



**ENERGY IMPROVEMENT CORPORATION, LDC
Board Meeting Minutes: October 2, 2014**

A meeting of the Board of Directors of EIC was held on Thursday, October 2nd, 2014.

A 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

Mark Thielking
Abe Zambrano

ABSENT:

David Church
Olivia Farr

Kathryn Hoenig
Mary Beth Kass

Tom Kelly

OTHERS PRESENT:

Lauren Brois
Garrett Duquesne
Joe Del Sindaco

Heather Flournoy
Dan Killourhy
Beth Smayda

Linda Whitehead

RESIGNATIONS OF OLIVIA FARR AND MARY BETH KASS

Mark Thielking read letters of resignation submitted by Olivia Farr and Mary Beth Kass, of which a copy is attached, to the attendees at this meeting. On a motion by Chris Burdick and seconded by Mike Gordon, it was unanimously agreed to accept the resignations from Olivia Farr and Mary Beth Kass and issue a formal resolution of gratitude. All in favor, so be it

RESOLVED that we, the Energy Improvement Corporation Board members and staff of Energize New York, acknowledge Olivia Farr and Mary Beth Kass for their excellent leadership, comradery, commitment and support of the EIC mission, programs, and build-out. We unanimously agree, their deep and committed participation over the years has been integral to the program's future success

Mary Beth's passion and commitment to accelerating clean action adoption has directly lead to the creation and expansion of EIC's programs.

Olivia's expertise and focus on managing non-for-profits in an effective manor has contributed vitally to EIC's current robust structure and has established a solid foundation for future growth.

We thank Mary Beth Kass and Olivia Farr for their enthusiastic contributions to the Energy Improvement Corporation over the past three years and thank them for setting EIC on its current course of success.

BOARD MEMBER APPOINTMENT

The Nominating Committee offered two vacant seats, one to the Town of Greenburgh and one to the City of White Plains.

Paul Fiener, Supervisor of the Town of Greenburgh, designed Garrett Duquesne to represent Greenburgh on the Board. Garret was Greenburgh Town Planner for four years, served one year as Deputy Commissioner of Planning and currently is the Commissioner of Planning as well as the author of the Greenburgh Draft Comprehensive Plan. On a motion by Mike Gordon and seconded by Chris Burdick, it was unanimously agreed to appoint Garrett Duquesne, to fill the EIC vacant Board seat and to serve on the EIC Board until the next Annual Meeting of the Board in April, 2015. All in favor, so be it

RESOLVED that Garrett Duquesne is appointed to the Board of Directors and will serve on the Board until the next Annual Meeting of the Board in April, 2015.

The City of White Plains designed Beth Smayda, Common Councilwoman since January, 2010. Beth chairs the City Budget and Management Advisory Committee and was chosen by her council colleagues to serve as Council President for 2012-2013. On a motion by Chris Burdick and seconded by Abe Zambrano, it was unanimously agreed to appoint Beth Smayda, to fill the EIC vacant Board seat and to serve on the EIC Board until the next Annual Meeting of the Board in April, 2015. All in favor, so be it

RESOLVED that Beth Smayda is appointed to the Board of Directors and will serve on the Board until the next Annual Meeting of the Board in April, 2015.

NOMINATING COMMITTEE

On a motion by Mike Gordon and seconded by Chris Burdick, it was unanimously agreed to add David Church to the Nominating Committee to fill the seat left vacant by Mary Beth Kass' Board resignation. All in favor, so be it

RESOLVED that David Church will now serve on the Nominating Committee.

AUDIT COMMITTEE

As Mark Thielking is now serving as EIC Executive Director and due to a conflict of interest, Mark Thielking resigns from the Audit Committee. On a motion by Chris Burdick and seconded by Mike Gordon, it is unanimously agreed to name Abe Zambrano to serve on the Audit Committee. All in favor, so be it

RESOLVED that Abe Zambrano will now serve on the Audit Committee.

ENERGIZE NEW YORK ADVISORY COMMITTEE

On a motion by Abe Zambrano and seconded by Chris Burdick, it was unanimously agreed in an effort to preserve the institutional knowledge of Mary Beth Kass to continue to have Mary Beth serve on the Energize New York Advisory Committee. All in favor, so be it

RESOLVED that Mary Beth Kass will continue to serve on the Energize New York Advisory Committee.

ESTABLISH NOMINATING ADVISORY COMMITTEE

On a motion by Chris Burdick and seconded by Mike Gordon, it was unanimously agreed to establish the Nominating Advisory Committee to preserve institutional knowledge with the purpose of advising the Nominating Committee and the Board on potential members. All in favor, so be it

RESOLVED that the Nominating Advisory Committee is established for the purpose of advising the Nominating Committee on potential members for the Board and other open positions.

NOMINATING ADVISORY COMMITTEE MEMBER

On a motion by Mike Gordon and seconded by Chris Burdick, it was unanimously agreed to name Mary Beth Kass to serve as the 1st member of the Nominating Advisory Committee. All in favor, so be it

RESOLVED that Mary Beth Kass will serve on the Nominating Advisory Committee.

MINUTES

On a motion by Chris Burdick and seconded by Mike Gordon, it was unanimously agreed to approve the September 4, 2014, Board of Director's meeting minutes amended as discussed at this meeting. All in favor, so be it

RESOLVED that the EIC Board of Director's meeting minutes of 9/4/14 amended as discussed is approved and accepted by the Board of Directors of which a copy is attached.

PRESENTATIONS

Expense Report

Dan Killourhy presented the August Expense Report, reporting \$47,000 of expenses. Salary and benefits make up approximately 80% of these expenses. Dan noted the Corporate Division included rent, web support, as well as a monthly legal retainer. Dan provided a brief summary of the EFP grant, administration of the Solarize Grant and the NYSERDA sub-grant.

Proposed 2015 Budget was presented by Dan Killourhy forecasting income and expenses. The budget will continue to be revised and will be reviewed again and acceptance will be voted on at the next meeting of the Board in November. As required by the ABO, the 2015 budget must be filed with the ABO in November, 2014.

Funding Update - Mark Thielking provided an update on the various funding sources such as the EFP Grant which expands EIC's programs State wide; Cleaner Greener is still outstanding with expectation to hear outcome shortly.

EnergizeNY Residential Program – Lauren Brois presented the current status of the program stating September activity down from the record pace of August but still performing well, over all. Recently held events yielded 48 signups, plus 30 via phone calls and 7 through the website for a total of 85 signups.

EnergizeNY Commercial Program – Elyssa Rothe provided the status of the commercial pipeline and pipeline summary. The summary provides the likelihood of project completion and the pipeline describes the type of project by municipality. The last month QEBC sense of urgency to submit projects by then October 16th deadline has led to 20 pre-applications received in one week.

Westchester QECB – Mark Thielking states the kickoff for applications is October 16th and will be on a first come first serve basis and the allocation is just under \$4M.

Multi-Family Project – Mark Thielking states there are two partners consistently bringing in leads and there is a strategy in place to follow up with all partners that attended the MFP training session to ensure they are up-to-date with Energize NY programs and to assist with projects moving forward.

Solar Renewable Energy Program Development - Mark Thielking provided a list of dates currently on the calendar with training next week in Orange County for local contractors; October 14th Joe Del Sindaco will be attending the Central NY Solar Summit in Syracuse; October 15th Solarize Breakfast for contractors interested in responding to the Solarize RFP; October 23rd training contractors at the NYSUN NYSEDA training conference in LI and on November 13th a similar training conference will be held in Albany.

NYSEDA Existing Facilities Program focuses on industrial projects with an announcement that individual measures will no longer be incentivised. Energize will be developing a certification standard in partnership with NYSEDA to allow single one measure improvements to be facilitated.

Westchester Solarize Initiative focus is on residential and small commercial programs. Municipality applications are due October 16th and four communities will be chosen to receive support for marketing and outreach.

Financing Update – Mark Thielking provided an update on the final negotiations codifying the agreement with Bank of America Public Capital Corporation supplying \$75M of capital for the Finance Program with October 17th as the target date for completion.

Membership Update – Joe Del Sindaco presented the status of activity in various areas such as Albany County estimated to join 1st quarter 2015, Dutchess County, and Ithaca and Tompkins County.

PUBLIC COMMENT - None

On a motion by Chris Burdick and seconded by Abe Zambrano and all in favor, there being no business before the Board, the meeting ended at 8:25pm.

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



**ENERGY IMPROVEMENT CORPORATION, LDC
Board Meeting Minutes: September 4, 2014**

A meeting of the Board of Directors of EIC was held on Thursday, September 4, 2014.

A roll call was taken and the meeting was called to order at 6:26pm by Mark Thielking who acted as chair of the meeting.

PRESENT:

Neil Alexander	Mike Gordon	Mark Thielking
Chris Burdick	Kathryn Hoenig	
Andrew Chintz	Tom Kelly	

ABSENT:

David Church	Olivia Farr	Mary Beth Kass	Leo Wiegman
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OTHERS PRESENT:

Lauren Brois	Heather Flournoy	Linda Whitehead
Robert Fischman	Dan Killourhy	Abe Zambrano

MINUTES

On a motion by Neil Alexander and seconded by Mike Gordon, it was unanimously agreed to approve the August 7, 2014, Board of Director's meeting minutes. All in favor, so be it

RESOLVED that the EIC Board of Director's meeting minutes of 8/7/14 is approved and accepted by the Board of Directors of which a copy is attached.

Abstained: Kathryn Hoenig, Tom Kelly

LEO WIEGMAN'S RESIGNATION

Mark Thielking read a letter of resignation submitted by Leo Wiegman, of which a copy is attached, to the attendees at this meeting. The Board accepts Leo Wiegman's resignation and thanks Leo for his hard work, dedication and commitment he demonstrated during his service on the Board with a certificate of appreciation, of which a copy is attached.

BOARD MEMBER APPOINTMENT

Abe Zambrano, Village Manager and former Treasurer of Croton-on-Hudson, is nominated by Mark Thielking to fill the vacancy left by Leo Wiegman's resignation. On a motion by Mark Thielking and seconded by Mike Gordon, it was unanimously agreed to appoint Abe Zambrano to fill the seat vacancy left by Leo Wiegman's resignation and to serve on the EIC Board until the next Annual Meeting of the Board in April, 2015. All in favor, so be it

RESOLVED that Abe Zambrano is appointed to the Board of Directors and will serve on the Board until the next Annual Meeting of the Board in April, 2015.

MEMBERSHIP

RENSSELAER COUNTY

On a motion by Mark Thielking and seconded by Mike Gordon, it was unanimously agreed that upon Rensselaer County becoming a member of EIC and provided same occurs on or prior to November 30, 2014, the Board agrees that pursuant to paragraph 3 of the Municipal Agreement it will approve a modification to the program to limit the types of properties receiving financings to properties owned by entities other than natural persons.

RESOLVED that upon Rensselaer County becoming a member of EIC and provided same occurs on or prior to November 30, 2014, the Board agrees that pursuant to paragraph 3 of the Municipal Agreement it will approve a modification to the program to limit the types of properties receiving financings to properties owned by entities other than natural persons.

TOWN OF CORTLANDT

On a motion by Chris Burdick and seconded by Abe Zambrano, it has been unanimously agreed to accept the Town of Cortlandt as a member of EIC upon the Town Board of Cortlandt authorizing the Town of Cortlandt Supervisor, as may be needed, to execute the Municipal Agreement and upon the Town of Cortlandt's Supervisor's execution and delivery of the Municipal Agreement, verification of the Town of Cortlandt's credit rating and subject to EIC legal counsel review and approval. All in favor, so be it

RESOLVED that the Town of Cortlandt is accepted as a member of EIC upon the Town Board of Cortlandt authorizing the Town of Cortlandt Supervisor, as may be needed, to execute the Municipal Agreement and upon the Town of Cortlandt's Supervisor's execution and delivery of the Municipal Agreement and verification of the Town of Cortlandt's credit rating and subject to EIC legal counsel review and approval.

INFORMATION TECHNOLOGY EXPENDITURES

On a motion by Mike Gordon and seconded by Kathryn Hoenig, it was unanimously agreed to ratify the email vote of August 26th and 27th to approve additional expenditures for Information Technology investments to build up EIC's capacity and required to comply with NYSERDA contract requirements. All in favor, so be it,

RESOLVED the email vote of August 26th and 27th to approve additional expenditures for Information Technology investments to build up EIC's capacity and required to comply with NYSERDA contract requirements has been ratified as presented at this meeting.

NYSERDA Agreement 35707 Amendment #1

On a motion by Chris Burdick and seconded by Kathryn Hoenig, it was unanimously agreed to ratify the email vote of August 26th and 27th to authorize the Chairman, Mark Thielking, to sign NYSERDA Agreement #35707 Amendment #1 in order to facilitate access to NYSERDA's Residential Projects database. All in favor, so be it,

RESOLVED the email vote of August 26th and 27th authorize the Chairman, Mark Thielking, to sign NYSERDA Agreement #35707 Amendment #1 in order to facilitate access to NYSERDA's Residential Projects database has been ratified as presented at this meeting.

NYSERDA AGREEMENT #37089 WESTCHESTER SOLAR INITIATIVE

On a motion by Chris Burdick and seconded by Mike Gordon, it was unanimously agreed to authorize the Chairman, Mark Thielking, to sign the NYSERDA Agreement #37089-Westchester Solar Initiative master and five (5) additional subcontracts after legal counsel review and approval. All in favor, so be it,

RESOLVED that the Chairman, Mark Thielking, is authorized to sign the master agreement and five (5) subcontracts with NYSERDA Agreement #37089-Westchester Solar Initiative.

PRESENTATIONS

Funding Update

Dan Killourhy provided the status of the various grant funds and the July Expense Report. Dan reports there are large outstanding legal invoices as well as the insurance premiums payable in 2014 fourth quarter. A financial audit agreement with O'Connor Davies must be signed by year-end. Deutsche Bank \$50K has been received and \$96,521 has also been received from the EFP Grant with an additional \$34,535 expected in September, 2014.

EnergizeNY Residential Program – Lauren Brois reported on the success of the well-attended 500th Home Celebration in Ossining on August 22nd. Lauren thanked all that were on hand to help out. Upgrades may reach 600 by the end of September, 2014. Home upgrades are generating over \$1M in energy savings. NYSERDA streamlined the signup process by removing the utility bill requirement at sign-up. The sign-up process is much quicker and now can be completed within approximately three minutes.

EnergizeNY Commercial Program – Robert Fischman provided the status of the commercial pipeline and the projects expected to complete by year-end 2014 totaling \$700,000 in financings.

Local Counsel Opinion Letter Requirement

Neil Alexander, Kathryn Hoenig and Tom Kelly will work with EIC legal counsel to discuss local counsel's opinion letter requirement which may be costly to the participating municipalities and work to develop an alternative suggestion for local counsel's review.

Westchester QECB – Mark Thielking states the QECB's will be the most likely source for revenues in 2015.

Multi-Family Project – Mark Thielking states there are two partners consistently bringing in leads and there is a strategy in place to follow up with all partners that attended the MFP training session to ensure they are updated with Energize NY programs and to assist with projects moving forward.

Solarize Westchester is expected to be announced the week of September 22nd at a Solar Developer's Breakfast meeting despite contracts still waiting to be signed. Qualified Partners will be listed on Energize's website.

PUBLIC COMMENT - None

On a motion by Chris Burdick and seconded by Kathryn Hoenig and all in favor, there being no business before the Board the meeting ended at 8:57pm.

The next meeting of the EIC Board of Directors will be held on October 2, 2014, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.

Olivia H. Farr
419 Cantitoe Road
Bedford Hills, NY 10507

September 23, 2014

Mr. Mark Thielking
Energy Improvement Corporation
French Hill Elementary School
2051 Baldwin Road – Suite 107
Yorktown Heights, NY 10598

Dear Mark:

I am pleased to see that you have recruited a terrific board for the Energy Improvement Corporation (EIC). As a result, I feel it is a perfect time for me to step down as a Board Member.

While I was not an active participant much of the time, I want to tell you how impressed I am with the operation you have built and continue to guide. You're one of the rare people who can lead with authority, yet inspire others to perform to the best of their abilities.

This letter serves as my formal resignation from the EIC Board of Directors.

Thank you for the opportunity to serve on your team!

Best wishes,

Olivia H. Farr

10-2-14

Dear Mark,

I am writing to let you know that effective immediately, I will be resigning from the board of the Energy Improvement Corporation. I have very much enjoyed my time on this board, serving with this incredible group of people on this start up venture. I remember you sharing this vision with me many years ago as we were just starting our work together in Bedford and here we stand today - fully launched - thanks to your leadership and unflappable resolve. You should be very proud of what has been accomplished - we all should!

I would like to take this opportunity to thank you and everyone that I have had the pleasure to work with over the last couple years. I have enjoyed being part of the team. It is with pleasure that I accept your request to remain active with the corporation by serving on one or more advisory committees.

Best,
Mary Beth

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Mary Beth Kass
Co-President, Bedford 2020 Coalition
www.bedford2020.org