

**CONFIDENTIAL  
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**MEMORANDUM**

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To: City Manager Kathleen Gill  
Mayor Yadira Ramos-Herbert  
Councilmember Martha Lopez- Hanratty  
Councilmember Albert Tarantino  
Councilmember David Peters  
Councilmember Shane Osinloye  
Councilmember Matt Stern  
From: Dawn M. Warren, Corporation Counsel  
Date: February 7, 2024  
Re: Sustainable Westchester

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This is a follow-up to the Executive Session held on November 14, 2023, regarding the contracts currently in place with Sustainable Westchester ("SW"). I have since obtained an opinion from outside counsel, Harris Beach, dated December 31, 2023 (copy attached). In sum, Harris Beach opines that the failure of former Mayor Bramson and Councilmember Kaye to publicly disclose their interest in SW and recuse themselves from voting on the legislation passed by the City Council benefitting SW, renders the contracts "null, void and wholly unenforceable." The Electric Service Energy ("ESA") is the only contract currently pending with SW. All other contracts between the City and SW have expired.

In light of the foregoing, the following options are available to the City concerning the pending ESA: (1) ratify the ESA and continue services with SW until the contract expires on October 31, 2024, or (2) end the ESA and, if Council so desires, issue a new RFP for program administrative services. These options are further discussed below.

Of note, Councilmember Kaye, is required to publicly disclose her interest in SW and should recuse herself from any vote taken with respect to the ESA. Therefore, I have not included her in the distribution of this Memorandum.

OPTIONS:

The ESA has a two-year term that began on November 1, 2022, and runs through October 31, 2024. This leaves approximately 8 ½ months remaining on the ESA. The City Council can vote to ratify the contract (*i.e.*, accept the current terms and conditions of the ESA) thereby rendering the contract legally enforceable. A simple majority of those voting determines the outcome of the vote. This would not affect the ESA and the parties' relationship would continue until it expires.

A second option is to inform SW that the ESA is void and unenforceable. If the City wishes to continue with the same or similar energy program, it can promptly issue a new RFP for a program administrator.

We can make a brief presentation of the ESA program for the benefit of the new members on Council and discuss this matter during the Regular Legislative Meeting on February 20.