

**Philadelphia Energy Authority  
Minutes of the Special Session of the Board of Directors  
March 3, 2025**

The Special Session ("the Meeting") of the Board of Directors (the "Board") of the Philadelphia Energy Authority ("the Authority" or "PEA") was held on March 3, 2025 beginning at 5:45pm both in person at PEA's Office and via teleconference on Zoom.

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

E. Mitchell Swann  
Elinor Haider  
Matthew Bowman  
Barbara Adams  
Sophia Lee  
Matthew Stitt

Also present at the Meeting were: Katie Bartolotta (PEA), Alexis Lounsbury (PEA), Emily Schapira (PEA), Matt Stern (PEA), Kayla Dargan (PEA), Baird Brown (Eco(n)law), David A. Lopez, CPA (David A. Lopez and Company, LLC), Terrance Solik

**Call to Order**

Mr. Swann (Chair) called the Meeting to order at 5:49pm EST. Mr. Swann determined that a quorum was present and confirmed that the Meeting was properly advertised.

**Public Comment**

Members of the public gave introductions. No further public comments were made.

**Call to Motion Proposed Resolutions**

Mr. Brown and Ms. Schapira provided background information on the proposed Guaranteed Energy Savings Act (GESA) contract between PEA and Johnson Controls (JCI) to install energy conservation measures at 14 City-owned buildings across the City of Philadelphia, along with a corresponding Intergovernmental Agreement between PEA and the City of Philadelphia.

Ms. Schapira requested consideration of the following resolution to authorize both contracts:

**RESOLUTION SS030325-01: AUTHORIZING THE EXECUTION OF CONTRACTS WITH  
JOHNSON CONTROLS AND THE CITY OF PHILADELPHIA RELATED TO DESIGN AND  
INSTALLATION OF ENERGY CONSERVATION MEASURES WITHIN PHILADELPHIA  
CITY-OWNED BUILDINGS**

***WHEREAS, The Philadelphia Energy Authority (the "Authority") is a public body and a body corporate and politic existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") and organized pursuant to the Pennsylvania Municipality Authorities Act, 53 Pa. C.S. §5601 et. seq., as amended (the "Act"); and***

**WHEREAS**, under the Act, the Authority has all powers necessary or appropriate to carry out and effectuate the purposes and provisions of the Act including, inter alia, the powers to acquire, construct, finance, improve, maintain and operate projects for transportation, bridges, tunnels, highways, parkways, traffic distribution centers, parking spaces and all facilities necessary or incident thereto, and to finance the Project (as defined below), and to issue its bonds, notes or other evidences of indebtedness for the Project; and

**WHEREAS**, the City and PEA solicited proposals from qualified firms through issuance of a Request for Proposals dated October 30, 2023 ("**RFP**") in accordance with the Guaranteed Energy Savings Act, 62 Pa. C.S. § 3751 et seq.; and

**WHEREAS**, as part of the RFP selection process Johnson Controls, Inc ("Contractor") provided an RFP response including an initial feasibility analysis (the "**RFP Response**") to determine likely energy conservation measures, the associated energy savings, and estimates of the cost of installation; and the Authority and City selected the Contractor based on the RFP Response;

**WHEREAS**, in order to benefit the people of the City by, among other things, increasing their commerce, health, safety and prosperity, upon the City's adoption of Bill 250103, the Authority will, at the direction, and with the cooperation, of the City, undertake pursuant to an Intergovernmental Agreement between the City and the Authority to enter into a Guaranteed Energy Savings Contract with the Contractor, for the development and installation of a project (the "Project") consisting of the design, procurement, installation, modification, and training in the operation of energy conservation measures that will reduce energy consumption and maintenance of the following fourteen (14) City-owned properties: 1301 Filbert St., 1401 JFK Blvd., 1515 Arch St., 1400 Market St., 555 S. 43rd St., 4400 Haverford Ave., 1900 N 20th St., 301 W. Girard Ave., 131 E. Cheltenham Ave., 2230 Cottman Ave., 2840 West Dauphin St., 907 Hamilton St., 1300 E. Tulpehocken St., and 1981 N. Woodstock St., Philadelphia, Pennsylvania, respectively: Juanita Kidd Stout Criminal Justice Center, Municipal Services Building, One Parkway Building, Philadelphia City Hall, Health Center #3, Health Center #4, Health Center #5, Health Center #6, Mattie L. Humphrey Health Center (Health Center #9), Health Center #10, Strawberry Mansion Health Center, Our Brothers' Place, Stenton Family Manor, and Woodstock Family Center.

**THEREFORE, BE IT RESOLVED**, that the President and Chief Executive Officer of the Philadelphia Energy Authority is hereby authorized and directed to enter into a Guaranteed Energy Savings Contract (the "**GESC**") with Contractor substantially in the form attached hereto, with such changes as the President and Chief Executive Officer shall deem appropriate in consultation with counsel, and an Intergovernmental Agreement (the "**IGA**") with the City of Philadelphia related to the project in substantially the form attached hereto, with such changes as the President and Chief Executive Officer shall deem appropriate in consultation with counsel and to take all steps necessary and convenient to enter into and perform the GESC and the IGA and support the development and installation of the Project.

Upon motion duly made by Ms. Adams and seconded by Ms. Lee, the Board approved the resolution unanimously.

Ms. Schapira requested consideration of the following resolution to authorize the change of PEA's registered office address:

***RESOLUTION SS030325-02: AUTHORIZING APPROVAL OF CHANGE OF ADDRESS***

***WHEREAS***, the Authority, with the approval of the Board, has leased new offices at 30 S. 15th Street, Suite 801, Philadelphia, PA 19102 and moved out of City Hall. Accordingly, it is:

***RESOLVED***, the Board approves the change of address of the registered office of the Authority to 30 S. 15th Street, Suite 801, Philadelphia, PA 19102, and the duly serving officers are directed to notify the Pennsylvania Secretary of State in the manner required by law.

Upon motion duly made by Ms. Haidor and seconded by Ms. Adams, the Board approved the resolution unanimously.

**New Business**

No new business was brought forward for consideration.

**Adjournment**

Mr. Swann moved to adjourn the Meeting, there were no objections and adjournment was unanimously approved.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to be 'A. Swann', is written over the printed name of the Secretary.

Secretary of the Board of Directors