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Advisory Board Meeting Minutes

August 12, 2003

Approved by Board 11/18/2003

Targeted Accessibility Fund of New York

Board Members Present: Bill Salvatore (Chairperson), Barbara Bouton (Secretary/Treasurer), Juliana Janson, John Black, Lisa Purdy, and Jerry Norlander (PULP-Designated Substitute)

Others Present: John Flack (TAF Administrator), Lou Piazza (TAF Manager), Jim Williams (TAF Analyst), Jim Kittleman (PSC Staff), and Bill Darcy (TAF Consultant).

- I. Bill Salvatore called the meeting to order at 10:00AM and took role call. He asked the Board to review the May 13, 2003 Board meeting minutes. A few changes were noted and made. A motion was then made by John Black to adopt the May 13, 2003 minutes with the noted changes. Bill Salvatore seconded the motion and the Board then unanimously approved it.
- II. Lou Piazza presented the TAF Monthly Expense Summaries status report for the months of April – June 2003. Jerry Norlander (PULP) questioned the Telecommunications Relay Service (TRS) cost and wanted to know if companies can pass along these costs to customers as a surcharge. Lou explained that the state forbids the passing along of these intrastate costs, however there is a surcharge for interstate universal service costs. Bill Salvatore made a motion to accept the status reports as presented, Jerry Norlander seconded and the status report was unanimously approved by the Board
- III. Lou Piazza presented the TAF Administrative Expense Report for the months of April 2003-June 2003. He explained that Barbara Bouton (Treasurer) had reviewed a more detailed financial summary. Barbara reported that everything looked in order and that she was satisfied. Lou informed the Board that he is targeting for the end of August 2003 to invest \$150,000 of the reserve balance as agreed by the Board. Referring back to the administrative summaries, Bill Salvatore questioned the miscellaneous expense items for April and May and Lou explained that those costs reflected the advertising expense for the TRS RFP in various trade publications. Lou said that in the future, he will highlight such items on the financial reports. Barbara Bouton made a motion to adopt and approve the TAF Administrative Expense Summary as presented. This was seconded by Lisa Purdy and unanimously approved by the Board.
- IV. Lou informed the Board that the corporation By-Laws and functional contract letter between the Pool and TAF should be completed by the end of August. Upon completion, Lou will provide a draft copy to each Board member. The Board directed Lou to ask Keith Roland, Esq. some questions concerning the By-Laws and the functional contract letter. (i.e. Is there a legal entity problem during the time they are not in effect?) In addition, the Board requested that Keith take a look at the current D&O insurance policy for any possible recommendations.
- V. Lou informed the Board that both Keith Roland, Esq. and the TAF's outside accountants (Bush & Germain) recommended that it would not be necessary for TAF to file for a tax exempt status with the IRS for the following reasons:
 1. TAF is a 'Not for Profit' corporation with no income/profit, therefore no taxes

would be due and only a different tax form is required with less paper work.

2. The legal and accounting cost associated with filing for an IRS tax exemption certificate would not be justified.

Bill Salvatore made a motion to accept Keith's recommendation. It was seconded by Barbara Bouton and approved unanimously by the Board.

- VI. Lou informed the Board that a letter of compliance was sent to the PSC addressing the transfer agreement of TRS oversight authority to TAF from NYSTA. The agreement was signed by Robert Puckett, President of NYSTA and Bill Salvatore, Chairman of the TAF Board. Each Board member was supplied a copy of the letter.
- VII. Lou informed the Board that he attended and facilitated a Relay Advisory Board meeting on July 9th. The Board discussed several items, one being the expansion of the Advisory Board to include at least one more organization that would represent the hard of hearing community in the state. TAF and NYSTA will work together on this item.
- VIII. Lou distributed to the Board a copy of the PSC order approving the TRS RFP with an updated copy of the RFP key date timeline. Lou explained that several companies had requested copies of the RFP, which had been sent out electronically and in hard copy via overnight carrier. Once TAF receives a letter of intent from prospective bidders, invitations will be sent to interested companies informing them of a question and answer session to be held on September 5, 2003.
- IX. Lou stated that the TAF Board must first approve the Ad Hoc committee's TRSP recommendation prior to sending it to the PSC for final approval. Lou suggested to the Board that in light of the proprietary nature of the material involved in this process, that any representative whose company is participating in the bidding process recuse themselves from the evaluation and approval process. The Board members were in agreement with Lou's position and approved his suggestion. Bill Salvatore also suggested that in the future when the Board needs to address proprietary TRS information that those members recuse themselves from that process. The Board agreed with that suggestion as well. Bill Salvatore asked that Keith Roland draw up a non-disclosure agreement for all seven participating Board members to sign. This agreement should also be applicable to John Flack, Lou Piazza, and Jim Williams.

Bill Salvatore's (who recused himself) asked that Patricia Knapp (Vice Chairperson) chair the special approval meeting (date to be announced) in his stead. The Board was in agreement.
- X. The next regular scheduled Board meeting will be held on Tuesday, November 18, 2003 in Albany.
- XI. There being no further business, Bill Salvatore made a motion to adjourn the meeting. Lisa Purdy seconded the motion and the motion was carried.