



**Thursday, October 17, 2024**

**3:30 PM**

**Virtual Access:**

<https://us02web.zoom.us/j/85849526423?pwd=MFlpLlRpeEplUXRiUEJlOOGNRRXRqQT09>

**Meeting ID:** 858 4952 6423

**Passcode:** 884745

## Investment Oversight Committee Agenda

<b>3:30 PM – 3:40 PM</b>	<b>Welcome &amp; Overview</b>	<b>Ms. Magruder MCEC, Executive Director Chair Lierman Maryland Comptroller Ms. Powers</b>
<b>3:40 PM – 3:50 PM</b>	<b>Minutes</b> <ul style="list-style-type: none"><li>• August 29, 2024 (ATTACHMENT A)</li></ul>	
<b>3:50 PM – 3:55 PM</b>	<b>C3 Fund Financial Report</b> <ul style="list-style-type: none"><li>• C3 Fund Financial Statements to Date (ATTACHMENT B)</li></ul>	<b>Ms. Magruder</b>
<b>3:55 PM - 4:45 PM</b>	<b>Open Discussion</b> <ul style="list-style-type: none"><li>• Status of Financial Advisors</li><li>• Status Update and Action Plan</li><li>• Applications Pending</li></ul>	<b>Ms. Magruder Chair Lierman Mr. Cowan Mr. Parker</b>
<b>4:45 PM – 4:55 PM</b>	<b>New Business</b>	<b>Chair Lierman Ms. Magruder</b>
<b>4:55 PM – 5:00 PM</b>	<b>Closing Remarks</b>	<b>Chair Lierman Ms. Magruder</b>
<b>5:00 PM</b>	<b>Adjourn Meeting</b>	<b>Chair Lierman</b>

**NEXT MEETING: THURSDAY, DECEMBER 19, 2024, 3:30 PM – 5:00 PM**



Thursday, August 29, 2024

3:30 PM

Zoom Access: <https://us02web.zoom.us/j/86228636118?pwd=RmhKblhJUlrWE04LzZLcFBIM2VnQT09>

Meeting ID: 862 2863 6118

Passcode: 504361

## Investment Oversight Committee Meeting Minutes

**Present:** Chair, Comptroller Brooke Lierman, Vice Chair, Mr. James McDonnell, Mr. Elorm Addae-Nuku, Ms. Yinka Bode-George, Mr. Al Delia, Mr. Christopher Peoples, Ms. Andrea Pelletier, Ms. Marissa Ramirez, Mr. Jimmy Rhee, Ms. Marsha Absher, Ms. Kathy Magruder, Mr. Steven Cowan, Mr. Daniel Hazard, Ms. Pamela Powers, Mr. Keith Wang, Mr. Alex Butler, and Ms. Kim Pezza.

**Excused:** Ms. Watchen Bruce and Ms. Pamela Kelly

**Welcoming Remarks:** Comptroller Lierman welcomed committee members to the meeting at 3:33 PM. Ms. Magruder announced new committee member Ms. Andrea Pelletier and new MCEC Deputy Director of Finance & Innovation Investment, Robert Parker.

**First Order of Business:** The first order was to approve the C3 Fund Investment Oversight Committee Meeting Minutes for Thursday, June 20, 2024.

*Chair Lierman requested a motion to approve the C3 Fund Investment Oversight Committee Meeting Minutes for Thursday, June 20, 2024. Mr. Delia moved the motion. Mr. Peoples seconded the motion. The motion passed with no objections and one abstention.*

*Chair Lierman – AYE*

*Mr. McDonnell – AYE*

*Mr. Addae-Nuku – AYE*

*Ms. Bode-George – AYE*

*Ms. Bruce – EX*

*Mr. Delia - AYE*

*Mr. Grossman – AYE*

*Ms. Kelly – EX*

*Mr. Peoples – AYE*

*Ms. Ramirez – AB*

*Mr. Rhee - AYE*

**C3 Fund Financial Report:** Ms. Magruder directed members to the C3 Fund Financials Statements to Date. She noted the multiple interest earned and explained the restricted funds.

### **Closed Session:**

*Pursuant to MD General Provisions Article, Section 3-305 (14), the Investment Fund Oversight Committee is closing the meeting to comply with the contract awards and open bids exemption.*

*Chair Lierman requested a motion to close the meeting in accordance with Section 3-305 (14) to discuss certain matters before a contract is awarded and bids are open as the purpose of this closed session. Mr. Delia moved the motion. Ms. Pelletier seconded the motion. The motion passed with no objections or abstentions.*

*Chair Lierman – AYE*

*Mr. McDonnell – AYE*

*Mr. Addae-Nuku – AYE*

*Ms. Bode-George – AYE*

*Ms. Bruce – EX*

*Mr. Delia - AYE*

*Ms. Kelly – EX*

*Mr. Peoples – AYE*

*Ms. Ramirez – AYE*

*Mr. Rhee - AYE*



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## Investment Oversight Committee Meeting Minutes

### Open Session:

*Chair Lierman requested a motion to re-open the meeting to transact additional business and report on any action taken during the closed session. Mr. Delia moved the motion; Ms. Pelletier seconded the motion. The motion passed with no objections or abstentions.*

**Closed Session Report:** Chair Lierman announced that the committee discussed C3 Fund project applications, reviewed the recommendations, and made requests for further details when deemed necessary.

*Per recommendation of the IOC subcommittee and MCEC Staff, motion to approve the following contract awards for services to the C3 Fund: Financial Advisory Services by WSP USA, Inc. not to exceed the proposed price of \$187,615 for Modules 1 and 2. Mr. Peoples moved the motion; Mr. Delia seconded the motion. The motion passed with no objections or abstentions.*

*Chair Lierman requested a motion to enter into Master Services Agreements for Due Diligence Support with WSP USA, Inc., ESAI, Inc., and/or Sustainable Capital Advisors for task orders related to modules 3 and 4 at costs to be determined, by MCEC Staff as needed. Mr. McDonnell moved the motion; Mr. Addae-Nuku seconded the motion. The motion passed with no objections or abstentions.*

*Chair Lierman requested a motion to approve the following investments to receive non-binding Letters of Intent, authorizing the MCEC staff to complete the required diligence, negotiation, and documentation necessary to finalize funding awards as recommended by the IOC Sub-committee for: Clean Slate Solar, LLC; Clean Compost, LLC; Service 1<sup>st</sup> Financial (dba Comfort Connect); Pirl Technology; and Alchemy. Mr. Delia moved the motion; Ms. Bode-George seconded the motion. The motion passed with no objections or abstentions.*

*Chair Lierman requested a motion to approve the following proposed investments: Sunrise Church by AMS; Mt. Zion Church by AMS; and Capital Logistics LLC; for further due diligence, qualifications, various terms, conditions, and negotiations subject to additional and final review and approval by the Investment Oversight Committee. Mr. Addae-Nuku moved the motion; Ms. Pelletier seconded the motion. The motion passed with no objections or abstentions.*

**New Business & Announcements:** Ms. Magruder announced the potential for an interim meeting of the Investment Oversight Committee to approve additional projects. Chair Lierman members for their time and announced the next meeting on Thursday, October 17, 2024, at 3:30 PM.

### Adjournment:

*The meeting adjourned at 5:18 PM with consensus.*

**Meeting Recording:** [https://bit.ly/C3IOC\\_2024\\_08-29](https://bit.ly/C3IOC_2024_08-29)



# C3 Fund

Income Statement  
For period ending September 30, 2024

Prepared on  
October 10, 2024

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# C3 Fund Through September 30, 2024

July 2023 - September 2024

	<b>Total</b>
<b>INCOME</b>	
4100 Grant Revenue	
C3 Fund Administration Revenue	10,000,000.00
<b>Total 4100 Grant Revenue</b>	<b>10,000,000.00</b>
<b>Total Income</b>	<b>10,000,000.00</b>
<b>GROSS PROFIT</b>	<b>10,000,000.00</b>
<b>EXPENSES</b>	
6000 Program/Grant Support	
C3F Support	
Outside contractors	5,272.50
Professional services - accounting	6,000.00
Professional services - legal	3,450.50
<b>Total C3F Support</b>	<b>14,723.00</b>
<b>Total 6000 Program/Grant Support</b>	<b>14,723.00</b>
<b>Total Expenses</b>	<b>14,723.00</b>
<b>NET OPERATING INCOME</b>	<b>9,985,277.00</b>
<b>OTHER INCOME</b>	
4950 Restricted Interest Income	203,128.54
<b>Total Other Income</b>	<b>203,128.54</b>
<b>NET OTHER INCOME</b>	<b>203,128.54</b>
<b>NET INCOME</b>	<b>\$10,188,405.54</b>

**Maryland Clean Energy Center  
C3 Fund**

	FY 2024 Actuals	FY 2024 Budget	Variance	FY 2025	FY 2025 Budget	Variance
<b>Income</b>						
C3 Fund Allocation	5,000,000	5,000,000	0	5,000,000	5,000,000	0
<b>Total Allocation</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>0</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>0</b>
<b>Expenses</b>						
6000 Program/Grant Support						
C3F Support						
Fund management	0.00	160,000.00	(160,000.00)	200,000.00	1,650.00	198,350.00
Outside contractors	3,622.50	44,000.00	(40,377.50)	4,000.00		4,000.00
Professional services - accounting & audit	6,000.00	26,000.00	(20,000.00)	26,000.00		26,000.00
Professional services - legal	3,450.50	20,000.00	(16,549.50)	20,000.00		20,000.00
<b>Total C3F Support</b>	<b>13,073.00</b>	<b>250,000.00</b>	<b>(236,927.00)</b>	<b>250,000.00</b>	<b>1,650.00</b>	<b>248,350.00</b>
<b>Net Operating Income</b>	<b>4,986,927.00</b>	<b>4,750,000.00</b>	<b>236,927.00</b>	<b>4,750,000.00</b>	<b>4,998,350.00</b>	<b>(248,350.00)</b>
<b>Other Income</b>						
4950 Restricted Interest Income	149,634.36					
<b>Total Other Income</b>	<b>149,634.36</b>					
<b>Net Income</b>	<b>5,136,561.36</b>	<b>4,750,000.00</b>	<b>236,927.00</b>	<b>4,750,000.00</b>	<b>4,998,350.00</b>	<b>(248,350.00)</b>



CLIMATE  
CATALYTIC  
CAPITAL  
FUND

Investment Oversight Committee Meeting  
October 17, 2024



## Status Update – Action Items

- **RFP Award and WSP Onboarding**
- **Notifications for C3 Fund Round 1 Applicants**
- **Due Diligence Progress**
- **Timeline**



## C3 Fund Applications Overview

- **FY 24 Round 1 Applications: 26; Total \$55.3 million**
  - 8 approved for funding consideration (Intent to Invest letters sent 9/29/24)
    - 3 investments requiring additional diligence and approval
    - 5 investments in due diligence and seeking to close before 12/31/24
  - 18 applications moved to FY25 consideration
  - \$3.97 million intention to invest; \$250,000 allotted for administrative; \$780,000 balance remaining
- **FY 25 \$5.5 million available for Round 2 Applications (includes fund balance remaining, minus admin.)**
  - FY25 new applications: 9; total investment requests: \$12.4 million (Continuation Letters sent 10/7/2024)
    - *EVERY application includes some percentage of grant request*
  - *Current applications under evaluation: 27*
  - *Total investment funding requests under review: \$60.7 million*

## C3 Fund Motion Language on Investments from Last Meeting

*Chair Lierman requested a motion to approve the following investments to receive non-binding Letters of Intent, authorizing the MCEC staff to complete the required diligence, negotiation, and documentation necessary to finalize funding awards as recommended by the IOC Sub-committee for: Clean Slate Solar, LLC; Clean Compost, LLC; Service 1<sup>st</sup> Financial (dba Comfort Connect); Pirl Technology; and Alchemity. Mr. Delia moved the motion; Ms. Bode-George seconded the motion. The motion passed with no objections or abstentions.*

*Chair Lierman requested a motion to approve the following proposed investments: Sonrise Church by AMS; Mt. Zion Church by AMS; and Capital Logistics LLC; for further due diligence, qualifications, various terms, conditions, and negotiations subject to additional and final review and approval by the Investment Oversight Committee. Mr. Addae-Nuku moved the motion; Ms. Pelletier seconded the motion. The motion passed with no objections or abstentions.*

## Intent to Invest Transactions – Current Status

Transaction	Project Type / Sector	Total Ask	Capital Requested	LOI Sent	Data Room Populated	Current Status	Target Closing
Clean Slate Solar, LLC	Solar	\$500,000	Bridge Loan	X	X	Due Diligence & Document Negotiation	12/31/2024
Alchemy, LLC	Chemical	300,000	Convertible Note / Equity	X	X	Due Diligence & Document Negotiation	12/31/2024
Comfort Connect / Service 1st Financial	FinTech	2,750,000	Catalytic Capital + Loan Loss Reserve	X	X	Due Diligence & Document Negotiation	12/31/2024
Pirl Technology, Inc.	Transportation	100,000	Convertible Note	X	X	Due Diligence & Document Negotiation	12/31/2024
Sonrise Church	Rooftop Solar	684,500	Catalytic Capital	X	X	Due Diligence	1Q2025
Mt. Zion Church	Rooftop Solar	546,788	Catalytic Capital	X	X	Due Diligence	1Q2025
Clean Compost, LLC	Waste Reduction	500,000	Catalytic Capital	X	X	Due Diligence	1Q2025
Capital Logistics	Transportation	1,575,000	Catalytic Capital + Loan	X	X	Due Diligence	2Q2025

## C3 Fund Governance Policies For Future Discussion

### Parameters will evolve; new C3 Fund Advisor will deliver suggestions for policy and process

- How does IOC want to provide input to the consultants once they are onboarded?
- What does the IOC expect from the Consultants for the December 19, 2024 meeting?

**Does the IOC want to limit the percentage of grant funding investment from the fund? If so, what is an acceptable portion of grant funding?**

### Exploring additional capital partners for next phases of deployment

- Suggested contacts from IOC and other stakeholders sought