



# Niagara County Brownfield Development Corporation

## BOARD OF DIRECTORS

William L. Ross  
*Chairperson*

Paul A. Dyster  
*Vice Chairperson*

Samuel M. Ferraro  
*Secretary*

Amy E. Fisk  
*President*

John M. Baird  
*Treasurer*

## ANNUAL MEMBERSHIP MEETING MINUTES

NIAGARA COUNTY BROWNFIELD DEVELOPMENT CORPORATION  
THURSDAY, MARCH 4, 2010 - 1:00 P.M.  
VANTAGE CENTER  
SANBORN, NEW YORK 14132

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

**Others Present:** J. Baird, T. Burgasser, M. Dudley, S. Figueroa, A. Fisk,  
S. Hapeman, G. Kelsey, T. O'Donnell, K. Sanacore

- 1. Call to Order**  
The Annual Membership meeting was called to order at 1:00 p.m. by Chairman Ross.
- 2. Roll Call**  
Ms. Karen Sanacore called the roll, and Board members present were William Ross, Samuel Ferraro, Paul Dyster.
- 3. Introductions**
- 4. Pledge of Allegiance**

## ACTION ITEMS

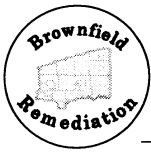
- 5. Designation of Directors**  
Mr. William Ross, Mr. Paul Dyster and Mr. Samuel Ferraro were designated as Directors.
- 6. Election of Chairperson of Membership who shall act as Chairman of the Board of Directors.** A motion was made by Mr. Dyster and seconded by Mr. Ferraro to nominate Mr. William Ross as Chairman of the Board of Directors. Election of Mr. Ross unanimous. Carried.
- 7. Election of Officers of the Board of Directors**  
Mr. Dyster was elected as Vice Chairman and Mr. Ferraro was elected as Secretary of the Board of Directors.

8. **Election of Executive Officers** - A motion to designate Ms. Amy Fisk as President and Mr. John Baird as Treasurer was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.
9. **Appointment of Standing Committees** - A motion to appoint Mr. Ross, Mr. Ferraro, and Mr. Dyster to the Executive Committee, Governance Committee and Audit Committee was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.
10. **Annual Report** - A. Fisk gave an overview of the annual report to the Board members.
11. **Budget Report** - A. Fisk gave an overview of the budget report to the Board.
12. **Resolution - NCBCD-032010-01** - Gary Kelsey, Niagara County IDA, addressed the Board regarding the authorization to hire a certified public accounting firm to conduct the required annual audit. Two Certified Public Accounting Firms were considered, namely, Brown and Company LLP and Lumsden & McCormick LLP. A motion was made by Mr. Dyster and seconded by Mr. Ferraro to accept Resolution NCBCD-032010-01 authorizing that Brown & Company be hired for the annual audit. Unanimous. Carried.
13. The next meeting date of the Niagara County Brownfields Development Corporation will be held in March 2011.
14. The meeting was motioned for adjournment by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.

Respectfully submitted,



Karen M. Sanacore, Recording Secretary  
Niagara County Brownfield Development Corporation



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## ANNUAL BOARD OF DIRECTORS MEETING MINUTES

### Niagara County Brownfield Development Corporation

Thursday, March 4, 2010 - 1:00 pm

Vantage Center  
Sanborn, NY 14132

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

**Others Present:** J. Baird, T. Burgasser, M. Dudley, S. Figueroa, A. Fisk, S. Hapemen, G. Kelsey, T. O'Donnell, K. Sanacore

1. Chairman Ross called the meeting to order at 1:20 p.m.
2. **Roll Call**  
Ms. Karen Sanacore called the roll, and Board members present were William Ross, Samuel Ferraro, and Paul Dyster.
3. **Introductions**
4. **Pledge of Allegiance**
5. **Approval of July 15, 2009 Meeting Minutes** - A motion to approve the minutes of the July 15, 2009, meeting was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

### ACTION ITEMS

6. **Annual Report** – A. Fisk presented the annual report at the annual membership meeting. Board members had no further questions on the report.
7. **Budget Report** – The budget report was adopted at the July 15, 2009 meeting and was provided for informational purposes only.
8. **Annual investment report and adoption of comprehensive investment guidelines** – The Board reviewed the annual investment report which indicated that no investments were made during the fiscal year. A motion to adopt the comprehensive investment guidelines was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.
9. **Resolution - NCBDC-032010-02** – Adoption of Niagara County Brownfield Development Corporation Procurement Policies and Procedures – A motion to adopt the Niagara County Brownfield Development Corporation Procurement Policies and Procedures was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.

10. **Presentation on ARRA Brownfields Cleanup Revolving Loan Fund grant** – A. Fisk gave a presentation to the Board members on the ARRA Brownfields Cleanup Revolving Loan Fund Grant.
11. **Resolution - NCBDC-032010-03** – Authorization to solicit proposals for legal services related to the ARRA Brownfields Cleanup Revolving Loan Fund grant – A motion for approval to solicit proposals for legal services related to the ARRA Brownfields Cleanup Revolving Loan Fund grant was made by Mr. Dyster and seconded by Mr. Ferraro with the inclusion in the resolution that it be subject to any modifications by Niagara Falls Corporation Counsel and the Niagara County Attorney's office. Unanimous. Carried.
12. **Resolution - NCBDC-032010-04** – Authorization to establish a new bank account for the ARRA Brownfields Cleanup Revolving Loan Fund grant – A motion to establish a new bank account for the ARRA Brownfields Cleanup Revolving Loan Fund was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

#### **NEW BUSINESS**

13. **Officers and Directors Liability Insurance for NCBDC** – A. Fisk informed the Board members that the NCBDC Officers and Directors Liability Insurance was renewed through First Niagara at a cost of \$2,400. A copy of the full policy was emailed to the members in advance of the meeting.
14. **List of authorized expenses** – A. Fisk provided the Board members a list of expenses that were paid since the last NCBDC meeting on July 15, 2009.

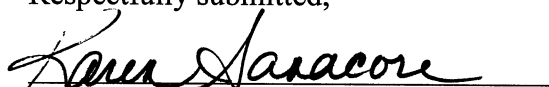
#### **ATTORNEY BUSINESS** –

S. Hapeman called an Executive session at 1:45 p.m. A motion for Executive Session at was made by Mr. Dyster and seconded by Mr. Ferraro. Unanimous. Carried.

Executive session ended at 2:05 p.m. A motion to exit Executive session was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

15. **Next meeting date** – To be determined.
16. A motion for adjournment at 2:20 p.m. was made by Mr. Ferraro and seconded by Mr. Dyster. Unanimous. Carried.

Respectfully submitted,

  
Karen Sanacore, Recording Secretary  
Brownfield Development Corporation