

IDA
ANNUAL MEETING
COUNTY CONFERENCE ROOM
LAKE PLEASANT, NY
JANUARY 18, 2011

The meeting was called to order by Chairman Towers at 10:30 A.M. with the following members present:

Brian Towers, Chairman
William Farber, Vice Chairman
Fred Fink
Robert Peck
Tim Pine

Absent: William Faro and Robin Morrison

Also Present:
Ann Melious
Laura Abrams, Secretary
Pete Klein, Press

Election of Officers:

Mr. Towers nominated for Chairman by Mr. Farber, seconded by Mr. Fink.
Mr. Farber nominated for Vice-Chairman by Mr. Fink, seconded by Mr. Peck.
Mr. Faro nominated for Treasurer by Mr. Peck, seconded by Mr. Pine.

Nominations carried.

The Chairman appointed Mr. Peck and Mr. Pine to the Audit Committee.

It was decided to appoint the Governance Committee at the next meeting.

The Chairman asked if there were any questions or concerns with the minutes of the October 19, 2010 or the December 2, 2010 meetings. Mr. Peck stated that in the October 19, 2010 minutes there was mention of a \$10,000 donation from the Camp of the Woods to Oak Mt. Mr. Peck clarified that it was a contribution to the Village; it had nothing to do with Oak Mt.

Mr. Peck questioned the sentence "Clearly the parking lot is more of us standing in as manager, and one thing he does not think we should be, even through an agent, is running Oak Mt. on a long term." that was made by Mr. Fink at the October 19, 2010 meeting. Mr. Farber explained that the Board was discussing upgrading the parking lot. Mr. Fink clarified that his point was that he had no difficulty with things such as the rental building, etc., but could not see upgrading the

parking lot, unless there was a wash out or something of that nature, it would be more forward thinking and thus not qualify, or be appropriate in his mind for IDA expenditure at this point.

Mr. Peck stated that his last comment is that in the October 19, 2010 minutes it was stated that the Village Mayor was going to ask Matt to do an inventory of the existing items in the rental shop, did we receive it? The Chairman stated he has not received anything. Ann stated that it was not mentioned to her, but she will look in the files.

Motion to accept the minutes of October 19, 2010 and December 2, 2010 by Mr. Farber, seconded by Mr. Peck. Carried.

Treasurer's Report:

The updated financials were handed out. Ann stated that all loans are up to date, except for the Indian Lake Market which is in bankruptcy proceedings. Mr. Peck stated that in the minutes there have been a lot of questions about restricted and unrestricted funds, did we ever get it sorted out? Mr. Fink stated yes and no. Mr. Fink further stated that he knows where the numbers come from, but he is still not grounded on whether we really have a legal restriction or it's more that it is a good accounting trail as to the expenditures that surround the Oak Mt. project. He feels that is a conversation that needs to be renewed with Dick Dinolfo. Mr. Fink stated that he would also like to have a conversation with Dick Dinolfo regarding the Treasurer's Report. Mr. Peck agreed; we need further clarification. Mr. Farber stated that we need to drill down on it from a semantics standpoint, part of what was confusing in the conversation was what are restricted and unrestricted funds from an accounting standpoint and what are restricted and unrestricted funds from a grant standpoint.

Mr. Fink stated that at the last meeting he had a concern relevant to the payment of the Adworkshop invoice and wondered if that had been reported in the financials. He was told that it was, but he is not sure it flowed through properly. Mr. Fink stated that it still sits in the financials as a payable. Mr. Fink discussed further.

Mr. Farber stated that it makes a lot of sense to have the Audit Committee sit down with Dick Dinolfo so that our accounting evolves to reflect the fact that the IDA has matured and we have loans being repaid and other things happening that are not easily discernable from the way we've accounted for money in the past.

Appointment of New Executive Director:

Mr. Farber made a motion to appoint Ann Melious to the position of Executive Director of the IDA. Seconded by Mr. Fink. Carried.

Mr. Fink stated that he is not sure if the members are insured by name on the liability policy, if so Ann needs to be added.

2011 IDA Meeting Calendar:

The Board decided to meet bi-monthly, alternating the first Thursday of the month between Indian Lake and Lake Pleasant at 2 PM

March 3rd Indian Lake 2PM
May 5th Lake Pleasant 2 PM
July 7th Indian Lake 2 PM
September 1st Lake Pleasant 2 PM
November 3rd Indian Lake 2 PM

Payment of Bills:

Village of Speculator (balance on Oak Mt. roof repair)	\$143.53
Richard H. Dinolfo, CPA (2009 audit)	\$2,750.00
Town of Lake Pleasant (cell tower taxes)	\$688.34
NYS Economic Development Conference (Ann Melious)	\$350.00

Ann explained that the Board previously approved payment for roofing on the rental building at Oak Mt. There are some extra invoices for drip edge and other small items that were not covered in the previous payment. Ann contacted FOOM for their half of the extra items and has received payment for them. The \$143.53 is the IDA's half.

The Board discussed the tax bill from the Town of Lake Pleasant and the fact that it gets charged back to the lessees of the tower.

Ann explained that the IDA never paid Mr. Dinolfo for the 2009 audit.

Ann explained that the bill for the NYS Economic Development Conference is education for her. It is for the IDA Section Conference and Public Authority training.

Motion to pay bills as audited by Mr. Fink, seconded by Mr. Farber. Carried.

NBT Bank Loan:

Ann requested approval for the closing cost expenditures for the NBT loan. The Board discussed the fact that the amount is an estimation of what the closing cost could be. Mr. Fink stated the Board may want to approve a higher amount.

Mr. Fink made a motion to authorize Ann to execute the agreement for the NBT loan and pay the closing costs, not to exceed \$3,000.00. Seconded by Mr. Farber. Carried.

Tower Rent:

Ann stated that the North Country Public Radio rent for tower space has not been increased in the last ten years. They are paying \$2,400.00. Ann asked the Board if they would want to increase their rent. Mr. Farber asked what the renewal process for that agreement is. Ann stated that it is mid-year to mid-year. Mr. Farber asked how long the lease was for. The Chairman stated that he thinks it just rolls year to year. Ann stated she will look into what the original agreement said.

The Chairman stated that at this point if the Board is going to discuss Hamilton County Cable, he would like to recuse himself. The Chairman left at this time.

Ann stated that the Board needs to discuss the finances of Hamilton County Cable.

Mr. Fink made a motion to enter Executive Session to discuss the personal financials of a loan applicant. Seconded by Mr. Pine. Carried.

Mr. Klein left at this time.

Motion to open session by Mr. Peck, seconded by Mr. Pine. Carried.

Mr. Klein returned.

Mr. Farber stated that while in Executive Session the Board reviewed the financials of a loan applicant and no action was taken in Executive Session.

Mr. Farber stated that the Board is back in open session for the purpose of making a decision with respect to item number 8 on the agenda, Hamilton County Cable TV, Inc. and their request to borrow \$50,000 from the Hamilton County IDA out of the USDA funds, which were allocated to the IDA by the LDC for the purpose of loaning out.

Mr. Fink made a motion that a commitment letter to be dated January 18, 2011 be offered to Hamilton County Cable TV, Inc. through its President, Paul F. Schonewolf and that it be a loan extension in the amount \$50,000 with payment terms over 8 years in equal monthly installments of \$586.48, and the collateral for that loan be the assets of Hamilton County Cable TV, Inc. and no personal guarantee be required of their President Mr. Paul F. Schonewolf, and a closing for that loan be anticipated to be on or before the 20th day of February, 2011. Mr. Fink further moved that the IDA Executive Director, Ann Melious, be empowered to sign all necessary documents to close that loan, subject only to the acceptance of the commitment contingency by the Hamilton County Cable TV, Inc. President Mr. Paul F. Schonewolf. Seconded by Mr. Pine.

Mr. Farber stated that from the perspective of the Hamilton County IDA, he feels that it is wonderful that people are starting to pick up the charge and actually build fiber in Hamilton County. He stated we all suffered a huge disappointment when the CBN application wasn't funded. What we are seeing, not only in Hamilton County, but in other areas, is people are really ramping up their level of commitment to fiber and finding creative ways to back fill some of the gaps.

Mr. Fink stated that the IDA did examine the tax return of Hamilton County Cable TV, Inc., which was prepared by a CPA, and the value of the assets that are shown are not offset by liabilities of an amount such that it would require a personal guarantee. Mr. Farber agreed that the loan appears to be well secured with the collateralization of the corporation.

Motion carries.

The Chairman re-entered at this time.

Mr. Klein asked what the intentions are of Hamilton County Cable TV, Inc.

Ann explained that he wants to extend his fiber network for 6 miles into the Village of Speculator.

Other Business:

Ann stated that she is happy to be here and hopes they can bear with her as she gets up to speed with everything, she appreciates the opportunity. The Chairman welcomed her.

The Chairman asked if there are any applications out.

Ann stated that there are 2 out right now. She will contact them this week.

Motion to adjourn by Mr. Peck, seconded by Mr. Farber. Carried.