

**ENERGY IMPROVEMENT CORPORATION (EIC)  
Local Development Corporation  
Meeting Minutes: November 21, 2011**

A meeting of the Board of Directors of EIC was held on Tuesday, November 21, 2011, at 425 Cherry Street, Bedford Hills, NY 10507.

The meeting was called to order at 6:22pm by Mr. Thielking, who acted as chair of the meeting.

**PRESENT:**

Andrew Chintz  
Olivia Farr  
Mike Gordon

Mary Beth Kass  
Tom Kelly  
Lee Roberts

Mark Thielking  
Leo Wiegman

Absent: Neil Alexander, Kathryn Hoenig

MINUTES:

On a motion from Lee Roberts and seconded by Leo Wiegman, it was agreed to approve the minutes of the November 1, 2011, EIC Board Meeting. All in favor, so be it

**RESOLVED**, that the EIC Board of Directors Meeting Minutes of 11/1/11 are approved and accepted by the Board of Directors of which a copy is attached.

ABSTAINED: Olivia Farr, Tom Kelly

BUDGET:

Mark Thielking will distribute the most recent amended budget via email to the Board.

Tom Kelly made a motion, seconded by Mary Beth Kass, to move to Executive Session to discuss contractual obligations. All in favor, so be it

**RESOLVED**, executive session began at 6:28pm

Discussion completed, Leo Wiegman made a motion to return to regular session, seconded by Lee Roberts, all in favor, so be it

**RESOLVED**, Board returned to regular meeting at 6:58pm.

CORPORATE POLICES

Discussion of corporate policies: code of ethics, compensation, travel, time and attendance, whistleblower protections and property and procurement guidelines was led by Mark Thielking.

Administrator's Manual: to be reworked to fit EIC mission as simplistically as possible.

Compensation Policy: Peekskill used as model. Mark Thielking to verify if grant is bound to prevailing wage.

Defense and Indemnification: specified in EIC By-laws and can be put on website as is pursuant to by-laws.

Whistleblower Policy: use Peekskill as model but include the chairman of the board or chief executive officer in line of reporting.

Code of Ethics: use Peekskill as model as amended with EIC needs.

Purchasing Policy: use of Putnam County's policy as amended with EIC needs (re: Energy Star, low VOCs, ect) and modified spending triggers (eg: 5k starting point for specific signoffs)

Discussion concluded with the finalized Corporate policies to be finalized by the next Board meeting. Employee Policies to be developed by the Program Director and presented at the next meeting.

#### Energize Progress

Discussion of status of employees, insurance, bank accounts, PayChexs for payroll and status of health benefits. Tom Bregman joined meeting via telephone to discuss.

Budget submitted to ABO but need Ed Ritter's signoff.

Leo Wiegman made motion for legal counsel general rate fee structure will be distributed via email to Board for review and to vote for/against in writing, seconded by Lee Roberts, all in favor, so be it

**RESOLVED**, that the retention of legal counsel and fee structure will be presented to the full EIC Board in writing via email and will be voted upon in writing via email, vote to be ratified at next EIC Board meeting.

The next meeting of the EIC Board of Directors will be held at the Town of Bedford's 425 Cherry Street offices on January 5, 2012, at 6:15pm.

Discussing the renewal of existing contracts to provide Energize related professional services from professional service companies should have a clause added that add EIC as the Managing Agent for the Town of Bedford.

There being no other business before the Board, the meeting was adjourned at 7:57pm.