

MANAGEMENT LETTER

March 21, 2014

The Board of Directors
Niagara Power Coalition, Inc.

In planning and performing our audit of the financial statements of the Niagara Power Coalition, Inc. (the Coalition) as of and for the year ended December 31, 2013, in accordance with auditing standards generally accepted in the United States of America, we considered the Coalition's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Coalition's internal control. Accordingly, we do not express an opinion on the effectiveness of the Coalition's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. In addition, because of inherent limitations in internal control, including the possibility of management override of controls, misstatements due to error or fraud may occur and not be detected by such controls. However, as discussed below, we identified a deficiency in internal control that we consider to be a significant deficiency.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. We did not identify any deficiencies in internal control that we consider to be material weaknesses.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance and includes the following:

1. **Financial accounting and external reporting**

Management requests our assistance in drafting the annual financial statement and notes. Although we feel that our assistance does not impact our overall independence, professional auditing standards do require that we inform the Board and management of our involvement in this process.

Given the current administrative support structure and recognizing that there is no paid staff, the resources that would be required for management to stay current with financial reporting and disclosure requirements is neither practical nor fiscally prudent. As such, there is no expectation that this condition can be addressed or avoided in future audits.

INFORMATIONAL POINT

2. Nonprofit Revitalization Act of 2013

New York's Governor recently signed into law the Nonprofit Revitalization Act of 2013 (the Act). This is the first major reform to the State's charities laws in more than forty years. The three primary objectives of the Act are to eliminate unnecessary administrative and procedural burdens, modernize the nonprofit law, and enhance nonprofit governance and oversight. The more significant changes include rules for conducting certain board activities electronically, mandatory conflict of interest policies, and imposing additional standards for executive compensation and related party transactions. Although some of these provisions are already required by the Public Authorities Accountability Act, the Coalition may wish to consult with legal counsel to ensure its policies and procedures are in compliance with the new and revised provisions of this law.

We have discussed these comments with Coalition personnel and would be pleased to discuss them in further detail, perform any additional studies, or assist you in implementing the recommendations.

This communication is intended solely for the information and use of management and the Coalition's Board. It is not intended to be, and should not be, used by anyone other than these specified parties.

Lumsden & McCormick, LLP