

**In accordance with the By-Laws of the Sustainable Energy Utility Inc., Article III, Committee's, Section 3.1, Committees of Directors – The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. On a motion by Joseph Schorah seconded by Charles Wagner, the Board of Directors designated the following Committee; adopted on January 15, 2015.**

**EXECUTIVE COMMITTEE** - *Chaired by the Chairman of the Board, the Executive Committee performs the duties and exercises the powers of the Board of Directors between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet.*

1. \*Senator Harris B. McDowell, III – Chairperson
2. Vice Chairperson – Richard Jones
3. Kristopher E. Knight – Treasurer/Secretary
4. Shawn Garvin – Secretary of Department of Natural Resources
5. Anthony J. DePrima – Executive Director , Ex-Officio

**GOVERNANCE & NOMINATING COMMITTEE** – *Chaired by the Vice-Chairperson of the Board, the Governance & Nominating Committee assists in oversight of matters relating to the composition, organization and effectiveness of the Board and its committees, oversees compensation and benefits policies, performance and compensation of the Executive Director and senior staff, succession planning, and organization changes. This committee will recommend candidates to the Governor for consideration for Board vacancies.*

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| 1. <u>Vice Chair - Richard Jones</u> | 3. <u>Harris McDowell</u> |
| 2. <u>Joseph Schorah</u>             | 4. _____                  |

**FINANCE & AUDIT COMMITTEE** – *Chaired by the Treasurer/Secretary of the Board, the Finance & Audit Committee assist the Board in its oversight of the management of the organization's financial assets, review and recommends approval of annual operating budget, regularly review financial results, and ensure the maintenance of an appropriate capital structure. The committee will also oversee all organizational lending and bond issuance, as well as recommend potential new revenue sources for consideration by the Board. In addition, the committee assist the Board in its oversight of the integrity of the financial statements, compliance with legal are regulatory requirements and ethical standards, and the independence and performance of the internal and independent auditors.*

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| 1. <u>Kristopher E. Knight – Chairperson</u> | 3. <u>Drew Slater</u>     |
| 2. <u>Trey Paradee</u>                       | 4. <u>Harris McDowell</u> |

<p><u>Loan Committee</u> Consist of Finance Committee plus Tony and Doug Bacher (always invite Brent Shaffer)</p>
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**ENERGY PROGRAMS COMMITTEE** – *Chaired by DNREC Secretary, the Energy Programs Committee assists the Board in its oversight of legislatively mandated programs, activities, and policies and procedures. The committee will work closely with the Board's Finance & Audit Committee in developing and accessing the organization's program effectiveness and efficiency in compliance with accepted industry standards. In addition, the committee reviews proposed programs, RFP's and contract prior to submission to the Board for approval.*

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| 1. <u>Shawn Garvin - Chairperson</u> | 5. <u>Harris McDowell</u> |
| 2. <u>Drew Slater</u>                | 6. <u>Sean Finnigan</u>   |
| 3. <u>Trey Paradee</u>               |                           |
| 4. <u>Michael J. Chaies</u>          |                           |

\*Executive Committee Chairperson is a member of all Committees