

Frequently Asked Questions Strategic Advisory & Capital Arranger Services Request for Proposals No. 9 (“RFP 9”)

- 1. Are proposers expected to have evaluated various alternatives and chosen what they view as the most viable course of action prior to submitting a proposal? If so, is it expected that proposals contain preliminary recommendations or conclusions?**

No. As stated in RFP 9, proposers are expected to demonstrate why they are well-positioned to analyze the various alternatives and determine the best pathway forward based on work that will be conducted during the advisory period. The advisory period will take place following selection of an advisor.

- 2. Please discuss New York’s past and future involvement in NY Green Bank (“NYGB”). Please discuss the governance of NYGB, and the process to make modifications/adjustments to accommodate incoming investors.**

As discussed in Section 2.1.1.3 (Organizational Design) of RFP 9, NYGB plans to review its organizational structure, in accordance with recommendations made by the Advisor. NYGB understands that institutional investors making significant capital commitments may require certain governance commitments, and NYGB is open to considering such provisions as necessary to achieve its objectives and deliver on its mandate. Should any such changes to organizational structure be identified, NYGB will work with NYS officials to determine an optimal path forward.

- 3. Discuss the process/opportunity set for NYGB to advance green banks outside of New York.**

As referenced in Section 1.4 (Third-Party Mobilization Opportunity) of RFP 9, NYGB’s third-party capital raise will enable it to consider investable projects that extend beyond the boundaries of New York State, resulting in expanding transaction scale and leverage, and increasing the amount of clean energy and sustainable infrastructure that will be deployed for every dollar invested. NYGB anticipates forming alliances with organizations outside NYS, including local green banks in other states, to surface additional investment opportunities for NYGB and its capital providers. As part of the Advisory Services, NYGB may seek advice or input as to the most effective way to work within such alliances.

- 4. What has the gross/net IRR been historically for private investors? What will the target gross/net IRR be for private investors going forward?**

As described in Section 4.1 (Selection Process & Contract Award) of RFP 9, additional data (including historical and target performance) will be shared with proposers selected to make presentations to the Scoring Committee following execution of a non-disclosure agreement.

- 5. Will NYGB accept separate proposals for Strategic Advisory Services or Capital Arranger (Placement Agent) Services?**

As set out in Sections 2.1 (Scope of Services) and 2.2 (Proposers) of RFP 9, NYGB requires proposers to submit a single proposal that addresses all elements of the scope of work.

- 6. Would NYGB consider proposals from separate firms that elect to partner to deliver on the two principal scopes of work - Strategic Advisory Services or Capital Arranger (Placement Agent) Services? Would the Advisor be permitted to hire a subcontractor after being selected to provide services to NYGB? Must subcontractors be disclosed in the submitted proposal? If, as a result of**

decisions made during the Strategic Advisory phase of the engagement, the Advisor determines that best execution would require another placement agent not identified in the proposal to access a particular investor market, would the Advisor be able to facilitate such a change at that point in time?

As stated in RFP 9 Sections 2.2 (Proposers), 3.1.1 (Description of Services) and elsewhere, qualified proposals must include an ability to provide all described services and should identify the firm(s) that will provide each component of the services.

Proposers may elect to identify firms that are not co-proposers, but which may be included as later capital placement partners subject to their expertise with specific investment vehicles or investor types.

The advisory contract will include subcontracting procedures and, in the event later subcontractors that were not identified in the proposal are required or advisable, the Advisor will need to meet competitive procurement guidelines (such as negotiating with at least three potential partners in selecting and recommending preferred partner) to subcontract with firms not previously identified in the proposal.

- 7. Does NYGB have any preferred partners (e.g., technical advisors, market consultants)? Is engagement of this type of advisor an element that must be determined upfront? Has NYGB selected its legal counsel for the third-party capital mobilization initiative?**

NYGB does not have preferred partners, and is in the process of selecting outside counsel related to this initiative.

- 8. With regard to structuring the engagement as discussed in Sections 3.2.1 (Firm) and 3.4.2 (Timing & Processes), who will be the “day-to-day” contact(s) for the selected Advisor? If the individuals are unknown, what type of access will the Advisor have to the NYGB team?**

NYGB will provide the selected Advisor with timely access to senior leadership and other members of the NYGB team, as necessary. NYGB recognizes that the Advisor will be operating against short timelines and is prepared to give the Advisor the access needed in order to deliver the most effective results.

- 9. What restrictions (if any) are there on the proposing team being paid on money raised from pension plans/investment funds affiliated with New York and / or other states?**

There are no restrictions associated with NY Green Bank itself; any such restrictions that may be inherent with a particular capital source would need to be complied with, as with any other fund raise effort.

- 10. Approximately how much data (MB or pages) does NYGB currently have of business-critical documentation (loan/investment documentation, environmental impact statements, etc.)? This is for the purposes of obtaining an accurate quote on data room services.**

NYGB intends to assemble a data room that is comparable – i.e., of similar structure and volume of documentation – to other typical Advisory and Capital Placement engagements, and in response to the Advisor’s request for NYGB data/documents. NYGB does not expect proposers to seek firm data room service quotes. Please include typical fees in Attachment A (Proposer Fee Schedule) and include your assumptions in the Comments field.

- 11. Beyond submitting responses to the RFP online, is there any requirement to provide hard copies to the NYGB? If this is required or would be helpful, please indicate how many copies are required, by what time, and at what address?**

No hard copies will be required or accepted as a response to RFP 9. NYGB will only accept submissions through its online portal, which can be found on the NYGB website. The portal is open for submissions through 5.00 p.m. (Eastern Time) January 16, 2018.

12. Can additional appendices be included in the RFP submission, where space limitations are otherwise outlined?

Please refer to submission instructions on the RFP Resources page of the NYGB website. NYGB's online portal will permit the submission of no more than six appendices. Proposals should be succinct and abide by the guidelines provided in RFP 9. In the case that additional information is required in order to effectively communicate a material/significant component of a proposal, NYGB will review such additional information.