

**ENERGY IMPROVEMENT CORPORATION (EIC)
Local Development Corporation**

Meeting Minutes: January 5, 2012

A meeting of the Board of Directors of EIC was held on Thursday, January 5, 2012, at 425 Cherry Street, Bedford Hills, NY 10507.

The meeting was called to order at 6:20pm by Mr. Thielking who acted as chair of the meeting.

PRESENT:

Andrew Chintz	Kathryn Hoenig (Phone)	Lee Roberts
Olivia Farr (Phone)	Mary Beth Kass	Mark Thielking
Mike Gordon	Tom Kelly (Phone)	Leo Wiegman

Absent: Neil Alexander

Others Present: Jim Staudt and Tom Bregman

MINUTES:

On a motion from Lee Roberts and seconded by Leo Wiegman, it was unanimously agreed to approve the minutes of the November 21, 2011, EIC Board Meeting amended as noted at 1/5 meeting. All in favor, so be it

RESOLVED that the amended EIC Board of Directors Meeting Minutes of 11/21/11 are approved and accepted by the Board of Directors of which a copy is attached.

ABSTAINED: K. Hoenig

Legal Services and Bond Counsel

Award contract to McCollough, Goldberger and Staudt LLC as General Counsel and use Squire Sanders LLC as acting Bond Counsel.

After considerable deliberation within the Legal Committee, we have a recommended path to secure Legal Services for EIC. Based on several criteria including references checks, a numerical ranking system based on RFP responses, our interviews and additional discussions with the candidates, we are pleased to recommend that the board vote to approve the hiring of McCullough, Goldberger and Staudt as our General Counsel provider as well as continuing Squire Sanders as our Acting Bond Counsel until we issue an RFP for EIC Bond Counsel. We have a very rapid scale up planned with the goal of having an Energize Finance offering on the street by the end of Q1. The combination of McCullough/Goldberg and Squire Sanders, we feel will provide the best mix of skills and cost containment to allow us to execute our ambitious plans."

A unanimous written vote via email was taken and hereby again on a motion by MaryBeth Kass and seconded by Lee Roberts, it was agreed to award Legal Services to McCollough, Goldberger and Staudt LLC and acting Bond Counsel to Squire Sanders LLC. All in favor, so be it

RESOLVED the Board does hereby award the contract for legal services to McCollough, Goldberger and Staudt LLC for a two-year engagement based on the financial terms set forth in its November 7, 2011, EIC RFP for legal services response. Squire Sanders LLC will be used for Bond Counsel.

After further discussion on a motion by Leo Wiegman and seconded by Lee Roberts, it was approved to amend the previous resolution to use Squire Sanders LLC as Bond Counsel for the initial transaction with the intent to issue an RFP for Bond Counsel for future financial transactions. All in favor, so be it

RESOLVED the Board agrees to use Squire Sanders LLC as Bond Counsel for the initial transaction with the intent to issue an RFP for Bond Counsel for future financial transactions.

EIC POLICIES

On a motion from Leo Wiegman and seconded by Mike Gordon, it was unanimously agreed to approve the EIC Policies: Indemnification; Code of Ethics; Compensation, Reimbursement and Attendance; Whistleblower; Procurement and Equal Employment Notice for Posting. Policies amended as noted at the 1/5 meeting. Note: Code Manual approval tabled until the next EIC Board meeting. Still in development: Anti-Discrimination & Harassment and Workplace Violence Prevention. All in favor, so be it

RESOLVED that the EIC Policies: Defense and Indemnification; Code of Ethics; Compensation, Reimbursement and Attendance; Whistleblower; Procurement and Equal Employment Notice for Posting are approved as amended and accepted by the Board of Directors of which a copy is attached.

PRESENTATION

Tom Bregman provided the Board with a brief update on technology with SnuggHome and the newly deployed website rebranding as "EnergizeNY." Tom discussed data integration with information to/from NYSERDA system with messaging to customers as well as the medallions awarded to homes: platinum, gold, silver and blue.

On a motion by Mark Thielking at 8:35pm and seconded by Lee Roberts, the Board ended the regular meeting and reconvened in Executive Session for the purpose of discussion of personnel issues.

On a motion by Mark Thielking and seconded by Lee Roberts, it was unanimously agreed to end executive session and return to the regular meeting at 9:25pm.

It was discussed and agreed, all future Board meetings will be held on the first Thursday of each month throughout 2012.

It was discussed and agreed, all Board members will forward their schedule of ABO training dates. Kim is to keep a record of trainings.

There being no other business before the Board, on a motion by Lee Roberts and seconded by Andy Chintz the regular meeting was adjourned at 9:30pm.

The next meeting of the EIC Board of Directors will be held at the Town of Bedford's 425 Cherry Street offices on February 2, 2012, at 6:15pm.