

# **New York City Energy Efficiency Corporation**

1. **Certificate of Incorporation** (filed October 21, 2010)
2. **First Amendment to Certificate of Incorporation** (filed January 13, 2014)
3. **Second Amendment to Certificate of Incorporation** (filed January 6, 2017)

# Certificate of Incorporation

*[see next page]*

FILING RECEIPT

ENTITY NAME: NEW YORK CITY ENERGY EFFICIENCY CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: NEWY

FILED:10/21/2010 DURATION:PERPETUAL CASH#:101021001003 FILM #:101021000925

FILER:

EXIST DATE

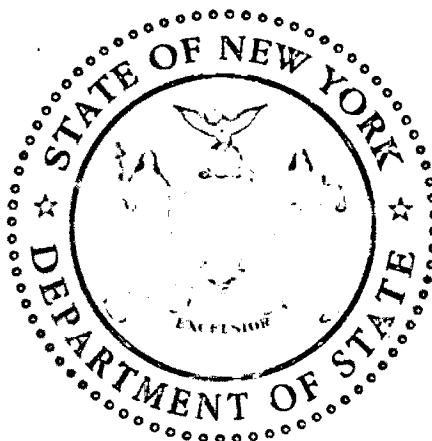
SUSAN FORSYTH  
NEW YORK CITY LAW DEPARTMENT  
100 CHURCH STREET  
NEW YORK, NY 10007

10/21/2010

ADDRESS FOR PROCESS:

C/O CHIEF OF THE DIVISION OF LEGAL COUNSEL  
NEW YORK CITY LAW DEPARTMENT 100 CHURCH STREET  
NEW YORK, NY 10007

REGISTERED AGENT:



SERVICE COMPANY: CT CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEEs	385.00
FILING	75.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	300.00

PAYMENTS	385.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	385.00
OPAL	0.00
REFUND	0.00

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DOS-1025 (04/2007)

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on October 21, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY ENERGY EFFICIENCY CORPORATION

A Not-For-Profit Corporation  
under Section 402 of the Not-For-Profit  
Corporation Law of the State of New York

**THE UNDERSIGNED**, a natural person of the age of eighteen or over, for the purpose of forming a not-for-profit corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

**FIRST:** The name of the corporation is New York City Energy Efficiency Corporation (hereinafter referred to as the "Corporation").

**SECOND:** The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York (the "Not-For-Profit Corporation Law") and shall be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

**THIRD:** The purposes for which the Corporation is formed and will be operated are the exclusively charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), of lessening the burdens of government and protecting the public interest by implementing the greenhouse gas reduction plans of The City of New York (the "City"), including without limitation the provision of funding and financing to property owners in the City for the installation of renewable energy systems and energy efficiency improvements, the development and aggregation of demand for such funding and financing through education, marketing, and outreach efforts, the coordination and development of related workforce development activities, and the promotion of innovative energy initiatives that deliver short- and long-term economic and environmental benefits to City residents (the "Sustainable Energy Program").

**FOURTH:** In advancing such purposes, the Corporation will be performing an essential government function on behalf of the City within the meaning of Section 115(1) of the Code. In furtherance of the promotion of the public interest and said Program and purposes, the Corporation shall have the power to engage in activities (subject to such

restrictions and limitations as may be imposed on not-for-profit corporations by this Certificate of Incorporation, the Not-For-Profit-Corporation Law, or by any other applicable law) including the following:

- (a) to establish the terms, conditions, procedures and requirements to effectuate and implement the planning, development, operation and financing of the Sustainable Energy Program in partnership with the City;
- (b) to negotiate and consummate the acquisition, disposition, transfer or other conveyance of real or personal property related to any energy efficiency improvement or renewable energy system, as such terms may from time to time be defined under the laws of the State of New York or the United States, as buyer, seller, lessee, lessor, assignee or assignor or otherwise in relation to enabling, implementing, promoting or assisting activities in connection with the Sustainable Energy Program;
- (c) to enter into contracts, agreements, leases, licenses and other similar arrangements and instruments (to the extent permitted by, and consistent with, the purposes of the Corporation) with any public or private entity in furtherance of the purposes specified herein;
- (d) to acquire, construct, improve, develop, renovate, rehabilitate, revitalize or replace, any and all energy efficiency improvement or renewable energy system and the operation and maintenance thereof and to support or enhance, directly or indirectly, the financing or refinancing of same;
- (e) to engage the services of one or more developers, contractors, consultants, engineers, brokers, planners, construction managers, property managers, architects, attorneys, advisors, trustees, concessionaires, operators and all other service providers whose services shall be necessary or desirable in connection with the activities of the Corporation;
- (f) to employ any number of part-time or full-time employees to carry out the purposes of the Corporation and the activities referred to herein;
- (g) to apply for, accept, administer and comply with the terms of, any gifts, grants, subsidies, guarantees or loans of funds or property or financial or other aid in any form

from the federal government or any agency or instrumentality thereof, or from the State of New York or the City or any agency or instrumentality thereof or from any other source, for any or all of the purposes specified herein;

(h) to receive, administer and comply with the conditions and requirements respecting donations from individuals, public or private entities or from any other source, for any or all of the purposes specified herein;

(i) to receive moneys derived from any energy efficiency improvement or renewable energy system including, without limitation, charges and other moneys related to and/or necessary for the development, operation and repayment, support or enhancement of any financing for any such improvement or system (together, "Revenues") and to assign, sell or pledge such Revenues to the City or any other entity in furtherance of the purposes referred to herein;

(j) to create or enter into and participate as members in (and in connection therewith, exercise any and all power and right that such membership conveys) limited partnerships, limited liability companies, contracts, leases, licenses and other similar arrangements, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, to secure the payment of any of its debt or other obligations by mortgage, pledge or assignment of its Revenues, securities, contracts or property where situated, and to amend any such agreement or arrangement relating to the same, in each case upon such terms as it may determine;

(k) to lend money or provide other financing in furtherance of the purposes specified herein, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned, financed or invested;

(l) to accrue, assign or pay over to the City, or to such entity as the City may direct, as and to the extent the City may direct, Revenues derived from or in connection with the Sustainable Energy Program; and

(m) to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to perform or exercise under the laws of the State of New York for the purpose of accomplishing any of the purposes referred to herein.

**FIFTH:** Nothing herein shall authorize the Corporation to engage in any of the activities mentioned in Section 404(a) through (w) of the Not-For-Profit Corporation Law.

**SIXTH:** The purposes referred to in paragraph **THIRD** above will achieve the lawful public objective of assisting the City in the implementation of the Sustainable Energy Program and providing improved quality of life for the residents of the City.

**SEVENTH:** The duration of the Corporation is to be perpetual.

**EIGHTH:** The Corporation is not formed for pecuniary profit or for financial gain. The property of the Corporation is irrevocably dedicated to its charitable purposes. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation shall be authorized to pay reasonable compensation for goods purchased or services rendered in connection with the furtherance of the purposes of the Corporation set forth herein.

**NINTH:** (a) No substantial part (within the meaning and for the purposes of Sections 501(c)(3) and 501(h) of the Code) of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise. Nor shall the Corporation directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.



(b) The Corporation shall not engage in any activities not permitted to be carried out by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code and the regulations promulgated thereunder or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

**TENTH:** In the event of dissolution of the Corporation or the winding up of its affairs, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to (i) the City for a public purpose or (ii) an organization described in Section 501(c)(3) of the Code or whose income is also excludible from gross income under Section 115(1) of the Code. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York, pursuant to Section 1008 of the Not-For-Profit Corporation Law.

**ELEVENTH:** The office of the Corporation shall be located in the County of New York in the State of New York.

**TWELFTH:** The Corporation will have Members. The rights and conditions of membership will be stated in the By-laws of the Corporation. The By-laws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation.

**THIRTEENTH:** The Corporation shall be managed by a Board of Directors, which shall, prior to the adoption of the Corporation's By-laws, be comprised of those persons named below each of whom shall serve as Director until her or his successor has been appointed and qualified in accordance with the By-laws of the Corporation. The names, offices and addresses of the initial Directors of the Corporation, each of whom is of legal age to so act, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
David Bragdon	Director, Mayor's Office of Long-Term Planning and Sustainability	253 Broadway, 10 <sup>th</sup> Floor New York, New York 10007

Stephen Goldsmith

Deputy Mayor for Operations

City Hall  
New York, New York 10007

Anthony W. Crowell

Counselor to the Mayor

City Hall  
New York, New York 10007

The term "Director" as used herein shall include any alternate director designated in accordance with the By-laws of the Corporation. Each of the Directors shall serve for the term of office provided in the By-laws and shall be removed from office and replaced as provided in the By-laws.

Each meeting of the Board of Directors of the Corporation shall be conducted in the manner prescribed by the Open Meetings Law of the State of New York (Section 100 *et seq.* of the Public Officers Law of the State of New York) as if the Corporation were a public body as defined therein.

**FOURTEENTH:** The Corporation shall indemnify, defend and hold harmless each Member, Director, each officer and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the fullest extent permitted under the Not-For-Profit Corporation Law.

**FIFTEENTH:** The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State as agent of the Corporation is c/o Chief of the Division of Legal Counsel, New York City Law Department, 100 Church Street, New York, New York 10007.

**SIXTEENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner provided by statute.

IN WITNESS WHEREOF, this certificate has been signed this 21<sup>st</sup> day of  
October, 2010 by the undersigned.

Susan Forsyth  
SUSAN FORSYTH, INCORPORATOR  
NEW YORK CITY LAW DEPARTMENT  
100 CHURCH STREET  
NEW YORK, NEW YORK 10007

CT-07

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2010 OCT 21 PM 1:44

CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY ENERGY EFFICIENCY CORPORATION

A Not-For-Profit Corporation  
under Section 402 of the Not-For-Profit  
Corporation Law of the State of New York

DL RD

Filed by: Susan Forsyth  
New York City Law Department  
100 Church Street  
New York, New York 10007

1.00  
STATE OF NEW YORK  
DEPARTMENT OF STATE

Cust Ref 7977580 cas

FILED OCT 21 2010

TAX \$ \_\_\_\_\_

BY:                     

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DRAWDOWN

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101021000003

# **First Amendment to Certificate of Incorporation**

*[see next page]*

FILING RECEIPT

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ENTITY NAME: NEW YORK CITY ENERGY EFFICIENCY CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROVISIONS

COUNTY: NEWY

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FILED:01/13/2014 DURATION:\*\*\*\*\* CASH#:140113000509 FILM #:140113000480

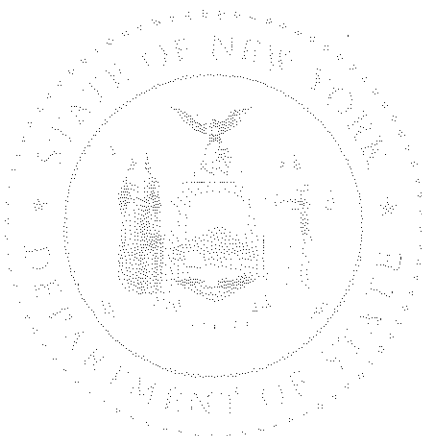
FILER:

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LAUREN MACKSOUD  
110 WILLIAM STREET

NEW YORK, NY 10038

ADDRESS FOR PROCESS:  
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REGISTERED AGENT:  
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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs	65.00
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TAX	0.00
CERT	0.00
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CHECK	0.00
CHARGE	0.00
DRAWDOWN	65.00
OPAL	0.00
REFUND	0.00

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DOS-1025 (04/2007)

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on January 14, 2014.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

140113000

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CSC 45  
Drawdown

New York State  
Department of State  
Division of Corporations, State Records and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

**NEW YORK CITY ENERGY EFFICIENCY CORPORATION**

*(Insert Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

**FIRST:** The name of the corporation is:

New York City Energy Efficiency Corporation

If the name of the corporation has been changed, the name under which it was formed is:

**SECOND:** The certificate of incorporation was filed by the Department of State on:

October 21, 2010

**THIRD:** The law the corporation was formed under is: Not-for-Profit Corporation Law

**FOURTH:** The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law.

**FIFTH:** The corporation is a Type C corporation. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type \_\_\_\_\_ corporation.



**SIXTH:** The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: "Paragraph *First* of the Certificate of Incorporation relating to *the corporate name* is hereby *amended* to read in its entirety as follows:

*First: The name of the corporation is ... (new name) ..."*)

Paragraph THIRTEENTH of the Certificate of Incorporation relating to

The requirement to conduct meetings in accordance with the Open Meetings Law of the State of New York.

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is hereby [*check the appropriate box*] ☐ added to read in its entirety as follows or ☒ amended

to read in its entirety as follows:

**THIRTEENTH:** The Corporation shall be managed by a Board of Directors, which shall, prior to the adoption of the Corporation's By-laws, be comprised of those persons named below each of whom shall serve as Director until her or his successor has been appointed and qualified in accordance with the By-laws of the Corporation. The names, offices and addresses of the initial Directors of the Corporation, each of whom is of legal age to so act, are as follows:

Name	Office	Address
David Bragdon	Director, Mayor's Office of Long-Term Planning and Sustainability	253 Broadway, NY
Stephen Goldsmith	Deputy Mayor for Operations	City Hall, NY
Anthony W. Crowell	Counselor to the Mayor	City Hall, NY

The term "Director" as used herein shall include any alternate director designated in accordance with the By-laws of the Corporation. Each of the Directors shall serve for the term of office provided in the By-laws and shall be removed from office and replaced as provided in the By-laws.

**SEVENTH:** The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

New York City Energy Efficiency Corporation  
110 William Street  
New York, NY 10038  
Attn: Lauren Macksoud

---

**EIGHTH:** The certificate of amendment was authorized by: *(Check the appropriate box)*

- ☒ The amendment was authorized by a vote of a majority of the members at a meeting.
- ☐ The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- ☐ The amendment was authorized by a vote of a majority of the entire board of directors.  
The corporation has no members.

  
(Signature)

Vice President  
(Signer's Title)

Fred Lee  
(Print or Type Signer's Name)

CSC 45  
Drawdown

140113000

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

NEW YORK CITY ENERGY EFFICIENCY CORPORATION

(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name Lauren Macksoud

Address 110 William Street

City, State and Zip Code New York, NY 10038

Cust Ref # 957588 KXK

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 13 2014

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BY: Am

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2014 JAN 10 PM 3:05

2014 JAN 13 PM 12:33

FILED

509

# **Second Amendment to Certificate of Incorporation**

*[see next page]*

FILING RECEIPT

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ENTITY NAME: NEW YORK CITY ENERGY EFFICIENCY CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PURPOSES PROCESS PROVISIONS

COUNTY: NEWY

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FILED:01/06/2017 DURATION:\*\*\*\*\* CASH#:170106000581 FILM #:170106000547

FILER:

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STROOCK & STROOCK & LAVAN LLP  
180 MAIDEN LANE

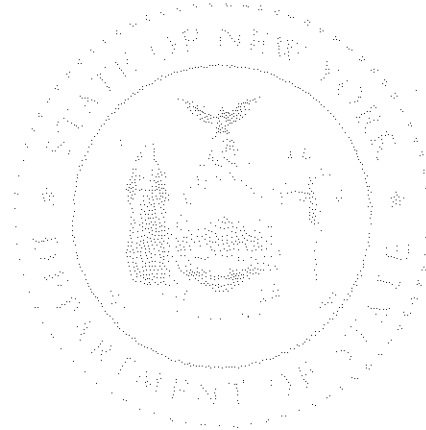
NEW YORK, NY 10038

ADDRESS FOR PROCESS:

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THE CORPORATION  
ATTENTION: GENERAL COUNSEL  
NEW YORK, NY 10018

1359 BROADWAY, 19TH FLOOR

REGISTERED AGENT:



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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES	65.00
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FILING	30.00
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CERT	0.00
COPIES	10.00
HANDLING	25.00

PAYMENTS	65.00
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CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	65.00
OPAL	0.00
REFUND	0.00

450554AJC

DOS-1025 (04/2007)

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on January 9, 2017.

A handwritten signature in dark ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald  
Executive Deputy Secretary of State

CSC 45  
DRAW DOWN

170106000 847

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY ENERGY EFFICIENCY CORPORATION**

**(Under Section 803 of the Not-for-Profit  
Corporation Law of the State of New York)**

It is hereby certified that:

FIRST: The name of the corporation is New York City Energy Efficiency Corporation.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on October 21, 2010 under the Not-for-Profit Corporation Law.

THIRD: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

FOURTH: The certificate of incorporation is amended as follows:

(a) Article THIRD, regarding the purpose of the corporation, is revised to read as follows:

THIRD: The purposes for which the Corporation is formed and will be operated are the exclusively charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), of lessening the burdens of government and protecting the public interest by implementing the greenhouse gas reduction plans of The City of New York (the "City") and undertaking similar efforts outside of the City, including without limitation the provision of funding and financing to property owners for the installation of renewable energy systems and energy efficiency improvements, the development and aggregation of demand for such funding and financing through education, marketing, and outreach efforts, the coordination and development of related workforce development activities, and the promotion of innovative energy initiatives that deliver short- and long-term economic and environmental benefits to residents of the City and elsewhere (the "Sustainable Energy Program").

(b) Article TWELFTH, regarding membership, is revised to read as follows:

"TWELFTH. The Corporation shall not have any Members."

(c) Article FOURTEENTH, regarding indemnification, is revised to read as follows:

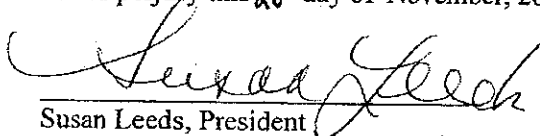
"FOURTEENTH. The Corporation shall indemnify, defend and hold harmless each Director, each officer and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the fullest extent permitted under the Not-For-Profit Corporation Law."

FIFTH: The foregoing amendments of the certificate of incorporation of the corporation were authorized by vote of a majority of the members voting at a meeting at which a quorum was present, the affirmative votes cast in favor of the amendment being at least equal to the quorum.

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him or her is:

New York City Energy Efficiency Corporation  
1359 Broadway, 19th Floor  
New York, New York 10018  
Attention: General Counsel

IN WITNESS WHEREOF, this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 28<sup>th</sup> day of November, 2016.

  
Susan Leeds, President





STATE OF NEW YORK  
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN  
ATTORNEY GENERAL

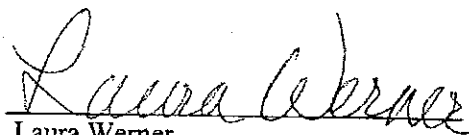
DIVISION OF SOCIAL JUSTICE  
CHARITIES BUREAU

The Attorney General hereby approves pursuant to NPCL 804(a)(ii)(A) the proposed  
Certificate of Amendment of

**New York City Energy Efficiency Corporation**

Said approval is conditioned on submission to the Department of State for filing within 60 days  
hereafter. A copy of the filed certificate shall be provided to the Attorney General.

December 13, 2016  
Date

  
Laura Werner  
Assistant Attorney General

CSC 45  
DRAW DOWN

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NEW YORK CITY ENERGY EFFICIENCY  
CORPORATION**

(Under Section 803 of the Not-for-Profit  
Corporation Law of the State of New York)

2017 JAN -6 PM 3:43

FILED

LC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 06 2017

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Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038

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2017 JAN -6 PM 12:04

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