



ENERGY IMPROVEMENT CORPORATION, LDC Board Meeting Minutes: March 6, 2014

A meeting of the Board of Directors of EIC was held on Thursday, March 6, 2014.

Roll call was taken and the meeting was called to order at 6:25pm by Mark Thielking who acted as chair of the meeting.

PRESENT:

Neil Alexander
Chris Burdick
Andrew Chintz

Mike Gordon
Tom Kelly
Mark Thielking

Leo Wiegman

ABSENT:

David Church
Kathryn Hoenig

Olivia Farr
Mary Beth Kass

OTHERS PRESENT:

Tom Bregman
Lauren Brois
Joe Del Sindaco

Robert Fischman
Heather Flournoy
Dan Killourhy

Elyssa Rothe
Linda Whitehead

MINUTES

On a motion by Chris Burdick and seconded by Leo Wiegman, it was unanimously agreed to approve the February 6, 2014, minutes. All in favor, so be it

RESOLVED that the EIC Board of Directors meeting minutes of 2/6/14 is approved and accepted by the Board of Directors of which a copy is attached.

Abstained: Neil Alexander

2013 MISSION STATEMENT AND MEASUREMENT REPORT, ASSESSMENT OF INTERNAL CONTROLS and EIC INVESTMENT NOTICE

On a motion by Chris Burdick and seconded by Leo Wiegman it was unanimously agreed to approve the amendments of the Mission Statement and Measurement Report, Assessment of Internal Controls, and EIC Investment Notice as presented at this meeting to be submitted to the NYS Authorities Budget Office. All in favor, so be it

RESOLVED that the 2013 Mission Statement and Measurement Report, Assessment of Internal Controls, and EIC Investment Notice amendments are approved as presented at this meeting for submission to the NYS Authorities Budget Office of which a copy is attached.

NEW ROCHELLE MEMERSHIP

The City of New Rochelle having met all membership requirements and EIC having received a written membership request and on a motion by Chris Burdick and seconded by Leo Wiegman it was unanimously agreed to accept the City of New Rochelle as the newest member of EIC. All in favor, so be it

RESOLVED that the City of New Rochelle is accepted as a member of EIC and the Board Chairman, Mark Thielking, is authorized to sign the municipal agreement with the City of New Rochelle confirming membership.

Mark Thielking acknowledges Linda Whitehead for her diligence and hard work on New Rochelle's membership.

ENERGIZE ADVISORY COMMITTEE AMENDED CHARTER

On a motion by Chris Burdick and seconded by Leo Wiegman, it was unanimously agreed to approve the amendment to the Energize Advisory Committee charter as presented at this meeting to improve member services and having a minimum of seven seats and a maximum of eleven seats, expiring annually. All in favor, so be it

RESOLVED that the Energize Advisory Committee charter amendment as presented at this meeting is approved, of which a copy is attached.

SUSTAINABLE REAL ESTATE SOLUTIONS AGREEMENT

On a motion by Chris Burdick and seconded by Leo Wiegman and having been reviewed by legal counsel it was unanimously agreed to approve Mark Thielking, Chairman of the Board, to sign a one-year agreement at no initial cost to EIC with Sustainable Real Estate Solutions (SRS). SRS will review projects, develop project financial analysis, provide measurements and savings verification for one year post upgrade, provide one-on-one assistance with owner as well as assist in obtaining lender consent. All in favor, so be it

RESOLVED that the Board approves Mark Thielking, Chairman, to sign a one-year agreement at no initial cost to EIC with Sustainable Real Estate Solutions (SRS) for the purposes of providing one-on-one assistance with owners on upgrades.

ANNUAL MEMBER MEETING

On a motion by Chris Burdick and seconded by Mike Gordon it was unanimously agreed to hold the Annual EIC Member Meeting on April 3, 2014, at 5:00pm at a location to be determined at a later date. All in favor, so be it

RESOLVED that the Annual Members Meeting will be held on April 3, 2014, at 5:00pm at a location to be determined.

PRESENTATIONS

Financial Statement - Dan Killourhy stated O'Connor Davies audit has been successfully concluded. The audit satisfies all audit requirements.

A meeting of the Audit Committee is set for April 3, 2014, at 4pm, location to be determined, for the purpose of reviewing the final audit and preparing a recommendation to the EIC Board to accept the 2013 audit completed by O'Connor Davies.

January Expense Report - Dan Killourhy presented the expense report for the month of January, 2014. The expense report has been restructured by division, corporate, commercial and financings to match the 2014 budget. The budget columns have been updated to reflect the new EIC structure. The budget has been moved to an accrual accounting system.

EIC Member Services – Tom Bregman reported on the status of current members, programs and services being delivered. Residential home upgrades for the month of January and NWEAC's performance percentage of NYS Projects is at 2.5%. An over performance trend of 27 out of 29 reporting months continues.

New Member Update - Joe Del Sindaco provided an update on outreach for membership to Onondaga County, Erie County and City of Syracuse. Westchester County QEBC letter has generated some interest but not as quickly as expected. A follow up meeting with Mt. Vernon Commissioner of Planning will be on Friday. Yonkers bond rating is in question.

Commercial Program – Elyssa Rothe and Bob Fischman provided an overview of the status of the Commercial Program with project likelihood, timeline, financing range and number of pre-applications submitted. Develop strategy moving forward to define primary targets, access and set financial limits. The Multi family program has twenty-six multi family partners having completed the training program and are now designated as EnergizeNY Finance Qualified Partners. There will be an event in Port Chester on March 11th for property owners of affordable housing to train contractors on the Energize financing program. Mark Thielking has submitted a scope of work to the Existing Facilities Program with NYSERDA. EIC's involvement with NYSERDA will focus on commercial, industrial, office and large institution facilities.

EIC Revenue – Joe Del Sindaco provided an update on the financial status of Energize. QECB funding is essential to EIC's success. There is concern of not meeting the forecasted figures but as it is still early in the year there is the possibility of reaching the forecast. Mark Thielking states the post grant funding of \$975,000 of the Existing Facility Program, which is in control of this grant, is on a fast track for approval.

Foundations will be led by Kathryn Hoenig along with Olivia Farr, Mark Thielking and Elyssa Rothe. An update letter will be sent to all previously contacted Foundations.

Finance Committee Update - Mark Thielking states an RFP was issued to potential intermediaries and/or financial service firms to develop a long term source of capital for EIC's programs. Interviews with responders will be the week of April 28, 2014, and a vendor will be selected on May 5th.

Solarize – Mark Thielking reports that Nina Orville shall have the final agreement by the end of March for EIC's legal counsel to review.

PUBLIC COMMENT:

The full-time Energize staff expressed concerns regarding vacation and holiday schedules, travel and work related expense reimbursements and future retirement plan. The Board will address concerns and investigate best practice for reimbursements.

On a motion by Chris Burdick and seconded by Mike Gordon, there being no business before the Board the meeting ended at 8:52pm.

The next meeting of the EIC Board of Directors will be held on May 1, 2014, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.



ENERGY IMPROVEMENT CORPORATION, LDC Board Meeting Minutes: February 6, 2014

A meeting of the Board of Directors of EIC was held on Thursday, February 6, 2014.

Roll call was taken and the meeting was called to order at 6:17pm by Mark Thielking who acted as chair of the meeting.

PRESENT:

Chris Burdick

Andrew Chintz

Mike Gordon

Kathryn Hoenig

Mary Beth Kass

Mark Thielking

Leo Wiegman

ABSENT:

Neil Alexander

David Church

Olivia Farr

Tom Kelly

OTHERS PRESENT:

Tom Bregman

Joe Del Sindaco

Robert Fischmann

Heather Flournoy

Dan Killourhy

Elyssa Rothe

Linda Whitehead

John Davies

MINUTES

On a motion by Mary Beth Kass and seconded by Chris Burdick, it was unanimously agreed to approve the January 9, 2014, minutes. All in favor, so be it

RESOLVED that the EIC Board of Directors meeting minutes of 1/9/14 is approved and accepted by the Board of Directors of which a copy is attached.

CITY OF NEW ROCHELLE

On a motion by Mike Gordon and seconded by Leo Wiegman it was unanimously agreed to approve the City of New Rochelle's request, that upon becoming a member of EIC, to have the option to not provide additional financings should they determine they no longer want to do so. So be it,

RESOLVED that the Board hereby approves, provided the City of New Rochelle becomes a member of EIC, if in the future New Rochelle determines it no longer wishes to permit additional financings in the City of New Rochelle, but cannot terminate its membership because of existing charges still being collected, upon request from the City of New Rochelle pursuant to paragraph 3 of the Municipal Agreement, the EIC Board will agree to limit the amount of future financings in the City of New Rochelle to \$0.

NYSERDA GRANT AGREEMENT

On a motion by Chris Burdick and seconded by Leo Wiegman it was unanimously agreed to grant approval to the EIC Chairman, Mark Thielking, to sign the NYSERDA Grant Agreement which will continue to fund EnergizeNY's residential program with said agreement having been reviewed and approved by legal counsel. So be it

RESOLVED that the Board hereby approves the Chairman, Mark Thielking, to sign the NYSERDA Agreement for \$50,000 of which a copy is attached here.

PRESENTATIONS

December Expense Report - Dan Killourhy presented the expense report for the month of December, 2013. Dan will be moving toward accrual based financial statements.

Energize Advisory Committee – Tom Bregman provided status of the Energize residential program. December was a productive month for NWEAC. There continues to be a lack of data and information provided by NYSERDA.

New Member Update - Joe Del Sindaco provided an update on membership status. Mt. Kisco has passed a resolution to join EIC but must pass the local law before requesting membership. County letter announcing QECBs has generated some interest from municipalities such as Eastchester. EIC has been invited back to present in Ulster County to the Environment and Energy Committee of Legislature.

Commercial Program - Bob Fischmann described how the multifamily program operates. EnergizeNY will be training multifamily partners on the energy efficiency finance program so they can then market the program on Energize's behalf. The multifamily partners will be trained on the advantages of EnergizeNY financings as a means of driving deeper energy savings, greater conversion rates for projects which will lead to customers getting larger retrofit contracts.

Finance Advisory Committee – Joe Del Sindaco provided an update on the financial status of Energize. The projected numbers are still expected, but the timing of such is shifting toward the latter part of the year.

Solarize – Mark Thielking stated Nina Orville is refining the NYSERDA contract. NYSERDA has requested clarifications on some of the documentation which was provided to them.

Important dates to note: Finance Committee Meeting on 2/20; Westchester County Property Owners Summit on 2/25 in Pt. Chester; Mark Thielking will be speaking at the ULI Conference on 2/27 in White Plains; and Greenburg Property Owners Summit on 3/6.

PUBLIC COMMENT

John Davies, Healthy Home, spoke of his support of EnergizeNY. John stated EnergizeNY has had a huge impact in the residential sector of retrofits and would like to see the program to continue. Healthy Home has realized tremendous growth from EnergizeNY's efforts.

On a motion by Mike Gordon and seconded by Chris Burdick, at 8:32pm it was unanimously agreed to suspend the regular meeting and to reconvene in Executive Session for the purpose of personnel matters.

On a motion by Chris Burdick and seconded by Kathryn Hoenig and having the discussion of personnel matters completed the Board unanimously agreed to return to the regular meeting at 10:15pm.

On a motion by Kathryn Hoenig and seconded by Mary Beth Kass, there being no business before the Board the meeting ended at 10:15pm.

The next meeting of the EIC Board of Directors will be held on March 6, 2014, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.



Authority Mission Statement and Performance Measurements

Name of Public Authority:

Energy Improvement Corporation

Public Authority's Mission Statement:

The overarching goal of the Energy Improvement Corp is to save money and energy, and reduce greenhouse gas emissions in New York State by enabling energy related improvements that meet or exceed state standards through innovative community based outreach and marketing efforts. In addition, it will be a purpose of the Corporation to facilitate and finance qualified energy efficiency improvement projects and renewable energy system projects for residents, organizations, institutions and businesses in participating municipalities in New York while operating in a financially self sufficient manner.

Date Mission was Adopted:

October 4th, 2011 and edited and ratified at the Sept 12th, 2013 Board Meeting

List of EIC Performance Goals:

- Build a complete set of underwriting standards and develop financing offerings to enable energy efficiency improvement projects and renewable energy system projects for residents, organizations, institutions and businesses in participating municipalities in New York.
- Develop a large constituency intending to upgrade their properties (1,500+ properties)
- Develop an easy-to-access set of tools for communities that aim to build their constituency for energy efficiency upgrades.

Additional questions:

1. Have the EIC board members acknowledged that they have read and understood the mission of the public authority?

The Mission was distributed, discussed, edited and adopted at our 10/4/11 Board Meeting and edited/ratified at the Sept 12th, 2013 Board Meeting.

2. Who has the power to appoint the management of the public authority?

The Board of Directors hires the Executive Director and the Board or the Executive Director hires staff. This is delineated in the by-laws as follows:

“4.1 Officers and Employees. The Board of Directors, in its discretion, may elect officers and hire administrative staff. In the event that the Directors do so elect, the officers of the Corporation shall be: Executive Director, one or more Vice Presidents (the number thereof to be determined by the Board of Directors from time to time), a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries and other officers as the Board of Directors may authorize from time to time.

4.6 Executive Director. The Executive Director shall have general charge of the business and affairs of the Corporation shall hire and manage and operate the day-to-day affairs of the Corporation and may delegate executive assignments to the other officers of the Corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect (except in those instances in which the responsibility therefore is assigned to some other person by the Board of Directors); and, in general, shall discharge all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time.”

3. If the EIC Board appoints management, do you have a policy you follow when appointing the management of the public authority?

Candidates for management positions can be recommended by anyone and credentials pertinent to management functions are assessed based on specific job descriptions prepared by either the Board or by the prospective Supervisor for that position, with the advice and counsel of the Board, subject to approval by the Board.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

The Board is actively engaged in overseeing the preparation of

- Financing offerings, through its Finance Committee and Finance Advisory Committee
- Marketing material and strategy, through its Energize Advisory Committee and
- Operations through its
 - Audit Committee
 - Finance Committee and
 - Governance Committee

Each Advisory committee also actively reaches out to community experts and activists to engage capability and broad participation in meeting marketing, financing and operations responsibilities. All committees operate in accordance with the requirements of the Open Meetings Law.

This report in its entirety has been submitted, read and approved by the Board of Directors at the 3/6/2014 meeting



Energy Improvement Corporation, LDC (EIC)

Assessment Of The Effectiveness Of EIC's Internal Controls

A. Define the Authority's Major Business Functions

1) Marketing and Outreach targeted at increasing the uptake of Home Performance Energy Efficiency upgrades and other energy improvements within EIC Member Municipalities and other Municipalities benefited by DOE, NYSERDA grants.

2) Energize NY Benefit Finance offerings to facilitate and finance qualified energy efficiency improvement projects and renewable energy system projects for residents, organizations, institutions and businesses in participating municipalities in New York while operating in a financially self sufficient manner.

B. Determine the Risks Associated with Its Operations

1) Internal Financial

C. Identify the Internal Control Systems in Place

1) Procurement Policy that specifies actions related to spending funds grants to Energize Program

2) Monthly review of expenses

3) Robust Underwriting Criteria and approval process

D. Assess the Extent to Which the Internal Control System is Effective

1) Effective

E. Take Corrective Action If a weakness is Identified

1) Monthly reviews of Budget spending. Monthly reviews by Executive Director, Board Chair, Treasurer, and other officers as needed.

Approved 3/6/2014



2013 Investments for Energy Improvement Corporation, LDC (EIC)

Year ending 2013, the EIC had no investments. Therefore, an audit of investments is not necessary.

Approved by Board of Directors on: March 6, 2014

Mark Thielking, Chairman



ENERGIZE ADVISORY COMMITTEE CHARTER

Purpose

Pursuant to Article 18, Section 3 of the EIC bylaws, the purpose of any advisory committee is to provide research, reports and general advice to the Board of Directors for conducting the certain purposes of the corporation. **The ENERGIZE ADVISORY COMMITTEE (“EAC”)** is to advise the Board of Directors on the development and build-out of the Energize NY Program (Energize) within each EIC Member (Member) by facilitating direct links between stakeholders within the Energize NY effort, the Board of Directors and the EIC Staff.

Duties of the ENERGIZE ADVISORY COMMITTEE (“EAC”):

It shall be the responsibility of the EAC to:

Provide advice to the EIC Board of Directors on matters assigned to it concerning funding, staffing, grant deliverables and strategic decisions related to Energize Programs.

EAC Committee Candidates:

Representatives from the geographic area of the EIC Membership
EIC Board Members
EIC Member Designee

Composition of EAC:

A minimum of 7 seats with a maximum of 11 seats. Seats will expire annually and gradually transition to reflect Energize Program’s evolution from the Bedford PILOT phase to a EIC Membership program. Thus in Yr3, all of the Bedford seats will have been eliminated and transitioned to Member seats and representatives from the geographic area of the EIC Membership

. Proposed make up is below:

Year One (2011-2012) - Energize Advisory Committee

1. Bedford Director of Energy Resources (CHAIR)
2. NWEAC
3. NWEAC
4. Chair of NWEAC Exec Committee
5. BEAP
6. Bedford 2020 Coalition
7. Supervisor of Bedford (EIC Member)

Year Two (2012-13) - Energize Advisory Committee

1. NWEAC (CHAIR)
2. Chair of NWEAC Exec Committee
3. NWEAC
4. EIC Member
5. EIC Member
6. Bedford Director of Energy Resources

7. Bedford 2020 Coalition

Year Three (2013-14) - Energize Advisory Committee

1. Non – EIC representative from the geographic area of the membership
2. Non – EIC representative from the geographic area of the membership
3. EIC Board Member or designee - CHAIR
4. EIC Board Member or designee
5. EIC Board Member or designee
6. EIC Board Member or designee
7. EIC Board Member or designee
8. EIC Board Member or designee
9. EIC Member or designee
10. EIC Member or designee
11. EIC Member or designee

The initial committee members are as such:

- 1) Leo Wiegman, Vice Chair of NWEAC
- 2) Mike Gordon, Program Director NWEAC
- 3) Mary Beth Kass, Chair of BEAP
- 4) Olivia Farr, Treasurer Bedford 2020 Coalition
- 5) Mark Thielking, Bedford Director of Energy Resources
- 6) Lee Roberts, Supervisor of the Town of Bedford, EIC Member
- 7) Herb Oringel, Chair of NWEAC

Meetings

The EAC shall meet at such times as deemed advisable by the chair. Members of the EAC are expected to attend each EAC meeting, in person or via telephone or videoconference. The EAC Meetings will be hosted and managed by the Staff Director of Member Services. The EAC may invite other individuals, such as members of management or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the EAC members present or participating through telephone or videoconference shall constitute a quorum. A report of the EAC's meetings shall be prepared and presented to the board at its next scheduled meeting following the meetings of the EAC as requested by the Board.

First EAC Charter passed 10/2011

Revised 2/26/14