



Board of Directors of the District of Columbia Green Financing Authority
Meeting Minutes of Board Meeting #3
Monday, September 23, 2019
2:30 – 4:30pm

A meeting of the Board of Directors of the District of Columbia Green Financing Authority (“DC Green Bank”) was held on Monday, September 23, 2019 at the office of the American Geophysical Union, 2000 Florida Ave. NW, Washington, DC 20009.

1. Call to order and verification of quorum

District of Columbia Green Finance Authority (doing business as DC Green Bank) Board Chair, Brandi Colander, called the meeting to order at 2:38pm. Ms. Colander asked Mr. Ed Hubbard to verify a quorum. With six voting members present, the Board had a quorum, and the meeting continued.

Board members participating: Brandi Colander, Tommy Wells, Edward Hubbard, Ricardo Nogueira, Todd Monash, Hannah Hawkins, Priya Jayachandran, Jonathan Kayne, Bruno Fernandes

Board members absent: Sarosh Olpadwala

Staff attending: Cheryl Chan, Jay Wilson

Members of the public in attendance: Hussain Karim (DOEE), Matthew Brown (Harcourt Brown & Carey), Steve Morgan (Clean Energy Solutions), Shawn Fenstermacher (DCSEU), Sharon Jaye (DOEE/NRDC)

2. Adopt the agenda

A motion was made to adopt the September 23rd meeting agenda by Ms. Jayachandran. The motion was seconded by Mr. Nogueira. The motion passed (6-0-0).

3. Approval of the Minutes from the August 14, 2019 Board Meeting.

A motion was made to approve the minutes from the August 14, 2019 board meeting by Mr. Hubbard. The motion was seconded by Mr. Nogueira. The motion passed (6-0-0).

4. Summary on committee work

HR Committee:

Mr Nogueira (chair of the HR Committee) said the HR Committee is circulating the draft job description of the CEO/Executive Director position. The HR Committee came to the decision to

procure a flat-fee recruitment firm for a limited scope of work. The firm will not be used to actively search for candidates.

Mr. Nogueira moved to approve the decision to hire a limited-scope recruitment firm. Mr. Hubbard seconded. The motion passed (6-0-0).

Governance Committee:

- *Legal Services RFP* - Mr. Hubbard (chair of Governance/Legal Committee) reported that the RFP for Legal Services was approved and posted online on the website.
- *Memorandum of Agreement (MOA) with DOEE* - Mr. Wilson reported about drafting a Memorandum of Agreement (MOA) to establish a formal relationship between DOEE and DC Green Finance Authority to allow for continued operational support from the agency staff. An MOA has been drafted (with some final comments from DOEE's General Council) and will be shared with the Board for discussion. It will be further reviewed by the Governance Committee for execution.

The MOA will also delineate signatory authority and financial responsibility.

Ms. Colander called for a motion to allow DOEE staff to continue moving forward with the MOA. The motion was seconded by Mr. Nogueira. The motion passed (6-0-0).

- *Signatories* - Pending execution of the MOA, Ms. Colander asks the Board to establish Brandi Colander and Jay Wilson as the designated temporary representatives of the DC Green Finance Authority with signatory authority on banking and finance matters. The resolution shall also state that Brandi and Jay will be bonded and insured as qualified representatives of the organization.

Ms. Jayachandran summons a motion to designate Ms. Colander and Mr. Wilson as temporary signatories for the DC Green Finance Authority. The motion was seconded by Mr. Nogueira. The motion passed (6-0-0).

Finance Committee:

Mr. Fernandes (chair of the Finance Committee) reported that the Wells Fargo bank account will be set up in early October in anticipation of transferring \$14M in funds. DC Green Bank may cancel or move funds to another account at any time. Staff will distribute documents for review. Additionally, based on discussion with OCFO staff, the budget has been revised to be more in line with anticipated personnel costs.

5. Public comments

Ms. Colander opened the floor for public comments. There were no public comments at this time.

6. Communications and Engagement

Ms. Colander states that a Communications and Engagement segment will be added to all Board meetings as a standing segment, reporting on staff- and board-level engagement.

Mr. Wilson and Ms. Colander reported that since the last Board meeting, the following public presentations and meetings have occurred:

- 8/15/19 – Meeting with 350DC leadership; general updates & timing (B. Colander)
- 8/15/19 – Meeting with Empower DC and DC Fiscal Policy Institute leadership; general updates (J. Wilson, C. Chan)
- 8/20/19 – Presentation to DOEE Urban Sustainability Administration; general updates & timing (J. Wilson)
- 9/10/19 – Chinese Better Buildings Challenge Workshop, in collaboration with C40; DCGB 101 Presentation (J. Wilson)
- 9/12/19 – American Green Bank Consortium Member only meeting; Round the horn update (J. Wilson, C. Chan)

Regarding the communications consultant, an RFP has been drafted and it will be circulated to the governance committee by the end of the week. RFP will be posted on the website. Ms. Colander also clarifies that the communications consultant's main focus will not be on branding, but will focus on external communications, market analysis, website redesign, and reviewing and auditing what already exists.

7. Insurance

Mr. Wilson updated the Board that payment for both insurance policies, General liability and Director & Officer (D&O) policy, has not been able to be processed by DOEE/DC Government. We will wait until this can be processed by the DC Green Bank. DOEE has verbal confirmation that the policies are in place.

8. Grantee Presentation by Matthew Brown (HB&C)

Matthew Brown from Harcourt, Brown, & Carey (HB&C) presented on the HB&C team and their work for the past year as the grantee to DOEE for the DC Green Bank Development Phase II Grant.

- Work Plan
 - Developing drafts of financial products
 - Organizational documents, development, and governance
 - Outreach and Engagement
 - DC PACE Program integration
- Financial Product and Program Development
 - The HB&C Team recommends several financing products to the Board (including DC PACE), rather than the two originally proposed in the RFA response.
 - Financial Products:
 - (1) Single-Family Residential Product + Process Flow
 - (2) Small Business Product + Process Flow
 - (3) RFP: DC Green Bank Large Commercial, Solar, and Affordable MF
 - DC PACE Integration
 - (4) Integrating DC PACE into the DC Green Bank Report + Process Flow
 - Affordable Multifamily Options
 - + Several options presented in the Affordable Multifamily Presentation
 - Financial Supporting Documentation and Activities
 - DCGB Lender Requirements Document

- Small Commercial Program Guide
- Single-Family Residential Program Guide
- Contractor Implementation Guide
- Templates of all non-lender loan documents/applications (e.g. Certificate of Completion, Contractor applications, etc.)
- Loan Repayment Calculator
- Lender Reporting
- Marketing Strategies for Financing Programs
- Other Tasks not Envisioned in the Original Scope of Work
 - Design Guidelines Memo
 - Large Commercial, Solar, and Affordable Multifamily RFP
 - Financial Self-Sustainability Survey
 - Affordable Multifamily Slide Deck
 - Local Clean Energy Financing Ecosystem
 - Regional Clean Energy Financing
 - Financial Product Matrix
 - DCGB Brand Process Memo
 - Executive Recruitment Firm RFP + Examples
 - The HB&C Team Memo

9. Building Energy Performance Standard (BEPS) Task Force:

Overview: Mr. Wilson gave an overview of the BEPS Task Force. The Clean Energy DC Omnibus Act of 2018 created a new task force to oversee the development and implementation of the building energy performance standards (BEPS) also created by the law. BEPS will require large buildings (50,000 square feet and above) to meet a minimum energy performance standard, or make energy efficiency improvements. The legislation leaves many aspects of the program implementation open for DOEE, with the advice of the task force, to propose through rule-making. The task force is charged with advising DOEE on the regulations that will guide the implementation and enforcement of BEPS as well as supporting technical and financial incentive programs. The 17 member task force will be appointed by the Mayor and comprised of representatives from 5 district agencies, a cross-section of the building and real estate industry, and energy efficiency providers and advocates. The legislation specifies one member to come from the Green Finance Authority.

Timeframe, Schedule, and Outcomes: The task force will be appointed and convene in October. The schedule of meetings has not yet been determined, but we expect frequent (bi-weekly) meetings for the first few months as the task force advises DOEE on draft rules that we aim to release for public comment in the beginning of 2020. After that, the meetings will be less frequent (monthly-bi-monthly) as the taskforce shifts into more of an oversight role.

After some discussion, it was decided that Mr. Wilson will serve as the designee on the task force. Ms. Colander moved to approve the decision to have Mr. Wilson as the designee. Mr. Hubbard seconded. The motion passed (6-0-0).

10. Procurement Policy

Minor updates recommended by DOEE General Counsel after review. Changes will be addressed and an updated document will be distributed to the Board.

11. Public comments

Ms. Colander opened the floor for public comments again. There were no public comments at this time.

12. Presentations from other green banks

The Board discussed when they would like to have presentations from other green banks. It was recommended that webinars or presentations from other green banks around the country should be held at the upcoming Board meetings.

13. Adjourn

Upon a motion made by Ms. Colander, and seconded by Mr. Hubbard, the meeting was adjourned at 4:15p.m.