



MINUTES OF THE NEW YORK RENEWABLE ENERGY DEVELOPMENT HOLDINGS CORPORATION FINANCE COMMITTEE MEETING

September 16, 2025

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Minutes of the New York Renewables Energy Development Holdings Corporation Finance Committee held via videoconference at approximately 9:58 a.m.

Members present were:

John Koelme - Chair
Michael Cusick
Cecily Morris
Bethaida Gonzalez
Laurie Wheelock
Dennis Trainor

Members excused were:

Lewis Warren, Jr. - excused

Also in attendance were:

Justin E. Driscoll	President and Chief Executive Officer
Joseph Kessler	Executive Vice President and Chief Operating Officer
Adam Barsky	Executive Vice President and Chief Financial Officer
Lori Alesio	Executive Vice President and General Counsel
Karina Saslow	Senior Vice President - Human Resources
Daniella Piper	Executive Vice President and Chief Innovation Officer
Robert Piascik	Senior Vice President and Chief Information and Technology Officer
Alexis Harley	Senior Vice President and Chief Risk and Resiliency Officer
Charles Imohiosen	Senior Vice President - Communications and External Affairs
Salman Ali	Senior Vice President - Internal Audit
Paul DeMichele	Chief of Staff
John Canale	Senior Vice President Strategic Supply Management
Maribel Cruz Brown	Senior Vice President - Internal Affairs
Patricia Lombardi	Senior Vice President Project Delivery
Christopher Hutson	Senior Vice President NYPA Development
Karen Delince	Vice President and Corporate Secretary
Victor Costanza	Vice President Chief Information Security Officer
Girish Behal	Vice President - Project and Business Development
Christopher Vitale	Director - Projects
Sandra Bleckman	Workforce Development Project Director
Ricardo DaSilva	Vice President, Strategic Operations
Nicholas Gonzalez	Vice President, Project Finance
Patrick Monaghan	Director – Fleet Operations
Eric Bowers	Vice President - Economic Development and Key Account Management
Chad Gholizadeh	Deputy General Counsel
Felisa Hochheiser	Deputy Corporate Secretary
Sheila Quatrocci	Manager, Corporate Secretary

Michele Stockwell Associate Corporate Secretary
Fiona Khan Senior Assistant Corporate Secretary

Chair John Koelmel presided over the meeting. Vice President and Corporate Secretary Delince kept the Minutes.

Introduction

Chair John Koelmel welcomed committee members and the Authority's senior staff to the meeting. He stated that the meeting has been duly noticed as required by New York State's Open Meetings Law and called the meeting to order.

1. Adoption of the September 16, 2025 Proposed Meeting Agenda

On motion by member Trainor and seconded by member Morris the agenda for the meeting was adopted. (6-0)

Conflicts of Interest

Chair Koelmel and members Trainor, Morris, Wheelock, and Cusick declared no conflicts of interest based on the list of entities previously provided for their review.

2. DISCUSSION AGENDA:

a. New York Renewable Energy Development Holdings Corporation (NYRED)

i. Recommend Authorization of an EPC Contract by Somers Solar, LLC for the Somers Solar Project and an Intercompany Loan Agreement by NYPA – Resolution

Nicholas Gonzalez, Treasurer of NYRED, presented the intercompany loan facility between NYRED and its parent, the New York Power Authority, the 100% owner in New York Renewable Energy Holdings (NYRED).

The loan facility is designed to provide NYRED with revolving credit as it pursues and carries out the authority granted under Section 27-a of the Public Authority Act for NYPA to own, finance and operate renewable generation projects in New York State.

➤ Driving Factors to Move Forward with Intercompany Loan Facility and its Parent

• Structure and Purpose of NYRED

- NYRED was created, in part, to insulate the Authority from liabilities that may arise from developing and owning renewable energy generation projects.
- It was also created to facilitate the purchase of renewable energy project companies and allow for discrete project financing, maximizing the number of renewables the Authority can build under the enhanced Authority.
- However, one of NYPA's advantages in developing renewable energy generation projects came from its strong AA+ credit rating, which allows NYPA to access capital markets for low-cost rates.
- NYPA has access to some of the cheapest financing in power, allowing it to be cost competitive in renewable development.
- NYRED, as a separate entity, does not have a credit rating or the operating history that NYPA has; therefore, NYRED does not have the same access to this capital.

- The organization wanted to find a way to utilize NYPA's strong credit rating to facilitate NYRED's buildout by working with NYPA staff and identified that NYPA has commercial paper facilities with excess capacity that could be issued to fund NYPA's interests in its subsidiaries.
- NYPA can issue Commercial Paper (CP) under its existing facilities and lend to NYRED at significantly lower rates than alternative commercial banking products.
- Market intelligence found that the rate could be 250 to 300 basis points cheaper than commercial banking products for traditional revolver credits.
- **Guidance**
 - The One Big Beautiful Bill and subsequent Treasury guidance gives solar and wind projects until July 5, 2026, to commence construction, which safe-harbors the project and locks in tax credits.
 - If projects do not meet this commence construction date or get placed in service by December 31, 2026, they'll lose at least 30% of the capital stack, increasing the price of renewable energy generation projects for New York State.
- **Benefits**
 - As a result, NYRED is accelerating, pursuing and prioritizing projects in the strategic plan in order to accelerate the safe-harbor projects to ensure tax credits are available and limit any cost impact on New York State rate payers.
 - The acceleration increases NYRED's capital needs and timing that requires NYRED to spend money earlier than expected.
 - The intercompany loan facility will give NYRED much needed liquidity in the time between Board meetings and facilitate the expansion of renewable energy generation for New York State.
 - NYRED expects to manage the loan balance through several sources of repayment.
 - NYRED expects to achieve at least 50% term financing for its projects.
 - The term finance will be used as a take-out mechanism to pay down the loan facility that NYPA has created with the Board and hopes to create with NYRED.
 - NYRED will create operating capital over time as it places assets into service, creating renewable energy generation and additional sources of repayment for NYPA.
 - In the case of default, NYRED can seek a 30-day cure period.
 - If not cured, NYRED will be subject to the inability to draw down on the facility for future loans or may be forced to pay down the loan using excess cash or possibly even selling assets to pay back NYPA.

Gonzalez noted that given the limited operating and credit history of NYRED, and the ability for NYRED to take advantage of its parent's strong credit, we request the Finance Committee recommend to NYRED's Board the execution, delivery, and performance of the intercompany loan facility for up to \$100 million.

➤ **Somers Solar Project**

Gonzalez presented the request for approval and authorization for Somers Solar, LLC, to execute an Engineering, Procurement and Construction Contract, along with other related contracts, for an amount up to \$50 million to construct the 20 megawatt Somers Solar Project in Fort Edward, NY.

• **Request for EPC Contract Approval**

- In February 2025, NYRED purchased 100% interest in Somers Solar, LLC, from CS Energy, making it the first project purchased under NYPA's Enhanced Authority.
- As part of the agreement, CS Energy's Engineering, Procurement and Construction (EPC) subsidiary was given exclusive right and a period of time to negotiate an EPC for the project which was deemed beneficial given their development experience with product, their development history and EPC history in New York State.
- Negotiations have been productive and are ongoing with the expectation to have an executed contract by the end of September 2025.
- NYPA teams have been progressing the project through Limited Notices to Proceed in order to keep the project's in-service date of Q2 of 2027.
- The team has also been working with CS Energy to commence construction with physical offsite work to lock in tax credits and avoid any Foreign Entity of Concern (FEOC)-related issues.
- If the project cannot achieve physical onsite work before the end of this year, due to rain or any unforeseen circumstances, this will ensure the project remains eligible for its 40% investment tax credit for four years.
- The project continues to progress with costs and schedule still on track, per the original expectations.

Gonzalez noted that the staff looks forward to executing this contract and advancing the project into construction. NYRED anticipates funding the project with \$25 million from the intercompany loan facility just discussed.

Chair Koelmel determined that the intercompany loan agreement and the Somer Solar LLC Project should be separated into two voting items. The NYRED Finance Committee voted accordingly:

Intercompany Loan Agreement: On motion made by member Wheelock and seconded by member Cusick, the following resolution was unanimously approved. (6-0)

Somers Solar LLC Project: On motion made by member Trainor and seconded by member Wheelock, the following resolution was unanimously approved. (6-0)

RESOLUTION

RESOLVED, that the Finance Committee of New York Renewable Energy Development Holdings Corporation ("NYRED") hereby recommends that the NYRED Board of Directors (i) authorize, as 100% owner of Somers Solar, LLC, the execution, delivery and performance by Somers Solar, LLC of project contracts including an engineering, procurement, and construction contract with CS Energy, LLC in an aggregate amount up to \$50,000,000 to construct the Somers Solar Project, and (ii) authorize the execution, delivery and performance by NYRED of an Intercompany Loan Agreement with its parent, the Power Authority of the State of New York, in an amount not to exceed \$100,000,000; and be it further

RESOLVED, that the Finance Committee of NYRED hereby recommends that the NYRED Board of Directors approve NYRED's use of capital funds, which may include proceeds of debt issuances, to finance the costs of the Somers Solar Project; and be it further

RESOLVED, that the Finance Committee of NYRED hereby recommends that the NYRED Board of Directors declare in accordance with Treasury Regulation Section 1.150-2, NYRED's official intent to finance as follows: NYRED intends to reimburse to the maximum extent permitted by law with the proceeds of tax-exempt obligations to be issued by NYRED, all expenditures made and which may be made in accordance with the Project described in the foregoing report of the President; and be it further

RESOLVED, that the Finance Committee of NYRED hereby recommends that the NYRED Chair, the President, and all other officers of NYRED be authorized on behalf of NYRED to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution.

3. Next Meeting

Chair Koelmel said that the next NYRED Finance Committee Meeting is to be determined.

Adjournment

At 10:12 a.m. Member Wheelock departed the meeting. A quorum remained present.

On motion made by member Trainor and seconded by member Morris the NYRED Finance Committee meeting was adjourned at 10:15 a.m. (5-0)



Karen Delince
Vice President & Corporate Secretary