



**ENERGY IMPROVEMENT CORPORATION
Board of Directors Meeting Minutes of February 10, 2021**

The EIC Board of Directors meeting was held on Wednesday, February 10, 2021 at 8:30 am at 2875 Route 35, Katonah and via video conference using the Zoom application.

ROLL CALL

A roll call was taken, and the meeting was called to order at 8:34 am by Susan Morth, who acted as Chair for the remainder of the meeting.

Board Members Present:

Eric Ennis, City of Syracuse	Alain Pierroz, EIC
Sean Ewart, Luthin Associates	Lucas Rogers, Albany County
Kathryn Hoenig	Mark Scimone, Madison County
Susan Morth, EIC	

Others Present:

Kim Kowalski, EIC
Anna Lee, Norton Rose Fulbright
Sarah Smiley, EIC

MINUTES

So be it **RESOLVED** that it was unanimously agreed that the Board of Directors accept and approve the minutes of the December 16, 2020.

Motion: 1st: Kathryn Hoenig 2nd: Eric Ennis Ayes: 7 Nays: 0

ANNUAL REPORTS FOR FILING WITH THE NYS ABO

The Authority Budgets Office requires EIC to submit documents and reports confirming functions such as internal controls, finances, progress and accomplishments related to EIC's mission, these reports are:

- a. Report on Operations and Accomplishments
- b. Authority Mission Statement
- c. Authority Mission Statement and Performance Measurement Report
- d. Management's Assessment of the Authority's Internal Control Structure & Procedures
- e. Investment Policies
- f. Annual Investment Report

So be it **RESOLVED** that the Board approves the above-named reports as discussed and amended at this meeting and **FURTHER RESOLVED** directs such reports to be filed with the appropriate regulatory authority.

Motion: 1st: Kathryn Hoenig 2nd: Sean Ewart Ayes: 7 Nays: 0

BOARD ANNUAL PERFORMANCE EVALUATION SUMMARY

The 2020 Performance Evaluation was reviewed and a suggestion was made that there be an orientation for new Board members and members were encouraged to ask for a one-on-one review if they had questions.

SLATE OF BOARD CANDIDATES

So be it **RESOLVED** that this Board, on the recommendation of the Nominating Committee, approves the Slate of Board Candidates for open Board seats and **FURTHER RESOLVED** approves the Slate of Board Candidates for voting at the 2020 Annual Meeting of the Members as such:

- Sean Ewart, Director of Regulatory Affairs, Luthin Associates
- Kathryn Hoenig, Former Chief Operating Officer of EIC
- Michael Raymond, Chief Financial Officer, Prime Companies
- Steven Strichman, Commissioner of Planning & Economic Development, City of Troy
- Alex Sutherland, Director of Operations, City of Schenectady

Motion: 1st: Sean Ewart 2nd: Michael Scimone Ayes: 7 Nays: 0

2020 FINANCIAL STATEMENTS – Audit Committee

Ms. Hoenig, Chair of the Audit Committee, stated the O'Connor Davies auditors spoke highly of Mr. Pierroz and were able to provide a clean opinion with no comments or recommendations for improvements.

So be it **RESOLVED** that this Board, on the recommendation of the Audit Committee, accepts the 2020 Financial Statements and **FURTHER RESOLVED** approves providing the 2020 Financial Statements to EIC members at the 2021 Annual Meeting of the Members and **FURTHER RESOLVED** directs such reports to be filed with the appropriate regulatory authority.

Motion: 1st: Kathryn Hoenig 2nd: Sean Ewart Ayes: 7 Nays: 0

Chair, Susan Morth, thanked Mark Scimone for his excellent service on the Board as he has chosen to not renew his term which expires at the Annual Member Meeting in March.

There being no further business before the Board and on a motion by Sean Ewart and seconded by Michael Scimone, the meeting concluded at 9:10 am.

The next meeting of the EIC Board of Directors will be the Annual Meeting of the Members on March 24, 2021, at 4:30 pm with the Annual Meeting of the Board immediately following and will be held at the EIC offices in Katonah, NY and via Zoom.

These minutes approved by the Board at its meeting on March 24, 2021.