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Advisory Board Meeting Minutes

June 10, 2002

Approved by Board 08/13/2002

Targeted Accessibility Fund of New York

Board Members Present: Bill Salvatore (Chairperson), Charles Brennan, Doug Elfner, Juliana Janson, Patricia Knapp (Vice Chairperson), Barbara Bouton (Secretary/Treasurer), Robert Barry and Joe Dunbar.

Others Present: Keith Roland, Esq., John Flack (Pool Administrator), Lou Piazza (TAF Manager), and Jim Williams (TAF Analyst).

- I. Bill Salvatore called the meeting to order at 10:00AM and took role call. He welcomed Joe Dunbar to the board. Joe replaced Merwin Sands as the CLEC representative from MCI/WCOM. Bill gave a brief overview for the purpose of this special meeting. The meeting was to consider the incorporation of TAF as a Not-For-Profit Corporation, in light of the PSC approval for TAF to take oversight authority of the Telecommunications Relay Service (TRS).
- II. Bill Salvatore asked Keith Roland to provide an overview of his memo addressing the incorporation (Prior to the meeting Lou provided to each member a copy of Keith Roland's memo on the formation of a corporation).

Keith started by noting the current legal status of TAF is unclear and can best be described as an unincorporated association. He iterated that as a result of its new duties and responsibilities it would be appropriate to formalize TAF into a corporate structure. His recommendation was that TAF become a wholly-owned not-for-profit subsidiary of the NY Intrastate Access Settlement Pool, (Pool). He said that the corporate certificate and by-laws would provide the structure for the TAF Advisory Board to become the Board of Directors and the TAF Manual could be incorporated into the by-laws or adopted as a board resolution. As to the administration of TAF Keith said it would continue to be performed by the Pool with the possibility of an open ended management contract which could be amended by mutual agreement between TAF and the Pool and/or any future PSC order. Keith noted that the current employees working for TAF would continue to remain employees of the Pool. Keith stated in previous discussions a target date of June 30th for the transfer of TRS oversight from NYSTA to TAF however, this deadline must be postponed until further notice due to the incorporation requirements and PSC approval has been sought.

Charlie Brennan inquired about TAF's relationship with the Pool; can the Pool tell TAF what to do? Keith explained that this was not possible and that the certificate and the by-laws will need to be approved by the PSC. Charlie's concern was that TAF would be moving from one unclear status to another unclear status, under incorporation regardless of its relationship to the PSC and the Pool.

Bill Salvatore noted that currently the TAF Board is an Advisory Board, if incorporated as a wholly owned subsidiary of the Pool the PSC would still be in control of the relationship between TAF and the Pool. Bill suggested that these ideas be socialized with the PSC via Jim Kittleman.

Patricia Knapp noted that the current relay contract ends on June 30th and that the PSC approved an extension of that contract, which can be signed by NYSTA. Once signed, and the incorporation process has been completed by TAF, the contract can be transferred to TAF via a transfer clause in the PSC document.

III. Keith finished by stating the benefits and risks of incorporation:

Benefits:

1. Creates TAF as a legal entity with legal status.
2. Provides TAF with the ability to deal with all parties with a legal status.
3. Gives the board more validity.
4. Defines the relationships with the Pool and the PSC in the certificate of incorporation and bylaws.
5. Provides the ability for TAF to purchase insurance

Risks:

1. Initial start up costs
2. Minimal costs on annual basis (keeping minutes)

****Bill Salvatore proposed that the Board take a vote on whether Keith proceeds forward with the incorporation process and to socialize it with the PSC Staff via Jim Kittleman. Once TAF receives the go ahead Keith will prepare the necessary documents.**

IV. Prior to the vote Lou Piazza informed the Board that a quorum was present (8 members) and that a 2/3 majority vote (6 votes) of the existing Board members (current membership is 9 members) was required for a policy change.

A voice vote was taken and passed, the results were as follows:

- 6 in favor
- 1 not in favor
- 1 abstention

Before ending the meeting Bill Salvatore asked Lou Piazza to contact John Black and get his view on this issue as well as his vote.

Bill Salvatore also asked Lou to set up a Board conference call meeting with Jim Kittleman for the week of (June 17 -21) to discuss this matter and get the PSC Staff opinion of the TAF incorporation.(Follows dated are out June 18 & 21)

Keith Roland was directed to draft a certificate of incorporation and send it to the board for their review, as well as get in touch with the Pool.

- V. The next regular scheduled board meeting will be on Tuesday, August 13th in Albany.