



ENERGY IMPROVEMENT CORPORATION, LDC

Board Meeting Minutes: January 3, 2013

A meeting of the Board of Directors of EIC was held on Thursday, January 3, 2013.

The meeting was called to order at 6:29pm by Mr. Thielking who acted as chair of the meeting.

PRESENT:

Neil Alexander	Mary Beth Kass (conf)	Leo Wiegman
Andrew Chintz	Lee Roberts	
Mike Gordon	Mark Thielking	

Absent:

Olivia Farr	Kathryn Hoenig	Tom Kelly
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Others Present:

Tom Bregman	Jim Staudt	Ari Tran
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MINUTES

On a motion by Lee Roberts and seconded by Leo Wiegman, it was unanimously agreed to approve the December 6, 2012, minutes as amended as discussed. All in favor, so be it

RESOLVED that the EIC Board of Directors meeting minutes of 12/6/12 as amended is approved and accepted by the Board of Directors of which a copy is attached.

ABSTAINED: Mike Gordon

BYLAW REVISIONS were compiled by Jim Staudt, Linda Whitehead and Ari Tran along with comments from Ken Bond of Squires Sanders. Revisions were discussed at length. ByLaw amendments are required for Squire Sanders to issue an opinion letter codifying that EIC is able to issue energy conservation bonds as well as accept tax deductible donations. Opinion letter required so that QEBC status may be announced by Westchester County. This may possibly be announced at the January Westchester Municipal Officials Association dinner. Items indentified as requiring clarification from Squires Sanders will be pursued by EIC legal counsel.

On a motion by Mike Gordon and seconded by Leo Wiegman it is unanimously agreed to approve amendments to the ByLaws with no further changes but those that have been directed by the Board at this meeting on January 3, 2013. All in favor, so be it,

RESOLVED that the ByLaws are approved with no further changes but those that have been directed by the Board at this meeting on January 3, 2013.

The Board of Directors is calling for a Special Meeting of the Members and has set this meeting for February 4, 2013, at Noon to be held at EIC offices in Yorktown. Members will receive a meeting notice and revised Bylaws via first-class mail prior to the meeting. On a motion by Leo Wiegman and seconded by Mike Gordon it was unanimously agreed to set the Special Meeting of the Members. All in favor, so be it

RESOLVED a Special Meeting of the Members is set for February 4, 2013, at Noon to be held at the EIC offices in Yorktown Heights for the purpose of considering amendments to the Corporation's ByLaws which have been recommended by the Board of Directors.

Tom Bregman provided a review of the Budget, December Expense Report and update of the Energize Advisory Committee. The last NWEAC group, Croton, will launch next week. Tom will investigate if there is a requirement for Energize staff to participate in the NYS Retirement System.

SnuggHome update: McCollough has been asked to make this item a high priority to address and finalize issues with SnuggHome and complete the contract amendment.

Nominating Committee On a motion by Mike Gordon and seconded Andrew Chintz it was unanimously agreed to appoint a Nominating Committee for the purpose of determining the number of Board Directors required and to propose recommendations of candidates for the current Board to appoint thirty days prior to the Annual Member meeting which will be held in April, 2013. The Committee shall be made up of five people: Neil Alexander, Mary Beth Kass, Tom Kelly, Leo Wiegman and Lee Roberts. All in favor, so be it

RESOLVED that the Nominating Committee is established with five members of which shall be named as: Neil Alexander, Mary Beth Kass, Tom Kelly, Leo Wiegman and Lee Roberts with the purpose of determining the number of Directors required and to propose recommendation of candidates for the Board to appoint.

Mark Thielking provided an update on the Finance Advisory Committee. Deutsche Bank will provide two references for positive review being appointed as Trustee. Mark met with the Energy Director of Simon Malls and is awaiting Lender Consent letter. Mark will speak at Bedford's WMOA dinner on 1/10/13. Hopeful Westchester County will announce QECB authority to EIC.

On a motion by Leo Wiegman and seconded by Andrew Chintz there being no other business before the Board, the meeting was adjourned at 9:21pm.

The next meeting of the EIC Board of Directors will be held on February 5, 2013, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.



ENERGY IMPROVEMENT CORPORATION, LDC

Board Meeting Minutes: December 6, 2012

A meeting of the Board of Directors of EIC was held on Thursday, December 6, 2012.

The meeting was called to order at 6:17pm by Mr. Thielking who acted as chair of the meeting.

PRESENT:

Neil Alexander
Andrew Chintz
Olivia Farr

Kathryn Hoenig
Mary Beth Kass
Tom Kelly

Lee Roberts
Mark Thielking
Leo Wiegman

Absent:

Mike Gordon

Others Present:

Tom Bregman
Joe Del Sindaco

Linda Whitehead & Ari
Tran (Associate)

Andrew Fisher
Frank Owens

MINUTES

On a motion by Kathryn Hoenig and seconded by Leo Wiegman, it was unanimously agreed to approve the November 8, 2012, minutes as amended. All in favor, so be it

RESOLVED that the EIC Board of Directors meeting minutes of 11/8/12 as amended is approved and accepted by the Board of Directors of which a copy is attached.

ABSTAINED: Olivia Farr

Tom Bregman provided Energize Advisory Committee status update: staff changes, Elyssa Roth now full-time, new intern onboard and new Energy Coach, Norm Jen. October drop in upgrades possibly due to Hurricane Sandy. Tom reports 243 completed projects to date. Board would like to know the number of upgrades using financing. NYSERDA verbally committed to \$50,000 post-grant funds. Energize is prominently featured in the Regional Sustainability Plan which will help rollout within seven counties.

SnuggHome proposes to obtain an advance payment of all remaining owed funds through the end of EIC's current contract and will turn over user name, password and required credentials to allow transfer of Amazon web site ownership to EIC. On a motion by Leo Wiegman and seconded by Lee Roberts it was unanimously agreed to adopt an amended contract to be approved by EIC's legal council with SnuggHome to make an advance payment of \$11,000 and other remaining funds owed under the current contract with Snugg Home to obtain rights to required credentials of user name, password and transfer of Amazon web site to EIC in the event of SnuggHome's inability to provide service. All in favor, so be it

RESOLVED that an amended contract with SnuggHome subject to EIC legal council approval is approved and EIC will make an advanced payment of \$11,000 to SnuggHome; SnuggHome will provide EIC with the rights to all credentials necessary to continue web site services.

Discussion of Certificate of Incorporation and ByLaw revisions requested by Squire Sanders and EIC legal council. EIC legal council will draft amendments incorporating all changes and verify amendments conform to NYS non-profit and NYS public authority laws. Squire will need to verify the updates will not negate their opinion letter.

Membership application received by EIC from the Town of Ossining. On a motion by Leo Wiegman and seconded by Mary Beth Kass it was unanimously agreed to authorize the executive director to sign a membership agreement and accept the Town of Ossining as a member to EIC. All in favor, so be it

RESOLVED that the Town of Ossining is accepted as a member of EIC and the Program Director is authorized to execute membership agreement.

On a motion by Lee Roberts and seconded by Leo Wiegman it was unanimously agreed to authorize Program Director to sign membership agreement and accept Peekskill and Orange County as a member to EIC subject to passage of Local Law and EIC Municipal Agreement. All in favor, so be it

RESOLVED that Peekskill and Orange County EIC membership application is accepted and will become effective upon the adoption of the Local Law and executed EIC Municipal Agreement being signed and submitted.

Mark Thielking provided Finance Advisory Committee update. Held meeting with NYS Executive Branch to discuss the ability to create state-wide PACE program for commercially owned buildings.

On a motion by Andrew Chintz and seconded by Kathryn Hoenig, it was unanimously agreed to authorize EIC to use **Deutsche** Bank as trustee subject to completing two reference checks.

RESOLVED that EIC will use Deutsche Bank as trustee pending verification of two positive reference checks.

The Board set the 2013 monthly meeting schedule to be held at 6:15pm at Bedford Town Offices at 425 Cherry Street as follows:

January 3	May 2	September 12
February 7	June 6	October 3
March 7	July 11	November 7
April 4	August 1	December 5

Public comments provided by Frank Owens, commercial real estate, and Andrew Fisher, contractor.

On a motion by Kathryn Hoenig and seconded by Mary Beth Kass at 9:08pm, the Board left the regular meeting and reconvened in Executive Session for the purpose of discussion of Personnel issues.

On a motion by Kathryn Hoenig and seconded by Leo Weigman, there being no other business before the Board, the meeting was adjourned at 9:32pm.

The next meeting of the EIC Board of Directors will be held on January 3, 2012, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.



ENERGY IMPROVEMENT CORPORATION (EIC)
Local Development Corporation

Board Meeting Minutes: November 8, 2012

A meeting of the Board of Directors of EIC was held on Thursday, November 8, 2012, via conference call.

The meeting was called to order at 6:23pm by Mr. Thielking who acted as chair of the meeting.

PRESENT:

Andrew Chintz Tom Kelly Leo Wiegman
Kathryn Hoenig Lee Roberts
Mary Beth Kass Mark Thielking

Absent:

Neil Alexander Olivia Farr Mike Gordon

Others Present:

Tom Bregman Jim Liao

MINUTES

On a motion by Leo Wiegman and seconded by Kathryn Hoenig, it was unanimously agreed to approve the October 4, 2012, minutes. All in favor, so be it

RESOLVED that the EIC Board of Directors meeting minutes of 10/4/12 is approved and accepted by the Board of Directors of which a copy is attached.

ABSTAINED: Mary Beth Kass

2013 BUDGET

Tom Bregman presented the budget for 2013 with goals of building I/T and web infrastructures, providing Grant deliverables, completion of NWEAC municipal rollout, deploying community and homeowner toolkit, rollout of the Energize Finance Program and fulfilling grant goals of the number of efficiency upgrades.

On a motion by Leo Wiegman and seconded by Lee Roberts, it was unanimously agreed to approve the 2013 Budget as presented and discussed. All in favor, so be it

RESOLVED that the 2013 Budget is approved and accepted by the Board of Directors of which a copy is attached.

Tom Bregman provided Energy Advisory Committee status: monthly meetings will take place on the third Tuesday of the month, Bankers Media Insurance Policy update: under review with underwriter and SnuggHome agreement update: discussion with legal counsel continues.

Mark Thielking provided Finance Advisory Committee update and stated Squires Sanders draft opinion letter has been received stating the Energy Improvement Corporation may receive tax deductible donations.

On a motion by Leo Wiegman and seconded by Tom Kelly, there being no other business before the Board, the meeting was adjourned at 7:38pm.

The next meeting of the EIC Board of Directors will be held on December 6, 2012, at 6:15pm at the Town of Bedford's Offices at 425 Cherry Street.