STATE OF NEW YORK
JOINT COMMISSION ON PUBLIC ETHICS

540 Broadway
Albany, New York 12207

IN THE MATTER OF

Comverge, Inc. (Respondent)

SUBSTANTIAL BASIS INVESTIGATION REPORT
AND SETTLEMENT AGREEMENT

Case No. 12-33

WHEREAS, the Joint Commission on Public Ethics (the "Commission") has authority pursuant to Executive Law §94 to conduct an investigation to determine whether a substantial basis exists to conclude that a violation of Article one-a of the Legislative Law (the "Lobbying Act") has occurred, to issue a report of its finding of a substantial basis to conclude that a violation has occurred, and to impose penalties for such violation as provided for in the Lobbying Act;

WHEREAS, this Settlement Agreement ("Agreement") is entered into by and between the Commission and Comverge, Inc. (the "Respondent");

WHEREAS, as a registered client in 2010 and 2011 Respondent is therefore required to comply with the reporting requirements set forth in the Lobbying Act;

WHEREAS, the Commission has found that the Respondent, a client in 2010 and 2011, was required to file the 2010 July/December and 2011 January/June Client Semi-Annual Report(s) (the "Reports") by the statutory due dates pursuant to the Lobby Act §1-j, because Respondent retained, employed or designated a lobbying and Respondent reasonably anticipated that it would expend or incur reportable compensation and expenses in an amount in excess of $5,000 during the 2010 and 2011 calendar year(s);

WHEREAS, the Respondent was notified by Commission staff that its filings were overdue, that it was subject to late fees, and was given an opportunity to submit the required filings and avoid administrative enforcement procedures and applicable penalties, but still failed to file the required report(s);

WHEREAS, on April 19, 2012, a formal Notice of Failure to File was issued which afforded the Respondent 15 days to file the required report(s);

WHEREAS, on May 14, 2012, the Commission issued a Notice of Substantial Basis Investigation;

WHEREAS, in lieu of appearing in an adjudicatory proceeding that could result in the assessment of a civil penalty, the parties to this Agreement have agreed to resolve their dispute in a manner that avoids further administrative proceedings;

NOW THEREFORE, in consideration of the mutual covenants made herein, as the final settlement of the violation set forth herein, the parties stipulate and agree that:

I. The Respondent admits that it violated § 1-j of the Lobbying Act as set forth herein and agrees to pay to the Commission the amount of $4,000 in settlement of said violation within 15 days of the execution of this Agreement. If full payment is not received within 15 days of the execution of this Agreement, this Agreement shall become null and void in its entirety.

II. The Respondent further agrees to submit the accurately completed 2010 July/December and 2011 January/June Client Semi-Annual Report(s) within 15 days of its execution of this Agreement. If the outstanding report(s) are not received within 15 days of the execution of this Agreement, this Agreement shall become null and void in its entirety.

III. The Respondent further agrees to submit any other outstanding required reports and outstanding fees/penalties within 15 days of its execution of this Agreement. If outstanding reports and fees/penalties are not received within 15 days of the execution of this Agreement, this Agreement shall become null and void in its entirety.

IV. Notwithstanding the provisions of this Agreement, the Respondent understands and acknowledges that the Commission may investigate other knowing and wilful violations, if any, by the Respondent, of the Lobbying Act.

V. The Respondent hereby waives any rights, as provided in §1-o(c)(iii) of the Lobbying Act and may not assert such right at any future time.

VI. The Respondent hereby waives any right to appeal or challenge the determination or conduct of the Commission relating to this matter in an article 78 proceeding or by any other means.

VII. Any amendment or modification to this Agreement shall be in writing and signed by both parties.

Dated: 6-26-2012

New York State
Joint Commission on Public Ethics

ACCEPTED AND AGREED TO
THIS 7th DAY OF June, 2012

Comverge, Inc.
By:
Name: Martin H. Smith
Title: SVP General Counsel

Concur: 11
Dissent:
Abstain:
Absent: