



**ENERGY IMPROVEMENT CORPORATION, LDC
Board Meeting Minutes: February 15, 2017**

A meeting of the EIC Board of Directors was held on Wednesday, February 15, 2017, at 2051 Baldwin Road, Yorktown Heights; and via video conference at 125 East Court Street, Ithaca.

ROLL CALL

A roll call was taken and the meeting was called to order at 8:05am by Chair, Charles B. Strome, III.

Board Members Present:

Chris Burdick
Michael A. Genito
Dana Levenberg
Warren Lucas

Peter Parsons
Joe Mareane (v/c)
Charles B. Strome III

ABSENT: Steve Neuhaus

OTHERS PRESENT:

Amanda Brosy
Alain Pierroz
Kathryn Hoenig

Susan Morth
Mark Thielking
Linda Whitehead

MINUTES

On a motion by Chris Burdick and seconded by Dana Levenberg, it was unanimously agreed to accept and approve the December 21, 2016 Board of Director's meeting minutes. All in favor, so be it

RESOLVED that the EIC Board of Director's meeting minutes of 12/21/16 is approved and accepted by the Board of Directors of which a copy is attached. (*Attachment A*)

Ayes: 6 Nays: 0 Abstain: Warren Lucas

NYS ABO ANNUAL ASSESSMENT REPORTS

On a motion by Chris Burdick and seconded by Dana Levenberg, it was unanimously agreed to approve the following annual assessment reports for filing with the NYS ABO with amendments as discussed at this meeting: Assessment of Internal Controls, 2016 Investment Notice, 2016 Report on Progress and Accomplishments, 2016 Conflicts of Interest Policy and Procurement Policy and Procedures.

Futhermore, on a motion by Michael A. Genito and seconded by Chris Burdick, it was unanimously agreed to amend EIC's Mission Statement to change "while operating in financially self-sufficient manner" to "to increase revenues to support activities and mission of EIC". All in favor, so be it

RESOLVED that the following named reports discussed and amended at this meeting are approved by the Board for annual filing in accordance with the NYS ABO requirements: Assessment of Internal Controls, 2016 Investment Notice, 2016 Report on Progress and

Accomplishments, 2016 Conflicts of Interest Policy and Procurement Policy and Procedures, Mission Statement and Assessment of Mission and Performance Goals.

Ayes: 7 Nays: 0

NOMINATING COMMITTEE

On a motion by Peter Parsons and seconded by Michael A. Genito, it was unanimously agreed to approve the slate of candidates presented by Chris Burdick and discussed at this meeting for proposal at the Annual Meeting of the Members on March 29, 2017, for open Board seat election. All in favor, so be it

RESOLVED that the slate of candidates is approved by this Board for proposal at the Annual Meeting of the Members on March 29, 2017, to fill open Board seat election.

Ayes: 7 Nays: 0

RESIDENTIAL SERVICES CONTRACT WITH THE CITY OF NEW ROCHELLE

On a motion by Chris Burdick and seconded by Dana Levenberg, it was unanimously agreed to approve Kathryn Hoenig, Chief Operating Officer, to sign and execute the Energize NY Residential Services contract with the City of New Rochelle. All in favor, so be it

RESOLVED that the Board approves Kathryn Hoenig, Chief Operating Officer, to sign and execute the Energize NY Residential Services contract with the City of New Rochelle.

Ayes: 6 Nays: 0 Abstain: Charles B. Strome, III, New Rochelle,
City Manager and EIC Chairman

Kathryn Hoenig provided a status on new EIC members. Madison County has a defect in their local law which needs to be rectified prior to moving forward and formalizing their membership.

Dana Levenberg provided an overview to the Board on a meeting she and Kathryn Hoenig attended with NYS Assemblywoman, Amy Paulin, to discuss the need for funding for EIC and legislative changes to help increase PACE financing approvals.

Mark Thielking discussed Energize NY updates on upcoming financings and the need for RFPs for Bond Counsel and website services. Suffolk County is expected to have a couple of financings soon.

Alain Pierroz notified the Board an audit questionnaire will be mailed to Board members and the Board will need to complete, sign and return to the auditors prior to the completion and release of the 2016 Audit.

PUBLIC COMMENT - None

There being no further business before the Board, the meeting concluded at 9:57am.

The next meeting of the EIC Board of Directors will be the Annual Meeting of the Board on March 29, 2017, and will be held at the EnergizeNY offices in Yorktown Heights, NY.



**ENERGY IMPROVEMENT CORPORATION, LDC
Board Meeting Minutes: December 21, 2016**

A meeting of the EIC Board of Directors was held on Wednesday, December 21, 2016, at the City Hall Conference Rm at 840 Main Street, Peekskill, NY; and via video conference at 125 East Court Street in Ithaca and 321 Bedford Road in Bedford Hills.

ROLL CALL

A roll call was taken and the meeting was called to order at 8:16am by Chair, Charles B. Strome, III.

Board Members Present:

Chris Burdick (video established 8:50am)
Michael A. Genito
Dana Levenberg

Peter Parsons
Joe Mareane (v/c)
Charles B. Strome III

ABSENT: Warren Lucas, Steve Neuhaus

OTHERS PRESENT:

Amanda Brosy
Alain Pierroz
Kathryn Hoenig
Susan Morth

Harry Porr
Mark Thielking
Linda Whitehead

MINUTES

On a motion by Peter Parsons and seconded by Michael A. Genito, it was unanimously agreed to accept and approve the September 21, 2016 Board of Director's meeting minutes. All in favor, so be it

RESOLVED that the EIC Board of Director's meeting minutes of 9/21/16 is approved and accepted by the Board of Directors of which a copy is attached. (*Attachment A*)

Ayes: 5 Nays: 0

MEMBERSHIP

BROOME COUNTY

The County of Broome, having met all membership requirements and EIC having received a written membership request and having EIC legal counsel approval of the municipal agreement and local law, on a motion by Charles B. Strome III and seconded by Peter Parsons, it was unanimously agreed to accept the County of Broome as the newest member of EIC. All in favor, so be it

RESOLVED that the County of Broome is accepted as a member of EIC and Mark Thielking, Executive Director, is authorized to sign the municipal agreement with the County of Broome confirming membership.

Ayes: 5 Nays: 0

SULLIVAN COUNTY

The County of Sullivan, having met all membership requirements and EIC having received a written membership request and having EIC legal counsel approval of the municipal agreement and local law, on a motion by Peter Parsons and seconded by Dana Levenberg, it was unanimously agreed to accept the County of Sullivan as a member of EIC. All in favor, so be it

RESOLVED that the County of Sullivan is accepted as a member of EIC and Mark Thielking, Executive Director, is authorized to sign the municipal agreement with the County of Sullivan confirming membership.

Ayes: 5 Nays: 0

ALBANY COUNTY

The County of Albany has submitted a signed municipal agreement and letter requesting membership which includes certain requested restrictions to be included on the Energize NY PACE program. EIC's counsel confirmed that it has reviewed and approved all the membership documents but is awaiting a clarification to the requested restrictions. Upon further discussion and upon a motion by Dana Levenberg and seconded by Peter Parsons, it was unanimously agreed to accept the County of Albany as a member of EIC conditional upon receipt of the clarification requested by EIC's counsel. All in favor, so be it

RESOLVED that the County of Albany is accepted as a member of EIC, conditional upon receipt of the requested clarification and EIC legal council's approval of such clarification, and Mark Thielking, Executive Director, is authorized to sign the municipal agreement with the County of Albany confirming membership once the condition set forth above is satisfied.

Ayes: 5 Nays: 0

BROOME COUNTY ARTICLE 3 CONDITIONS

On a motion by Michael A. Genito and seconded by Dana Levenberg, it was unanimously agreed to accept in exercise of Article 3 of the municipal agreement of Broome County's conditions of: first, financing shall not be issued for properties whose owners have failed in the current and/or three previous years to make timely payment of property taxes on any property within Broome County in which they have an ownership interest; and second, financing shall not be issued for facilities housing a business primarily engaged in the sale of gasoline and/or other petroleum products, nor to other properties deemed by the County to present a high risk of environmental contamination. All in favor, so be it

RESOLVED that the Board hereby approves, as discussed at this meeting, the County of Broome's Municipal Agreement conditions as stated in Broome County Executive, Debra A. Preston's December 16, 2016 letter, of which a copy is attached. (*Attachment B*)

Ayes: 5 Nays: 0

SULLIVAN COUNTY ARTICLE 3 CONDITIONS

On a motion by Charles B. Strome III and seconded by Michael A. Genito, it was unanimously agreed to accept in exercise of Article 3 of the municipal agreement of Sullivan County's conditions of: first, financing shall not be issued for properties whose owners have failed in the current and/or three previous years to make timely payment of

property taxes on any property within Sullivan County in which they have an ownership interest; second, financing shall not be issued for facilities housing a business primarily engaged in the sale of gasoline and/or other petroleum products, nor to other properties deemed by the County to present a high risk of environmental contamination; third, financing shall not be issued for properties whose primary use is determined to be a restaurant or other eatery; fourth, the cumulative amount of outstanding loans being issued under the municipal agreement shall not at any time exceed \$3 million; and fifth, Sullivan County may cease to authorize any new financings should EIC default on any of its obligations hereunder after a notification of such default and a 10 day period to cure the default. All in favor, so be it

RESOLVED that the Board hereby approves, as discussed at this meeting, the County of Sullivan's Municipal Agreement conditions as stated in County Manager, Joshua Potosek's December 15, 2016 letter, of which a copy is attached. (*Attachment C*)

Ayes: 5 Nays: 0

ALBANY COUNTY ARTICLE 3 CONDITIONS

On a motion by Dana Levenberg and seconded by Charles B. Strome III, it was unanimously agreed to accept in exercise of Article 3 of the municipal agreement of Albany County's conditions of: first, financing shall not be issued for properties deemed by the County to be potentially environmentally problematic; and second, financing shall not be issued for properties whose owners have failed in the current and/or three previous years to make timely payment of property taxes on any property within Albany County in which they have an ownership interest. All in favor, so be it

RESOLVED that the Board hereby approves, as discussed at this meeting, the County of Albany's Municipal Agreement conditions as stated in Albany County Executive Daniel P. McCoy's December 16, 2016 letter, of which a copy is attached. (*Attachment D*)

Ayes: 5 Nays: 0

NOMINATING COMMITTEE

On a motion by Charles B. Strome, III, and seconded by Peter Parsons, it was unanimously agreed to appoint Dana Levenberg and Warren Lucas as members of the Nominating Committee to serve with continuing Chair, Chris Burdick, until the Annual Meeting of the Members in 2017. The Nominating Committee will review potential candidates and propose a slate of three candidates to replace current Board members with a term ending at the 2017 Annual Meeting of the Board for the Board's approval to be presented for election at the 2017 Annual Meeting of Members. All in favor, so be it

RESOLVED that Dana Levenberg, Warren Lucas and Chris Burdick will serve as members of the Nominating Committee with a term ending at the Annual Meeting of the Board in 2017.

FURTHER RESOLVED, that Chris Burdick hereby is elected to serve as the Chair of the Nominating Committee of the Board until the 2017 Annual Meeting of Members.

Ayes: 5 Nays: 0

PAYROLL AND 401k SERVICES

On a motion by Charles B. Strome III and seconded by Michael A. Genito, it was unanimously agreed that EIC will transition in the first quarter 2017 from PayChex to PrimePay for payroll and 401k services and the Board authorizes the signing of any forms necessary to facilitate this change upon the receipt of satisfactory references from Prime Pay. All in favor, so be it

RESOLVED that upon receiving satisfactory references, EIC will transition from PayChex to PrimePay for payroll and 401k services and Mark Thielking, Kathryn Hoenig and Alain Pierroz are hereby authorized to execute any documents and to take such other actions as they deem necessary and appropriate to effectuate the transition from PayChex to Prime Pay.

Ayes: 6 Nays: 0

EJC FINANCING

On a motion by Dana Levenberg and seconded by Peter Parsons, it was unanimously agreed to approve the financing of EJC III solar project of a historical warehouse renovation at 4 Hanna Lane, Beacon, NY, on substantial the same terms and conditions as presented at this meeting upon receipt of satisfactory evidence of insurance. All in favor, so be it

RESOLVED that upon EIC's receipt of satisfactory evidence of Insurance, the Board approves the financing of EJC III, 4 Hanna Lane, Beacon, NY.

Ayes: 6 Nays: 0

AUDIT COMMITTEE REPORT -- FINANCIAL AUDIT

Michael A. Genito, Audit Committee Chair, presented the recommendation of the Audit Committee which met on November 21, 2016, to appoint PFK O'Connor Davies to perform EIC's 2016 Financial Audit. Furthermore, the Committee recommends that EIC prepare an RFP for audit services and to retain audit services for the next three to five years commencing with the 2017 audit and that PFK O'Connor Davies be included in the request for proposals. On a motion by Dana Levenberg and seconded by Chris Burdick, it was unanimously agreed to retain PFK O'Connor Davies to perform EIC's 2016 Financial Audit. All in favor, so be it

RESOLVED that the Board approves PFK O'Connor Davies to perform EIC's 2016 Financial Audit.

Ayes: 5 Nays: 0

FINANCE COMMITTEE REPORT -- UNDERWRITING STANDARDS

On November 21, 2016, the Finance Committee, consisting of Michael A. Genito, Warren Lucas and Charles B. Strome, III, met to discuss the Investment Tax Credit (ITC) Linked PACE finance product. Michael Genito reviewed the Committee's report and recommendations to the Board, which are: the Board approve the proposed modified underwriting standards for the ITC-linked Short Term PACE product as outlined at this meeting; that the Corporation provide all municipal members with a description of the new

ITC-linked Short Term PACE product and provide each municipality with the opportunity to opt out of offering the ITC-linked Short Term PACE product in their municipalities; that management provide the Board with a memorandum, similar to that provided to the Committee in advance of its November 21, 2016 meeting, describing the ITC-linked Short-Term PACE product and the additional underwriting criteria to be applied.

On a motion by Dana Levenberg, seconded by Peter Parsons and unanimously approved that the proposed underwriting criteria for the ITC-linked Short Term PACE product be approved with the added requirement that the Corporation provide to its member municipalities a description of the new ITC-linked PACE product and give such municipalities the opportunity to opt out of offering such product in their municipalities. All in favor, so be it

RESOLVED, that the proposed modified underwriting standards for the ITC-linked Short Term PACE product as outlined in the memo provided to the Audit Committee and set forth above, be and they hereby are, approved;

FURTHER RESOLVED, that the Corporation provide all municipal members with a description of the new ITC-linked Short Term PACE product and provide each municipality with the opportunity to opt out of offering the ITC-linked Short Term PACE product in their municipalities;

FURTHER RESOLVED, that the Committee recommend to the full Board of Directors that the proposed underwriting criteria for the ITC-linked Short Term PACE product be approved with the added requirement that the Corporation provide to its member municipalities a description of the new ITC-linked PACE product and the opportunity to opt out of offering such product in their municipalities; and

FURTHER RESOLVED, that these resolutions shall take effect and be in force immediately.

Ayes: 6 Nays: 0

Alain Pierroz next provided an overview of the YTD and current finance statements and grant status; **Mark Thielking** provided information regarding the Corporation's RFQ for programmatic developers to pare up with EIC and NYSERDA New Project Standards and a new format to qualify projects.

PUBLIC COMMENT - None

On a motion by Peter Parsons and seconded by Dana Levenberg the Board left the regular meeting and met in Executive Session to discuss personnel matters at 9:22am.

Having completed the personnel discussion, the Executive Session was adjourned and the regular meeting resumed at 9:28am and on a motion by Michael A. Genito and seconded by Peter Parsons, it was unanimously agreed to approve Thomas Bregman as independent contractor at \$45k compensation in 2017 subject to EIC legal counsel review and approval of the contract. All in favor, so be it

RESOLVED that the Board approves Thomas Bregman as independent contractor at \$45k compensation for 2017 subject to EIC legal counsel review and approval of the contract.

Ayes: 6 Nays: 0

On a motion by Dana Levenberg and seconded by Peter Parsons, and all in favor, there being no further business before the Board, the meeting concluded at 9:29am.

The next meeting of the EIC Board of Directors will be February 15, 2017, and will be held at the EnergizeNY offices in Yorktown Heights, NY.