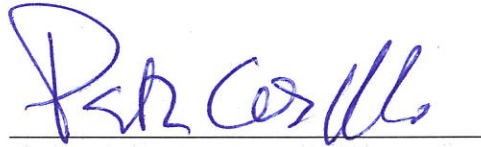


CERTIFICATE AS TO MINUTES

The undersigned, Secretary to the New York State Energy Research and Development Authority (“Authority”), hereby certifies that attached hereto is a complete and accurate copy of the minutes of the 262nd Meeting of the Authority, duly held on June 26, 2023.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Authority this 12th day of July, 2023.



Peter J. Costello
Secretary

SEAL

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 262nd Board Meeting
Held on June 26, 2023

Pursuant to a notice and agenda dated June 12, 2023, of the New York State Energy Research and Development Authority (“Authority”) a meeting was convened on Monday, June 26, 2023, at 2:30 p.m. at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York and the NY Green Bank (“NYGB”) Office located at 1333 Broadway, Suite 300, New York, New York. The two locations were connected by videoconference.

The following Members of the Authority were present:

Richard Kauffman, *Chair of the Authority* attended from Albany

Charles Bell, *Vice Chair of the Authority* attended from Albany

Sherburne Abbott attended from Albany

Marie Therese Dominguez attended from Albany

Justin Driscoll attended from Albany

Sadie McKeown attended from Albany

Frances Resheske attended from NYGB

Basil Seggos attended from Albany

Members, Jay Koh, Arturo Garcia-Costas and Rory Christian were unable to attend.

Also present were Doreen Harris, President and CEO; Pam Poisson, Chief Financial Officer; Anthony J. Fiore, Chief Program Officer; Peter J. Costello, General Counsel and Secretary to the Authority; Sara L. LeCain, Senior Counsel and Secretary to the Committees; Michael Hernandez, Rewiring America; and various other staff of the Authority.

The Chair called the meeting to order and confirmed quorum. Notice of this meeting was provided to the Members on June 12, 2023 and to the press on June 20, 2023.

The Chair indicated that the first item on the discussion agenda was a report from the Authority's President and CEO, Doreen Harris.

President and CEO Harris began by noting two major milestones NYGB has achieved: the launch of the Community Decarbonization Fund and \$2 billion in financial commitments. Next, President and CEO Harris provided the Members with updates on Governor Hochul's Environmental Bond Act Listening Tour; the Cap-and-Invest Program; highlights from the New York State Public Service Commission's ("PSC") session in June; and the Renewable Energy Portfolio.

In response to an inquiry from Member McKeown, President and CEO Harris stated that the Authority is well aware of the issues that the clean energy industry is facing regarding inflation. Despite the fact that there are a small number of competitors in the offshore wind industry, the competition for the Authority's contracts is fierce.

The Chair indicated that the next item on the discussion agenda was a report on the items considered by the Governance Committee ("GC"). The Chair indicated that the GC's Chair, Arturo Garcia-Costas, was unable to attend the meetings. Therefore, the Chair provided the GC report.

The Chair reported that the GC met earlier in the day and confirmed that a quorum was present throughout the meeting. The GC completed its annual review of the GC Charter, and no recommendations were made. The GC unanimously recommended that the Board adopt the resolution approving the GC Charter.

Next, the Chair indicated that the GC received a report from the Authority's Chief Financial Officer Pam Poisson on the Annual Report pursuant to Section 2800 of the Public Authority's Law. The GC unanimously recommended that the Members approve the Compensation Schedule and the submission of the vitae.

The Chair noted that the Members would consider approval of the resolutions as part of

the consent agenda.

The Chair indicated that the next item on the discussion agenda was a resolution to meet in private session and executive session for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority and to meet in executive session for the purpose of discussing the employment history of a particular person.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was adopted.

Resolution No. 1692

RESOLVED, that pursuant to Section 108 of the Public Officers Law and Section 2800 of the Public Authorities Law, the Members shall convene in private session on June 26, 2023 for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority; and

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Members shall convene in executive session on June 26, 2023 for the purpose of discussing the employment history of a particular person.

Following the private session and executive session, the Chair reconvened the meeting in open session and noted that no formal action was taken during the private session and the executive session.

The Chair indicated that the next item considered by the GC was the Annual Confidential Board Member Performance Evaluation Report. As the GC's Chair was unable to attend the Board meeting, the Chair asked Member Sherburne Abbott to discuss this item.

Member Abbott explained that the GC reviewed the Annual Confidential Board Member Performance Evaluation report at its April 26, 2023 meeting. The GC unanimously recommended that the Members approve the submission of the Annual Confidential Board Member Performance Evaluation Report.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was adopted.

Resolution No. 1693

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this June 26, 2023 meeting is hereby approved by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

The Chair indicated that the next item on the discussion agenda was a report on the items considered by the Audit and Finance Committee ("A&FC"). The Chair indicated that the A&FC Chair, Jay Koh, was unable to attend the meetings. Therefore, the Chair provided the A&FC report.

The Chair reported that the A&FC met earlier that day and confirmed that a quorum was present.

First, the A&FC reviewed the Annual Investment Report ("Investment Report") for the fiscal year that ended March 31, 2023 and the proposed Investment Guidelines. The Investment Report indicates that the Authority's overall investments decreased from about \$26.2 million to \$1.309 billion and investment income increased by \$31.2 million.

In addition, the Chair stated that the Authority's independent auditors, KPMG, LLP ("KPMG") reviewed the Investment Report and confirmed that nothing came to their attention that indicated that the Authority was out of compliance with the Investment Guidelines.

The Chair reported that the A&FC reviewed the Investment Guidelines, and no changes were recommended.

The A&FC unanimously recommended that the Board approve the Annual Investment Report and Investment Guidelines.

Next, the Chair reported that the A&FC reviewed the annual NYSERDA OPEB Trust Investment Report for the fiscal year ending March 31, 2023 (“OPEB Report”) and the proposed 2023 NYSERDA OPEB Trust Investment Policy Statement (“OPEB Policy Statement”) for the NYSERDA OPEB Trust.

The Chair noted that the market value of the OPEB Trust assets as of March 31, 2023 was approximately \$66.5 million, a reduction of approximately \$2.9 million from the prior year primarily as a result of a market decline over the last 12 months. As of the most actuarial valuation, the OPEB Trust was 101.6% funded compared to its OPEB liability.

The Chair indicated that the total return on the Authority’s investments was -5.0% for the year, reflecting a decline for the year, but outperformed the benchmark indices by 0.1%. The lifetime average annual return is approximately 5.9%, which is presently below the actuarially estimated long-term expected return of the OPEB Trust.

In addition, the Chair advised that the Plan Administrators recommended one change to the OPEB Policy Statement. Milliman, the Trust Investment Consultant and Plan Actuary, conducted an asset allocation study and provided revised ranges and targeted levels of investments by asset class. The changes to the portfolio allocations and targets were noted in the OPEB Policy Statement included in the meeting package.

The A&FC unanimously recommended that the Board approve the OPEB Report and the changes to the OPEB Policy Statement.

Next, the A&FC reviewed the Authority’s and NY Green Bank’s (“NYGB”) Financial Statements for fiscal year 2022-2023. Controller and Assistant Treasurer, Peter Mahar noted significant fluctuations compared to last year’s financial statements.

The Chair indicated that the A&FC met in executive session with the independent auditors, KPMG, where there was ample and detailed review of the Authority’s and NYGB’s investments and financial conditions. No substantive problems were identified.

The A&FC unanimously recommended that the Board approve the Authority's and NYGB's financial statements.

Next, the Chair reported that the A&FC reviewed the appointment of KPMG as independent auditors of the Authority and NYGB for the fiscal year ending March 31, 2024 and for the independent audit of the OPEB Trust. KPMG was competitively selected through a solicitation that was issued in Spring 2021. This would be the third out of a possible five years serving in this role. The proposed fee for fiscal year 2023-2024 will not exceed \$132,150.

The A&FC unanimously recommended the Board approve the appointment of KPMG as independent auditors.

At this time, Member Seggos left the meeting.

The Chair continued, stating that the A&FC reviewed the Annual Bond Sales Report. The Annual Bond Sales Report included one new issuance but noted that there were no refundings and no conversions completed during fiscal year 2022-2023. Also included in the Annual Bond Sales Report is the schedule of Authority bonds that are outstanding as of March 31, 2023, which totals approximately \$1.6 billion.

The A&FC unanimously recommended that the Board approve the Annual Bond Sales Report.

Lastly, the Chair noted that the A&FC completed its annual review of the A&FC Charter, and no recommendations were made.

The A&FC unanimously recommended that the Board approve the A&FC Charter.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was adopted.

Resolution No. 1694

RESOLVED, that the Financial Statements of the Authority and the Financial Statements of NY Green Bank as of March 31, 2023, as presented at this June 26, 2023 meeting is hereby approved by the Board as the financial reports required by Sections 1867(1) and 2800 of the Public Authorities Law.

The Chair indicated that the next item on the discussion agenda was a report on the items considered by the Waste and Facilities Management Committee (“W&FMC”) and asked its Chair, and Vice Chair of the Authority, Charles Bell to discuss this item.

Vice Chair Bell reported that the W&FMC completed its annual review of the W&FMC Charter, and no changes were recommended.

The W&FMC unanimously recommended that the Board approve the W&FMC Charter.

Next, Vice Chair Bell stated that the W&FMC received a report on nuclear coordination activities from Policy and Regulatory Affairs Senior Advisor Alyse Peterson.

Lastly, the W&FMC received a report from Brad Frank, Demonstration Program Manager at the Western New York Nuclear Service Center (“West Valley”) on the recent activities at West Valley.

The Chair indicated that the last item on the discussion agenda was a report on the items considered by the Program Planning Committee (“PPC”) from the PPC Chair, Sherburne Abbott.

Member Abbott reported that the PPC completed its annual review of the PPC Charter, and no changes were recommended.

The PPC unanimously recommended that the Board approve the PPC Charter.

Next, Member Abbott indicated that Assistant Director for Energy and Environmental Analysis Vladimir Gutman-Britten and Senior Advisor Erich Scherer provided the PPC with an overview of the Authority's Cap-and-Invest Program work. The PPC was able to ask questions and was pleased with the discussion.

Lastly, Member Abbott reported that the PPC received an update on the Authority's programmatic progress and plans from Director of Performance Management Jennifer Meissner. The PPC was able to ask questions and was pleased with the discussion.

Next, the Chair turned to the consent agenda. There were twelve resolutions to be considered: a compensation schedule; the Annual Investment Report and the *Investment Guidelines, Operative Policy and Instructions (June 2023)*; the Annual Investment Report for the NYSERDA OPEB (Other Post-Employment Benefits) Trust for the year ended March 31, 2023 and the *Investment Policy Statement for the NYSERDA OPEB Trust (June 2023)*; the appointment of the Authority's independent auditors for fiscal year 2023-2024; annual bond sales report; Committee Charters; Amended Appliance Standards; the Operations and Accomplishments, and Mission Statement and Measurements Annual Report; the Annual Report on Acquisition and Disposition of Real and Personal Property, the *Real Property Acquisition Policy Guidelines (June 2023)*, and the *Guidelines, Operative Policy and Instructions for the Disposal of Real and Personal Property (June 2023)*; the Annual Report on Contracts and the *Procurement and Program Contract Guidelines, Operative Policy and Instructions (June 2023)*; the periodic contracts report; the annual report on the implementation of the Authority's prompt payment policy; and the amended Notice of Adoption of Part 509 of Title 21 of the Official Compilation of Codes, Rules and Regulations of the State of New York, Appliance and Equipment Efficiency Standards.

With respect to the Periodic Contracts Report, the Chair indicated that Counsel's Office compared the lists provided by Members of entities with which each Member is associated which they believe may enter into contracts with the Authority to the lists of contracts in the Periodic Contract Report. Counsel's office reported just a few potential conflicts. Specifically, the Authority has entered into or anticipates entering into contracts with the New York Power Authority identified by Justin Driscoll; Consolidated Edison Company identified by Frances

Resheske; and Columbia University, Alliance for Sustainable Energy, LLC, Booz Allen Hamilton, and Coalition for Green Capital, identified by the Chair.

The Chair, Member Driscoll and Member Resheske confirmed their recusal from voting on those specific agreements.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolutions were adopted.

Resolution No. 1695

RESOLVED, that the Authority's compensation schedule presented at this June 26, 2023 meeting is hereby approved by the Board as the compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law; and

BE IT FURTHER RESOLVED that the attached vitae are approved by the Board for submission under Section 2800 of the Public Authorities Law.

Resolution No. 1696

RESOLVED, that the "Investment Guidelines, Operative Policy and Instructions (June 2023)," as presented at this June 26, 2023 meeting are hereby approved by the Board; and

BE IT FURTHER RESOLVED, that the Authority's "2022-2023 Annual Investment Report," for the year ended March 31, 2023, as presented at this June 26, 2023 meeting, is hereby approved by the Board to be adopted as the annual investment report of the Authority required by Section 2800 and Section 2925(6) of the Public Authorities Law.

Resolution No. 1697

RESOLVED, that the "NYSERDA OPEB Trust Investment Report" for the year ended March 31, 2023, as presented at this June 26, 2023 meeting is hereby approved by the Board as the annual investment report of the NYSERDA OPEB Trust required by Section 2800 and Section 2925(6) of the Public Authorities Law; and

BE IT FURTHER RESOLVED, that the "Policy Statement for the NYSERDA OPEB Trust (Retiree Health Insurance Benefits Trust)" as presented at this June 26, 2023 meeting, is hereby approved by the Board.

Resolution No. 1698

RESOLVED, the Board authorizes the President and CEO to retain the firm of KPMG, LLP as independent auditors for the Authority and for NY Green Bank for the fiscal year ending March 31, 2024.

Resolution No. 1699

RESOLVED, that the Authority's Annual Bond Sales Report for the fiscal year April 1, 2022 through March 31, 2023, and the information contained therein, as presented at this June 26, 2023 meeting is hereby approved by the Board for submission pursuant to Section 2800 of the Public Authorities Law.

Resolution No. 1700

RESOLVED, the Audit and Finance Committee Charter, the Governance Committee Charter, the Program Planning Committee Charter, and the Waste and Facilities Management Committee Charter, as presented to the Members for consideration at this June 26, 2023 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in their discretion, may deem necessary or appropriate, are approved.

Resolution No. 1701

RESOLVED, that amended Part 509 of Title 21 of the Official Compilation of Codes, Rules and Regulations of the State of New York, Appliance and Equipment Efficiency Standards, as presented at this June 26, 2023, meeting, is hereby approved and adopted.

Resolution No. 1702

RESOLVED, that the Authority's Operations and Accomplishments and Mission Statement and Measurements Annual Report as presented at this June 26, 2023 meeting is adopted and approved for submission under Section 2800 of the Public Authorities Law.

Resolution No. 1703

RESOLVED, that the "Real Property Acquisition Policy Guidelines (June 2023)," as presented at this June 26, 2023 meeting, are approved and adopted;

BE IT FURTHER RESOLVED, that the "Guidelines, Operative Policy and Instructions for the Disposal of Real and Personal Property (June 2023)," as presented at this meeting, are approved and adopted; and

BE IT FURTHER RESOLVED, that the Annual Report on Disposition of Real and Personal Property (June 2023), as presented at this meeting, is adopted and approved as the Annual Report on Disposition of Real and Personal Property required by Section 2800 of the Public Authorities Law.

Resolution No. 1704

RESOLVED, that the Authority's 2021-2022 Annual Contracts Report, as presented at this meeting, is adopted and approved as the annual report of the Authority required by Section 2800(1)(a)(6) and Section 2879 of the Public Authorities Law; and

BE IT FURTHER RESOLVED, that the "Procurement and Program Contract Guidelines, Operative Policy and Instructions (June 2022)" as presented at this meeting, are approved and adopted.

Resolution No. 1705

RESOLVED, that the Periodic Contracts Report, covering the period March 16, 2023 through May 15, 2023, as presented at this meeting, including but not limited to the contracts identified therein which have been, or are expected to be, executed and which do have, or are expected to have, a period of performance in excess of one year, is hereby approved in accordance with Public Authorities Law Section 2879.

Resolution No. 1706

RESOLVED, that the Annual Prompt Payment Policy Report presented to the Members of the Authority at this June 26, 2023 meeting is adopted and approved as the annual report required by Section 2880 of the Public Authorities Law.

Lastly, the Chair returned to the discussion agenda and indicated that the last item was a report on the recent activities of NYGB from its President, Andrew Kessler. NYGB President Kessler began by provided the Members with an update on recent transaction closings; the Annual Plan; 10-Year Anniversary Campaign; the Community Decarbonization Fund (“CDF”); and the Greenhouse Gas Reduction Fund (“GGRF”).

The Chair indicated that the last item on the agenda was other business. There was one item regarding meeting dates for 2024.

The Chair asked if there were any other matters the Members wished to discuss. There being no other matters, the Chair called for a motion to adjourn.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Members, the meeting was adjourned.

