

FINANCE COMMITTEE CHARTER

This Finance Committee Charter was adopted by the Board of Directors (the Board) of the Energy Improvement Corporation (EIC), a public benefit corporation established under the laws of the State of New York, on June 17, 2020.

Purpose

Pursuant to Article 3, Section 16 of EIC's by-laws, the purpose of the Finance Committee is to oversee EIC's debt practices and other financings and to recommend policies concerning EIC's issuance and management of debt.

Duties of the Finance Committee

It shall be the responsibility of the Finance Committee to:

- Review proposals for the issuance of debt by EIC and to make recommendations concerning those proposals to the Board.
- Make recommendations to the Board concerning the level of debt and nature of debt issued by EIC.
- Make recommendations concerning the appointment and compensation of bond counsel, investment advisors and underwriting firms used by EIC, and to oversee the work performed by these individuals and firms on behalf of EIC.
- Meet with and request information from EIC staff, independent auditors and advisors or outside counsel, as necessary to perform the duties of the committee.
- Retain, at EIC's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate.
- Review proposals relating to the repayment of debt or other long-term financing arrangements by EIC.
- Annually review EIC's financing guidelines and make recommendations to the Board concerning criteria that should govern its financings. These should include security provisions required for a bond financing undertaking, specific requirements of credit enhancements or additional guarantees used, such as a pledge of revenues, financial covenants or debt service reserves.
- Report annually to the Board on how it has discharged its duties and met its responsibilities as outlined in this Charter.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter.

Composition of Committee and Selection of Members

Pursuant to Article 3, Section 16 of EIC's by-laws, the Finance Committee shall consist of no less than three independent directors, who shall constitute a majority on the committee. If the Board has less than three independent directors, non-independent directors may be appointed to the

Committee provided that the independent directors constitute a majority of the Committee. The Board shall appoint the members and chair of the Finance Committee. Members shall serve on the Committee at the discretion of the board. Members appointed to the Finance Committee shall have the necessary skills to understand the duties and functions of the Committee.

Meetings

The Finance Committee shall meet at such times as deemed advisable by the Committee's chair. The Committee must meet prior to any debt issuance planned to be undertaken by EIC.

Members of the Finance Committee are expected to attend each committee meeting, in person or via videoconference. The Finance Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the Committee members present or participating through videoconference shall constitute a quorum.

Meeting agendas shall be prepared prior to every meeting and provided to Finance Committee members along with briefing materials in advance of the scheduled Finance Committee meeting. The Finance Committee may act only on the affirmative vote of a majority of the members or by unanimous consent. Minutes of these meetings shall be recorded.

A report of the Finance Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following the Committee meeting.