

PHILADELPHIA ENERGY AUTHORITY

**Minutes of the Special Meeting of the Board of Directors of
The Philadelphia Energy Authority**

November 24, 2015

The Special meeting (the “Meeting”) of the Board of Directors (the “Board”) of The Philadelphia Energy Authority (the “Authority”) was held on November 24, 2015, beginning at 9:00 AM, at University of Penn, 3101 Walnut Street, Philadelphia, Pennsylvania.

The following members of the Authority were present at the meeting:

Christopher A. Lewis (by phone)

Kenneth Ogawa

Emily Schapira (by phone)

Barbara Adams (by phone)

Present at the Meeting was Jill Kowalski, Executive Director (by phone), Philadelphia Energy Authority. No individual from the public was in attendance.

Call to Order

Ms. Schapira called the Meeting to order. She determined that a quorum was present and that the Meeting was properly advertised. Ms. Schapira welcomed everyone to the meeting. Mr. Lewis joined the call.

Resolutions for Board approval:

1. The Board approves implementing the Philadelphia Energy Campaign as generally described in materials presented to City Council President Clarke on November 10, 2015 (“Campaign”). Passed unanimously.
2. The Board approves the appointment of Jill Kowalski and Emily Schapira to serve as the Selection Committee with respect to the approval and execution of all contracts of PEA to implement the Campaign and to take all actions necessary on behalf of PEA to implement such Campaign at a cost of no more than \$50,000; provided that the responsibility of PEA for all payments under such contracts shall be limited to funds made available for the purpose of the Campaign by the City, acting through the City

Council, unless any commitment to the expenditure of funds by PEA pursuant to any contract is expressly approved in writing by the Treasurer of PEA. Further, the Board approves the actions of all PEA staff and board members to date with respect to the Philadelphia Energy Campaign. Until the later of January 15, 2016 or expenditure of the \$50,000 made available by the City Council for the Philadelphia Energy Campaign, this resolution shall supersede any prior resolution inconsistent herewith, including any resolution which limits the authority of the Executive Director of PEA to approve and execute contracts or make expenditures on behalf of PEA. Passed unanimously.

3. The Board approves the recommendation of the Selection Committee to award the policy consulting contract for the Philadelphia Energy Campaign to Roger Clark pursuant to the proposal from Mr. Clark quoting a fee of \$25,000 for such services. Passed unanimously.

Upon motion duly made and seconded, all resolutions were unanimously approved and adopted by the Board.

Mr. Ogawa noted that further discussion of the FY 2017 budget is required due to the unresolved path of financing for the Public Safety Campus central utility plant and the undefined role of PEA.

There being no further business to come before the Board, on motion duly made and seconded the Meeting adjourned until the next meeting of the Board, scheduled for January 7, 2016.

Respectfully submitted,

Secretary to the Board of Directors