MISSOURI GREEN BANC | NATIONAL PACE CAPITAL ACCESS

Charter Council Charter

Governance of the NPCA advisory body

Program: National PACE Capital Access (NPCA)

Operator: Missouri Green Banc, Inc. (MGB) — 501(c)(3) nonprofit green bank

Statutory C-PACE Authority: Missouri Clean Energy District (MCED), §67.2800 RSMo

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About this Charter

Plain-language note

The Charter Council is the advisory body of NPCA. It is not a board. It does not control MGB and it does not set policy on its own. It is the structured forum through which MGB hears the capital community's voice and the contractor community's voice on how NPCA works. Charter Council membership is earned by sustained contribution of time, expertise, and program engagement — not by financial contribution, fee payment, or tier purchase. Council seats include representation from both the capital track and the contractor track. This Charter explains what the Council does, who serves on it, how members are selected, and how the Council operates.

1. Purpose

The Charter Council exists to:

- Give MGB structured, ongoing input from senior practitioners — on both the capital side and the contractor side — on NPCA documentation, criteria taxonomy, and operating practice.
- Help MGB anticipate market shifts — in pricing, structure, regulation, technology, workforce, and sponsor expectations — that affect Missouri C-PACE.
- Surface friction in NPCA workflows that capital providers, contractors, and property owners actually experience.
- Strengthen NPCA's credibility with the broader capital and contractor communities by demonstrating that the program listens to and reflects practitioner experience across both tracks.
- Provide a transparent recognition mechanism for capital providers, contractors, and individuals whose sustained service has materially advanced the program.

2. Authority

- The Council is advisory only. MGB's Board and management retain all decision-making authority over NPCA.
- MGB will give the Council a meaningful opportunity to comment on material changes to NPCA program documents before they take effect.
- MGB will tell the Council, in writing or at the next meeting, what it did with Council input and why.

- Council input does not bind MGB, MCED, or any Council member's institution or firm.
- Charter Council membership confers no commercial advantage in NPCA matchmaking on either track, no priority access to project introductions, no preferred-provider or preferred-contractor designation, and no special status in registration.

3. Membership

3.1 Basis of membership

Charter Council seats are recognition seats. Members are invited based on documented criteria for sustained contribution to NPCA. There is no fee, contribution, or financial commitment associated with membership. Membership in the Council does not affect the member's NPCA participation status on either track — every Council member remains a Registered Capital Provider or Registered Contractor on level footing with all other Registered participants of the same type.

3.2 Invitation criteria

MGB invites Charter Council members based on one or more of the following kinds of sustained service:

- Substantive contribution to the framework, documentation, or operating practices of NPCA during program design or subsequent revision.
- Sustained transaction or project participation — multiple closings on the capital side, or multiple completed projects on the contractor side, over time on Missouri C-PACE projects sourced through NPCA or in materially equivalent transactions.
- Market intelligence sharing — contribution of anonymized data, market commentary, or research that has informed NPCA reporting or program direction on either track.
- Education and content contribution — development of education materials, training content, or peer-roundtable content benefiting the program.
- Comparable service to NPCA at the discretion of MGB and the Council.

3.3 Composition

- The Council seeks a balanced composition drawn from both the capital track and the contractor track, with a working aim of roughly equal representation between the two participant sides, adjusted based on the state of the platform and the topics before the Council.
- Each member institution or firm designates one primary representative and one alternate.

- Designated representatives should be senior practitioners with authority to speak about institutional or firm appetite and practice.
- Where an individual (rather than an institution or firm) has earned a Council seat through personal contribution, the seat may be held individually.
- The Council aims for a mix of registration categories on both tracks so that the advisory voice reflects the diversity of the platform. The mix is descriptive, not formulaic; no category receives a guaranteed number of seats.

3.4 MGB participants

- The President of MGB chairs the Council.
- Other MGB staff attend as the meeting agenda requires.
- MCED leadership may attend as observers when topics affect MCED operations.

3.5 Outside observers

- MGB may invite outside observers — attorneys, accountants, public officials, foundation partners, sponsor representatives, property owner representatives — for specific agenda items.
- Outside observers do not have voice on procedural matters unless the Chair invites it.

4. Meetings

4.1 Regular meetings

- The Council meets at least three times each year.
- Meetings may be in person, virtual, or hybrid. At least one meeting each year is in person if practical.
- The Chair publishes the year's meeting calendar in advance.

4.2 Special meetings

- The Chair may call a special meeting on at least ten days' notice.
- A majority of Council members may also request a special meeting through the Chair.

4.3 Agendas and materials

- The Chair circulates an agenda and supporting materials at least five business days before each meeting.
- Council members may submit agenda items to the Chair at least ten business days before the meeting.

- Where an agenda item affects one track more than the other, MGB signals this in the agenda so relevant members can prepare.

4.4 Minutes

- MGB staff keep minutes of each meeting.
- Minutes capture decisions taken, advice given, and the rationale for material changes proposed.
- Minutes are circulated to Council members within ten business days of the meeting.

5. How the Council works

5.1 Style

- The Council operates by discussion and rough consensus where possible.
- When views diverge meaningfully, the Chair captures the range of views in the minutes rather than forcing a vote.
- Where a vote is helpful, each member institution or firm (or individually-seated member) has one vote. The Chair votes only to break a tie.
- On issues that primarily affect one track, the Chair may take an advisory vote of members from that track alongside the full Council vote.

5.2 Quorum

- A quorum is a simple majority of seated members.
- If a meeting lacks a quorum, discussion may proceed but no votes are taken.

5.3 Topics the Council typically addresses

- Changes to the Program Framework, Participation Agreements, Code of Conduct, Matchmaking Protocol, Suspension and Removal Procedures, Lending Criteria Profile, or Contractor Capability Profile.
- Annual NPCA performance and market intelligence covering both tracks.
- Recruiting priorities and gaps in the registered pools on both tracks.
- Common friction points in transactions — mortgage holder consent, documentation, third-party reports, MCED process touchpoints, contractor bid processes, insurance and licensing questions.
- Tie-breaker design and fairness in the Matchmaking Protocol on both tracks.
- Program-level partnerships with MCED, CLEAR, the Coalition for Green Capital, MIF, ICLEI, USDA REAP, GGRF programs, and similar.
- Anything else the Chair or members put on the agenda.

5.4 Topics outside the Council's scope

- Individual transactions, sponsors, property owners, capital providers, contractors, term-sheet terms, or bid amounts.
- MGB internal personnel matters.
- Council members' own institutional pricing, terms, or competitive positioning.
- Allocation of matchmaking introductions among participants.

6. Conflicts and confidentiality

6.1 Conflicts

- Council members disclose conflicts of interest as they arise. A standing disclosure at the start of each meeting cycle is acceptable for ongoing conflicts.
- Members with a material conflict on a specific agenda item recuse themselves from discussion and decision on that item.
- Where a capital-side and contractor-side Council member have a pre-existing business relationship, both disclose that relationship in the standing conflicts register.

6.2 Confidentiality

- Council discussions are confidential. Members do not share specifics outside the Council without the Chair's permission.
- Aggregate themes may be shared publicly through NPCA market intelligence and other reports.
- Confidential business information shared in support of an agenda item stays within the Council and MGB.

6.3 Antitrust

- The Council does not discuss prospective pricing, allocation of property owners or geographies among members, or any topic that would raise antitrust concerns. This applies on both the capital track and the contractor track.
- The Chair watches for drift and redirects when needed.
- MGB may consult counsel about agenda items if there is any doubt.

7. Terms, rotation, and exit

- Charter Council seats continue as long as the member's underlying NPCA Participation Agreement is in good standing and the basis for invitation remains current.

- Designated representatives may change at any time on written notice to the Chair.
- A member may resign from the Council at any time on written notice to the Chair, without affecting the member's NPCA Participation Agreement.
- MGB may, after consultation with the Council, ask a member to step down where the basis for the original invitation has materially changed. Removal from the Council does not affect the member's standing as a Registered Capital Provider or Registered Contractor.

8. Sub-committees and working groups

- The Chair may form working groups for time-bound topics — for example, a documentation refresh, a market-intelligence design, a recruiting initiative, or a track-specific practice issue.
- Working groups may be track-specific (capital track working group, contractor track working group) or cross-track.
- Working groups may include non-Council participants invited for specific expertise.
- Working groups report to the Council and disband when their work is complete.

9. Recognition and compensation

- Charter Council members are recognized in NPCA materials by name and institution or firm.
- Service on the Council is uncompensated.
- Members cover their own travel and other expenses.
- MGB covers meeting-hosting costs (venue, food, materials, video conferencing).

10. Changes to this Charter

- MGB may update this Charter from time to time.
- Material changes are discussed with the Council before adoption.
- The Council may propose amendments to MGB at any time.

Document NPCA-CCC-001. Membership in the Charter Council confers no commercial advantage, no priority access to project introductions, and no preferred-participant status in NPCA matchmaking on either track. NPCA is free at the point of use for all three participant types.