

**NIAGARA POWER COALITION  
MEETING MINUTES**

**Wednesday, May 20, 2009 – Following HCSC Meeting**  
Niagara County Department of Economic Development  
6311 Inducon Corporate Drive, Suite One  
Sanborn, New York 14132

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**1.0 Call to Order**

Chairman Ross called the meeting to order at 12:55 p.m.

**2.0 Roll Call**

Ms. Melloni performed roll call:

**Representatives Present:**

William L. Ross, Chairman	Niagara County
Cynthia Bianco, Superintendent	Niagara Falls City School District
Paul A. Dyster, Mayor	City of Niagara Falls
Donald Rappold, Assistant Superintendent	Lewiston-Porter School Dist
Scott Hapeman, Esq., Counsel	Niagara Wheatfield School District
Fred M. Newlin, Supervisor	Town of Lewiston
Jackie Siegmann ( <i>Non-Voting Representative</i> )	Town of Niagara

**Guests:**

Chris Roser	Lewiston Porter School District
Tom Burgasser, Esq.	Niagara County
Jackie Siegmann	Town of Niagara

**Staff Present:**

John Baird, Treasurer, NPC  
Mary Melloni, Recording Secretary  
Stan Widger, Esq., NPC Counsel, Nixon Peabody  
Samuel M. Ferraro, Executive Director/Commissioner - Niagara County Center for Economic Development

**2.0 Approval of NPC Meeting Minutes**

**3.1 Annual Meeting of April 1, 2009**

Ms. Bianco noted that her name was misspelled on page 2.

***Mr. Newlin made a motion, seconded by Mr. Rappold, to approve the meeting minutes of the April 1, 2009 meeting, with the above revision. Motion passed.***

#### **4.0 Financial Report**

##### **4.1 March - April 2009**

Mr. Baird reviewed the financial report for the period of March 1 – April 30, 2009. *[A copy of which will be attached hereto and made a part hereof these minutes.]*

Chairman Ross noted that \$65,000 is outstanding to Nixon Peabody and the NPC should be able to bring this to a current status by the August meeting.

*Mr. Newlin made a motion, seconded by Ms. Bianco, to approve the Financial Report for the period of March 1 through April 30, 2009, as presented. Motion passed.*

Chairman Ross asked for a motion to make the venue payment for May and June, administrative fees for May and June, and today's lunch invoice. *Mr. Rappold made a motion, seconded by Mr. Newlin, approving payment of the aforementioned bills. Motion passed.*

##### **4.2 Adopt 2008 NPC Audit**

Chairman Ross explained that the members have been provided the 2008 Audit from Lumsden McCormick, which includes the Management Letter, Communication with Those Charged with Governance, and the Financial Statements. Treasurer Baird reviewed the Executive Summary *[which will be attached hereto and become a part hereof these minutes].*

*Mr. Newlin made a motion, seconded by Mr. Hapeman, to accept the 2008 Audit of the Niagara Power Coalition. Motion passed.*

#### **5.0 Amendment to NPC B-Laws**

##### **5.1 Annual Meeting Date**

Mr. Widger explained that it was discussed previously that there are logistical problems with having to schedule the Annual Meeting on April 1<sup>st</sup> of each year. With annual reports due on April 1 it is difficult to hold the meeting on that date each year. It was determined that a window of time be provided so that the meeting could be scheduled within a number of convenient days. Mr. Widger stated that he selected the last two weeks of March for that window. The amendment will read *“An Annual Membership meeting shall be held no earlier than March 16 and no later than March 31 of each year, at such time and place as may be designated by the Board of Directors of the corporation and as stated in the notice of the meeting.”*

**5.0 Amendment to NPC B-Laws (Continued...)**

**5.1 Annual Meeting Date**

*A motion was made by Mr. Rappold, seconded by Mayor Dyster, to approve the Amendment to the Niagara Power Coalition By-Laws as stated. A roll call vote was taken:*

<i>Town of Lewiston</i>	<u><i>Yes</i></u>
<i>Town of Niagara</i>	<u><i>Absent</i></u>
<i>Lewiston Porter</i>	<u><i>Yes</i></u>
<i>City of Niagara Falls</i>	<u><i>Yes</i></u>
<i>Niagara-Wheatfield</i>	<u><i>Yes</i></u>
<i>Niagara County</i>	<u><i>Yes</i></u>
<i>Niagara Falls Schools</i>	<u><i>Yes</i></u>

*The resolution was thereupon duly adopted.*

**6.0 Legal Counsel**

Mr. Widger explained that the NPC received a response from the Internal Revenue Service on the late payment penalty that the NPC was charge for late filing of the 990 Form for 2007. Mr. Widger explained that he and a colleague had been working with the IRS on getting this penalty waived, along with the penalty imposed for the year 2006. The correspondence received today indicates that they have waived the 2007 penalty due to the fact that the auditors had just come on board; the 2006 penalty was waived due to the confusion at that time regarding the status of the organization. Therefore, there are no penalty payments due the IRS and Lumsden McCormick will be monitoring future filings to insure that this does not happen again.

Mr. Widger stated he has an item that concerns potential litigation that needs to be discussed in Executive Session, with the possibility that action will be taken upon return to regular session.

*Mr. Newlin made a motion, seconded by Mayor Dyster, to enter into Executive Session for the purpose of discussing potential litigation. Motion passed. Executive Session was entered into at 1:13 p.m.*

*Mr. Newlin made a motion, seconded by Mr. Hapeman, to return to the Regular Session of the NPC meeting. Regular session resumed at 1:23 p.m.*

*Mr. Rappold made a motion to accept from the New York Power Authority, the amount of \$44,382.00, which represents interest paid on Greenway funds that were transferred to the Host Communities late. Ms. Bianco seconded the motion. Motion passed.* Chairman Ross indicated that this amount will be retained in the main checking account for future administrative costs incurred by the HCSC.

**Niagara Power Coalition**

**May 20, 2009**

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**7.0 Any Other Matters**

**8.0 Next Meeting: August 5, 2009 – Following HCSC Meeting (at 12 Noon)**

**9.0 Adjournment**

*Mr. Newlin made a motion to adjourn, seconded by Mr. Hapeman. Motion passed.  
Meeting adjourned at 1:23 p.m.*

Respectfully submitted,

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Mary P. Melloni  
Secretary