

**MINUTES  
BOARD OF DIRECTORS  
FINGER LAKES REGIONAL  
TELECOMMUNICATIONS DEVELOPMENT CORPORATION  
JUNE 22, 2007**

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The meeting of the Finger Lakes Regional Telecommunications Development Corporation (TDC) was called to order by Geoffrey Astles at 10:00 a.m. in the Economic Development Conference Room.

In attendance were:

Members:

Geoffrey Astles, Ontario County Administrator  
Mike Bell, Consultant  
Edward Hemminger, Chief Information Officer, Ontario County  
Mike Manikowski, Ontario County Economic Developer  
Doug Mossbrook, Eagle Mountain, Inc.  
Robert Seem, Cornell Ag & Food Tech Park  
David R. Smith, CEO, Infotonics  
Camille Sorenson, Wayne Finger Lakes BOCES

Guests:

James Townsend, Esq., Remington, Gifford, Williams & Colicchio  
Tom Rauscher, ArchiTechnology

**APPROVAL OF MINUTES – May 18, 2007**

Motion was made by Mike Manikowski, seconded by Doug Mossbrook, to approve the minutes of the May 18, 2007 meeting. Carried.

**Update on PILOT Funding Proposal**

Mr. Manikowski stated that the IDA has conceptually approved the PILOT and are now working on the details. Mr. Manikowski provided a report in the absence of Attorney Kris Thorsness, and indicated that the Empire Pipeline has a green light. There are six counties involved in the pipeline transaction, and five are represented by the Harris Beach Firm. Mr. Manikowski indicated there was still work to be done, and it comes down to the quality of the guarantee and they are waiting for the first round of documents to be complete. Harris Beach will be drafting the agreements to maintain consistency, and tied to this will be the funding agreement. Discussion occurred on the funding, line of credit and guarantee.

Mr. Hemminger provided an update on the business plan. He indicated that he is working on the numbers, and is being conservative. One of the issues he is working on is having the county funds show in the financials so that money can be used. There is money in the bank drawing interest, but it is not showing up on the sheet, and he is working with accountants on this matter.

Discussion occurred on when the closing may take place, and Mr. Manikowski indicated that the sooner the better, but in reality, probably not until the end of the summer or early fall.

Mr. Astles would like Mike or Jim to spend some time at one of the meetings to talk about the major elements of the contracts that are going to occur between us and the other appropriate parties.

### **Finger Lakes Technologies Group - Proposal**

At the request of the FLRTDC, Mr. Rauscher of Archi-Technology was asked to do an evaluation on the Finger Lakes Technologies Group proposal. Discussion occurred on whether the group needed to enter into executive session, and Mr. Townsend indicated that one of the reasons the group had gone into executive session at the last meeting was due to the discussion on disclosure of proprietary financial sensitive information. As Mr. Rauscher would not be disclosing any of that information in this evaluation, the group did not need to move into executive session at this time. Mr. Rauscher distributed copies of his written evaluation which he narrated through. The second page of the evaluation consisted of the financial evaluation as it related to the RFP. After a review of this information, Mr. Rauscher indicated that the bottom line was that they did not feel there was a “reasonable basis to cause the FLRTDC to change course and pursue a design build contract with FLTG”.

Mr. Hemminger added that one of the issues Mr. Rauscher did above and beyond what was asked of him was to work with FLTG to have them update and modify their proposal based on some very basic things. There are a number of concessions that Mr. Rauscher worked out of them through this period. Mr. Hemminger wanted to point out that this was a work in progress and felt Mr. Rauscher did a phenomenal job mediating some things that he knew were contentions for FLRTDC to the best he could. He gave him credit for doing this and to FLTG for acquiescing in some areas. Mr. Rauscher further clarified to FLTG that he was not in any position or was not in any way trying to negotiate on behalf of FLRTDC, but to ascertain what exactly was on the table, and one of his approaches was to find the middle ground, as a lot of what they are trying to do will benefit the businesses in Ontario County. Mr. Rauscher indicated that FLTG definitely fits as a service provider and there is a benefit to working with them. Also a positive affect because of their ability to produce revenue.

### **Design Engineer RFP Results**

Motion was made by Bob Seem, seconded by Mike Bell, to move into Executive Session to discuss matters involving confidential and proprietary financial information leading to the employment of professionals. Motion carried.

Motion was made by Wayne Houseman, seconded by Mike Manikowski to move out of Executive Session at 11:00 a.m. and carried. No action was taken in Executive Session.

Motion was made by Doug Mossbrook, seconded by David Smith, to accept the design engineering proposal for phase one of the project with ECC Technologies at a cost of \$91,000.

At the request of Mr. Manikowski, he was allowed to abstain from voting on the foregoing matter as he felt it would be a conflict of interest to do so.

Motion carried.

### **Old Business**

*ECC Current Support Contract* – Mr. Hemminger explained that the invoice from ECC Technologies had some items that were not correct so they have a credit. He also wanted to let the group know that there was a gap between contracts, and when he got the specific invoices for work back in January and February, he went ahead and paid them from the March contract.

### **Accounting Services Update**

Mr. Hemminger handed out the balance sheet and reviewed the transactions to date. He noted that a couple of CD's were rolled over at 5.2% for 60 days, and that he had reviewed this investment policy with Bonadio who agreed with what he was doing. He further noted that he would be meeting with Bonadio to go over specifics and offer suggestions on how to maintain the information. Mr. Hemminger also addressed the Project Summary which he distributed.

### **New Business:**

Mr. Hemminger discussed the resignation of David Morrow, and indicated that he reviewed the by-laws and resignations do not require Board approval.

Membership and Committee Assignments were reviewed as distributed by Mr. Hemminger. He indicated that there is a vacant position on the Governance Committee. Mike Bell indicated that he received a resume from an individual he had worked with at Constellation, who is very interest. Mr. Hemminger indicated he received a recommendation from Joe Starks that the group ought to consider someone with a financial background. Mr. Townsend clarified that the Governance Committee would make a recommendation to the Board to fill vacancies in the group. If anyone has any suggestions or recommendations on who the committee might consider, contact a member of the Governance Committee, or get the information to either Ed Hemminger or Geoff Astles and they will pass it on.

Board Training: Mr. Hemminger commented that he had done training with the Public Authority Law, which training was combined with the Tobacco Securitization Corporation. The second half of that training will be in the fall. If anyone is interested in the first half of the training, Mr. Hemminger would work on scheduling a special session. Mr. Hemminger specifically noted that during the training it was noted that the corporation needs to have a Chief Financial Officer (CFO), as they have certain responsibilities that he cannot do. Mr. Townsend spoke with regard to the Investment and Deposit Policy, and distributed copies to the group. He asked that the group review the same. The policy mentions the delegation of authority to the CFO, and why it is necessary to have a CFO position.

**Open Discussion:** Question was raised on where the corporation stands with Syracuse Utilities. Mr. Hemminger explained that Syracuse Utilities was awarded the construction contract for the first 40 miles of the ring, and he is currently drafting the contract for this Board approval and subsequent signature.

It was noted that there is a Statewide broad band study in the governors office for review right now and this group is one of the case studies. Mr. Hemminger noted that he has an appointment with the CIO of the State of New York to discuss this project.

There being no further business, motion was made by Doug Mossbrook, seconded by Mike Bell to adjourn. Motion carried. Meeting was adjourned at 11:20 a.m.

Respectfully submitted.

Lisa Phillips, Deputy Clerk  
Board of Supervisors