



# Niagara County Brownfield Development Corporation

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## BOARD OF DIRECTORS

William L. Ross

*Chairman*

Paul A. Dyster

*Vice Chairman*

Samuel M. Ferraro

*Secretary*

## MEETING MINUTES

### NIAGARA COUNTY BROWNFIELD DEVELOPMENT CORPORATION ORGANIZATIONAL MEMBERSHIP

Wednesday, December 10, 2008 – 1:00 p.m. – 1:30 p.m.

Niagara County Center for Economic Development  
6311 Inducon Corporate Drive, Sanborn, NY

**Members Present:** Paul Dyster, Samuel Ferraro, William Ross

**Others Present:** T. Burgasser, L. D'Andrea, T. DeSantis, M. Dudley, S. Figueroa,  
A. Fisk, S. Hapeman, G. Kelsey, T. O'Donnell, T. Prohaska, K. Sanacore,  
G. Sutton, L. Witul, G. Wooley

**I. Call to Order**

The meeting was called to order at 1:20 p.m. by William Ross.

**II. Roll Call**

Ms. Karen Sanacore called the roll and Board members present were William Ross, Samuel Ferraro, and Paul Dyster.

**III. Pledge of Allegiance**

**IV. New Business**

Ms. Amy Fisk presented an overview of the Brownfields Cleanup Revolving Loan Fund Program.

**V. Review and Approval of Brownfield Development Corporation By-laws**

- a. Corporation by-laws were introduced by Scott Hapeman.
- b. A motion to approve the Brownfield Development Corporation By-Laws was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.

**VI. Election of Chairperson of Membership**

A motion to elect Mr. William Ross as Chairman of the Board of Directors was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

**VII. Designation of Directors**

Mr. Scott Hapeman explained that each member could either designate themselves or a representative to serve as a director for the Brownfield Development Corporation. Each member designated themselves and will send a letter to that effect to the Brownfield Development Corporation.

**VIII. Next Meeting of Membership**

The next meeting of the membership will be scheduled for September/October 2009.

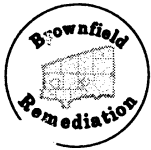
**IX. Adjournment**

A motion to adjourn the meeting at 1:30 p.m. was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

Respectfully submitted,

A handwritten signature in cursive script that reads "Karen Sanacore". The signature is written in dark ink and is positioned above the typed name.

Karen Sanacore, Recording Secretary  
Brownfield Development Corporation



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## BOARD OF DIRECTORS

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## MEETING MINUTES

### NIAGARA COUNTY BROWNFIELD DEVELOPMENT CORPORATION BOARD OF DIRECTORS MEETING

Wednesday, December 10, 2008 – 1:45 p.m. – 3:00 p.m.  
Niagara County Center for Economic Development  
Inducon Corporate Drive, Sanborn, NY 14132

**Members Present:** Paul Dyster, Samuel Ferraro, William Ross

**Others Present:** T. Burgasser, L. D'Andrea, T. DeSantis, M. Dudley, S. Figueroa,  
A. Fisk, S. Hapeman, G. Kelsey, T. O'Donnell, T. Prohaska, K. Sanacore,  
S. Santarosa, G. Sutton, L. Witul, G. Wooley

**I. Call to Order**

Chairman William Ross called the meeting to order at 1:30 p.m.

**II. Roll Call**

Ms. Karen Sanacore called the roll and Board members present were Paul Dyster, Samuel Ferraro, and William Ross.

**III. Pledge of Allegiance**

**IV. Election of Officers of the Board of Directors**

- a. A motion to elect Mr. Dyster as Vice Chairman of the Brownfield Development Corporation was made by Chairman Ross and seconded by Mr. Ferraro. Unanimous. Carried.
- b. A motion to elect Mr. Ferraro as Secretary of the Brownfield Development Corporation was made by Chairman Ross and seconded by Mr. Dyster. Unanimous. Carried.
- c. A motion to elect Ms. Karen Sanacore as Recording Secretary of the Brownfield Development Corporation was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

**V. Election of Executive Officers**

- a. A motion to elect Mr. John Baird as Treasurer of the Brownfield Development Corporation was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.
- b. A motion to appoint Ms. Amy Fisk the President of the Brownfield Development Corporation was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

**VI. Review and Approval of Corporate Policies**

A motion to approve all of the corporate policies was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

**VII. Appointment of Governance and Audit Committees**

A motion to approve the appointment of all three Board members to the Governance and Audit Committees was made by Mr. Ferraro and seconded by Chairman Ross. Unanimous. Carried.

**VIII. New Business**

- a. Contact with New York State Authority Budget Office – A motion to designate Ms. Amy Fisk and Mr. Scott Hapeman as representatives for contact with the New York State Authority Budget Office was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.
- b. Check writing/bank account – A motion to designate Mr. Baird the authority for check writing/bank account was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried. The Chairman of the Board can also be authorized for check writing.
- c. Budget – A motion that the financial manager, in consultation with the President, develop a budget for the Brownfield Corporation was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.
- d. Legal representation – A motion was made by Mr. Ferraro and seconded by Mr. Dyster to authorize a new retainer agreement designating Personius Melber as the official legal counsel of the Brownfield Development Corporation. Unanimous. Carried.
- e. Tax exemption submission to IRS – A motion was made by Mr. Dyster and seconded by Mr. Ferraro that Personius Melber complete the necessary forms for tax exemption submissions to the IRS. Unanimous.
- f. Review and approval of the Intermunicipal Agreement between the Niagara County Brownfield Development Corporation and Niagara County Development Corporation for provision of financial services for the Brownfields

Cleanup Revolving Loan Fund Program - A motion was made by Mr. Ferraro and seconded by Mr. Dyster for the approval of the Intermunicipal Agreement between the Niagara County Brownfield Development Corporation and Niagara County Development Corporation for provision of financial services for the Brownfields Revolving Loan Fund Program. Unanimous. Carried.

- g. Review and approval of funding decision procedure – A motion was made by Chairman Ross and seconded by Mr. Ferraro that the EPA Quality Management Plan be adopted as the Board’s funding decision procedure. Unanimous. Carried.
- h. Project presentation on \$250,000 loan application for the remediation of 1501 College Avenue in the City of Niagara Falls – Presentation by project applicant, Santarosa Holdings, Inc.
  - 1. Action on proposed project - Following a presentation by Mr. Sam Santarosa, Santarosa Holdings, Inc., a motion was made by Mr. Dyster and seconded by Mr. Ferraro to approve the proposed project by Santarosa Holdings, Inc. at 1501 College Avenue, City of Niagara Falls for a \$250,000 loan from the Brownfields Cleanup Revolving Loan Fund.
- i. Authorization to pay program related expenses incurred to date – A motion to pay program related expenses incurred to date was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

IX. **Next Meeting** – The Board will meet again in January 2009 and a specific meeting date will be sent to each of the members.

X. **Adjournment** - A motion for adjournment at 2:50 pm was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.

Respectfully submitted,



Karen Sanacore  
Recording Secretary