



Minnesota Climate Innovation Finance Authority

## Board Meeting Agenda

June 18, 2025 – Minnesota PCA Conference Room 100 / Hybrid Meeting

9:30	Welcome <ul style="list-style-type: none"><li>Approval of Agenda</li></ul>	Bali Kumar, Chair
9:30	Approval of May 21, 2025, Meeting Minutes	Bali Kumar, Chair
9:35	Introduction of New Staff: CFO: Eric Horent – Starting 6/30 Director Communications & Engagement: Mo Schriner – Started 6/4	Kari Groth Swan, Executive Director
9:40	Governance Committee	Bali Kumar, Chair
9:50	Cost of Capital Discussion	Kari Groth Swan, Executive Director & Julia Nelmark, Chair of Credit Committee
10:15	Review of Credit Memos for Approval <ul style="list-style-type: none"><li><a href="#">30,000 Feet</a></li><li><a href="#">Carba</a></li></ul>	Julia Nelmark, Chair of Credit Committee & Peter Klein
11:15	Quarterly Meeting Review June 26 <sup>th</sup> , 12:00–1:30 pm MPCA, Room 100	Mo Schriner, Director of Communications and Engagement
11:30	<a href="#">Executive Director Report</a>	Kari Groth Swan, Executive Director
11:50	Other Business and Discussion	Bali Kumar, Chair
12:00	Adjourn	Bali Kumar, Chair



## Meeting Minutes: Minnesota Climate Innovation Finance Authority Board of Directors

Date: 05/21/2025

Minutes prepared by: Parisa Rostamkhani

Location: Minnesota Pollution Control Agency – Conference room 600 / Hybrid

### Attendance:

- The meeting began at approximately 9:30 am
- Present: Kumar, Teiken, Nelmark, Haagenonson, Benjamin, Kohlasch, Fowler, Warmuth, Sultanova
- Absent: Wyckoff
- Perushek joined at 9:34 am, McKinnon joined at 9:35 am, Mills joined at 9:36 am

### Approval of Agenda:

- Motion: Kumar, Second: Haagenonson
- Unanimous approval- roll call vote

### Approval of April 16<sup>th</sup> Board Meeting Minutes:

- Motion: Kumar, Second: Teiken
- Unanimous approval - roll call vote
- Abstain: Kohlasch, Sultanova, Warmuth

### Governance Committee Update:

- Kumar gave an update on the governance committee. The current members are Mills, Perushek, Kohlasch, and Kumar. The first meeting is in the process of being set up, and Haagenonson will speak on her thoughts from the board retreat.

### Conflict of Interest Policy:

- Nelmark went over the Conflict of Interest policy that was put in place to protect MnCIFA's interest when the board members are contemplating entering a financial proposal or request or any transaction or arrangement that would benefit a private interest of any MnCIFA board members. The Annual Conflict of Interest form and the Board Meeting Conflict of Interest forms were reviewed. The board members will sign the Board Meeting Conflict of Interest form before each discussion and will have a vote on any proposed project finance request. This is only for a member who knows ahead of any board meeting that they have a conflict of interest with a financial proposal. If a board member has a conflict of interest, then the board member shall not participate in the proposed financing request discussion and must recuse themselves from voting on

that particular issue. The Annual Conflict of Interest form will be sent to all board members to be signed and sent back to staff.

- An individual conflict of interest includes, but is not limited to, any of the following conditions:
  - (a) A board member is an employee or board member of an applicant or is a family member of anyone involved in the applicant's agency.
  - (b) The board member works in a volunteer capacity for an applicant or an applicant's organization.
  - (c) A board member has equity or a financial interest in or partial or whole ownership of an applicant organization.
- Improper actions resulting from a conflict of interest include but are not limited to the following:
  - (a) A board member uses their status or position to obtain special advantage, benefit, or access to the applicant's time, services, facilities, equipment, supplies, badge, uniform, prestige, or influence.
  - (b) A board member receives or accepts money or anything else of value from an applicant.
  - (c) A board member votes or takes action on any business of the MnCIFA in a manner that is favorable to the personal interest more than or in opposition to the interest of the MnCIFA.
- Motion to approve the Conflict of Interest Policy:
  - Motion: Nelmark, Second: Mills
  - Unanimous approval – roll call vote
- Credit Committee Updates:
  - Nelmark gave an update on the credit committee discussion on composition and mechanics, evolving lending terms and conditions. There will be non-public credit committee meetings for more robust discussions to be made, so that conversations can be more transparent on certain projects that are brought about. This practice will help in managing both the risk and transparent nature of what the members are called to do.

## **Review of Credit Memos:**

- Winegar, Inc. is seeking approval for a loan of \$1.8 million for the installation of a 600-kW (AC) solar system at its 120,000 square foot manufacturing facility in Waseca. The energy produced will be used to partially power the operations of the facility.
  - A discussion was made on why this specific project was selected to be considered for financing. Peter Klein explained that it will give a significant reduction to CO2 emissions, which is MnCIFA's mission, as well as helping manufacturers in a non-metro area of Minnesota.
  - Motion to authorize a \$1.8 million loan to Winegar, Inc.:
    - Motion: Nelmark, Second: Fowler
    - Unanimous approval – roll call vote
- Neighborhood Development Center is seeking approval for a loan of \$1.5 million for the establishment of a Community Development Financial Institution (CDFI) Small Business Green Energy Loan Fund. This program will focus on serving BIPOC and immigrant-

owned small businesses in Environmental Justice communities across Minnesota. The eligible projects will be decarbonization and renewable energy installations in underserved communities.

- Motion to authorize a \$1.5 million loan to Neighborhood Development Center:
  - Motion: Haagenson, Second: Perushek
  - Abstain: Nelmark, McKinnon
  - Unanimous approval – roll call vote
- Interfaith Power & Light Lake Street Solar is seeking approval for a loan of \$1.8 million to finance a 10-site 579kW portfolio of solar projects on community sites, including places of worship, homeless shelters, and community centers. Both entities will be listed as borrowers on the loan.
  - Motion to authorize a \$1.8 million loan to Interfaith Power & Light Lake Street Solar:
    - Motion: Nelmark, Second: Fowler
    - Abstain: Mills
    - Unanimous approval – roll call vote

## **Executive Director Report:**

- Kari Groth Swan gave an update on the state legislature and federal policy proposals on behalf of Pete Wyckoff. Kohlasch informed that MPCA has been tracking the bill. These grants are focused on greenhouse gas reduction and climate resiliency. McKinnon also mentioned that DEED is waiting for news on an agreement that relates to the state budget results.
- There has been an offer to the position for Communications to Mo Schriener, who is the Director of External Affairs at Commerce. She will start on June 4<sup>th</sup> and will take the lead on the website design. Her contract will be signed by the end of the month.
- References are being checked for the CFO position and hope to have someone by mid-June. The hiring for the CIO position is still in process and anticipate having the position filled by late July.
- A MNIT IT program manager will hopefully start after July 4<sup>th</sup>. This person will help in the procurement of systems needed, such as CRM, funding, lending and portfolio management, grant compliance, website, and technology considerations. Other job descriptions are being drafted with consideration of the Org Chart.
- There will be a binding Insurance Policy effective June 1<sup>st</sup> for Directors' and Officers' liability insurance. The coverage is for a \$1 million limit, which was recommended for an agency this size. This protects MnCIFA's Board and Executive Team if they are personally sued for actual or alleged wrongful acts in management.
- The MnCIFA audit will be completed by September 30<sup>th</sup>, which is in sync with other state agencies.
- There are negotiations being made on a new space for MnCIFA, as Commerce needs their space back by June 1<sup>st</sup> due to the new telework policy mandated by Governor Walz. Anticipate being in our final space by the 1<sup>st</sup> of September.
- We are anticipating the Solar For All \$23.8 million transfer from Commerce sometime soon.
- The GB50 has created two new workgroups that MnCIFA will be participating in; one is a capitalization workgroup, and one is a philanthropic workgroup.

- A one-pager has also been created on Direct Pay that has been used at webinars and other events.

### **Other Business and Discussion for the Board:**

- No other discussion items were made.

### **Motion to Adjourn:**

- Motion: Kumar, Second: Mills
- Unanimous approval – roll call vote
- Meeting ended approximately 12:04 pm

### **Action Items:**

- Board members to receive Annual Conflict of Interest form to fill out and send back by June 1st.