

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
JUNE 24, 2011

Members Present:

Geoff Astles, Ontario County Administrator
Michael Manikowski, Ontario County Economic Developer
Doug Mossbrook, Eagle Mountain, Inc.
Robert Seem, Cornell Ag & Food Tech Park via phone
John Sheppard, Supervisor, Town of Seneca
David R. Smith, Ontario County Citizen
Camille Sorensen, Wayne Finger Lakes BOCES
Mike Ward, Vice President Information Technology, Ultralife

Members Absent:

Steve Von Berg, Pervasive Solutions

Others Present:

Sean Barry, Director of Information Services
John Garvey, Incoming Ontario County Administrator
Edward Hemminger, CEO
Reliefia Kramer, Recording Secretary
Andy Lukasiewicz, ECC Technologies
Terry Phillips, Bonadio & Co.
Joe Starks, ECC Technologies
Jamie Starks, ECC Technologies
James Townsend, Esq., Remington, Gifford, Williams & Colicchio

The meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corporation, dba AxcCESS Ontario was called to order in the conference room of the Ontario County Economic Development Office by Chair Michael Ward at 10:05 a.m.

Chair Michael Ward introduced the new Information System Director, Sean Barry to the Board. Everyone introduced themselves for the benefit of new attendees.

Chair Michael Ward informed the Board that the meeting would be out of order from the agenda.

APPROVAL OF MINUTES

Doug Mossbrook made the motion to approve the minutes for the May 6, 2011 and June 10, 2011 which was seconded by John Sheppard. Motion carried.

FINANCIAL UPDATE

Terry Phillips reviewed the Balance Sheet and the Profit and Loss Budget Performance report with the Board. The reports are through April 2011. There are still vendor invoices out for the month of May.

Mr. Phillips distributed and reviewed reports of the operating standpoint and cash on hand.

SALES PLAN

Andy Lukasiewicz gave a presentation on the Sales Plan. He explained how Access Ontario needs to maximize the opportunities for our businesses in our communities.

OPERATIONS SUPPORT

Jamie Starks distributed the Operations Support Proposal. Ed Hemminger requests that members review if for discussion at the next meeting.

At 10:58, Terry Phillips, Andy Lukasiewicz, and Jamie Starks leave the meeting.

GOVERNANCE COMMITTEE

Robert Seem is on the conference phone. John Sheppard reviewed the Governance Committee Report with the Board. Mr. Sheppard spoke of changes to the by-laws. The notification of change to the by-laws was sent out to board members on June 3, 2011 which meets the required 20-day advanced notice for by-law changes. The rationale and recommended changes to board membership are repeated below:

Rationale

The Access Ontario Board of Directors is an active body that is focused on meeting the initial goals of the corporation and is now transforming the corporation into an operational mode after completion of the fiber ring construction. Additional Directors are desirable to help in the Board mission, but also to serve as officers and committee members, especially if new committees are organized. Finally, it is worthy to maintain a breadth representation from industry and stakeholders.

Recommendations

The Governance Committee recommends that the number of at-large Directors change from five to a variable number ranging the five to nine. This provides flexibility to adjust (upward or downward) the Board size “on the fly” without changing the By-Laws.

The Governance Committee further recommends that no action be taken on the restriction that limits the number of consecutive terms. With an expanded number of at-large Directors, the loss of knowledge represented by retiring Directors will have less impact. In addition, under the current By-Laws it is possible for a former Director to return to the Board after one year hiatus, should a seat be available.

The specific motion is to make the following changes to the By-laws of the Finger Lakes Telecommunications Development Corp.

1. Article III, Sec. 2: **The first sentence shall read:** “The number of directors shall be no less than nine and no more than thirteen” **and the third sentence shall read:** “The Board shall consist of: The Ontario County Administrator, the Ontario County Director of Economic Development, the Chairperson of the Ontario County Board of Supervisors, Executive Director of the Board of Cooperative Educational Services and five to nine at-large members selected from of the research and technical facilities located in the County and other businesses and organization which might understand the

benefit of the economic development projects of the Corporation including community organizations and businesses dedicated to economic development such as chambers of commerce, foundations, trade associations, colleges or universities.”

2. Article III, Sec. 3: **The first sentence shall read** “The at-large Directors shall be elected at the annual meeting of the Corporation to serve a three year term, or until their successors are duly elected and qualified,” **the following two sentences shall be inserted after the second sentence**, “The exact number of at-large Directors shall be established by a resolution adopted by the Board of Directors. No decrease in the number of Directors will shorten the term of an elected Director,” **the last sentence shall read**, “The at-large directors shall be divided into three equal or near-equal classes” **and the following sentence shall be appended to the section**, “Additions or reductions in the number of at-large Directors will be distributed equally, or near-equally among the three classes.”
3. Article III, Sec. 10: **The first sentence shall read**, “A quorum shall be required for the transaction of business and shall be the majority of appointed Directors.”

A motion was offered by John Sheppard and was seconded by Geoff Astles to approve the above changes. Motion carried.

John Sheppard informed the board that the Governance Committee, along with Chairman Mike Ward, had met with Sean Barry and discussed filling the CEO position. Mr. Sheppard told the Board that the Governance Committee recommends that the CIO becomes the CEO, Sean Barry, in accordance with not only his personal ability, but also with the contractual agreement with Ontario County.

A motion was offered by John Sheppard and was seconded by Mike Manikowski to appoint Sean Barry as CEO of the Finger Lakes Regional Telecommunications Development Corporation. Motion carried.

Discussion took place regarding bank card signatures. Mr. Townsend informs the Board that when changing the signature cards, it is actually changing a resolution of the body of the board.

A motion was made by Geoff Astles and was seconded by John Sheppard to update the bank cards with the signatures of John Garvey, Mike Manikowski, Doug Mossbrook, Mike Ward, and Sean Barry. Motion carried.

CEO UPDATE

Ed Hemminger reports to the committee that FLCC is requesting that he do a seminar on fiber. Bob Seem has been asked to be on the panel.

Mr. Hemminger also told the Board that there has been a request to do a presentation for the Board of Supervisors.

Ed Hemminger advised that Ontario County was selected as honoree for CIO Magazine’s 24th annual CIO 100 Awards. On August 14-16, 2011, there will be a black-tie awards dinner and a ceremony in Colorado Springs, Colorado, which Ed indicated he was interested in attending.

Mike Manikowski requests to make a motion to have Ed Hemminger and Geoff Astles appointed as members of the board. Motion tabled.

Mr. Mossbrook requests to go into executive session. Robert Seem (on conference call) is in agreement with Mr. Mossbrook that an executive session is necessary. Some discussion took place regarding the reason to go into executive session.

At this time, Ed Hemminger and Geoff Astles leave the meeting.

ADJOURNMENT

At 11:35 a.m., a motion to adjourn was made by John Sheppard and was seconded by Camille Sorensen to allow the Board to meet with counsel. Motion carried.

At this time, John Garvey, Sean Barry, and Reliefia Kramer left the meeting.

Distribution:

All attendees, present and absent
Ontario County Board of Supervisors
Clerk's Office, Board of Supervisors
Darlys McDonough, Deputy County Administrator

John Garvey, County Administrator
John Park, County Attorney
Cathy Bentzoni, County Finance Officer
Michael Wojcik, Economic Development