

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION
DbA AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 17, 2014

Members Present:

Geoff Astles, Retired County Administrator
Sean Barry, CIO
John Garvey, County Administrator
Vice Chair Ed Hemminger, SMS
Michael Manikowski, Ontario County Economic Developer
Chair Donna Reeves-Collins, Rich Products
John Sheppard, Supervisor, Town of Seneca
Robert Seem, Cornell Ag & Food Tech Park

Members Absent:

John Dorak, Noyes Memorial Hospital IT Director
Doug Mossbrook, Eagle Mountain, Inc.
David R. Smith, Ontario County Citizen
Camille Sorenson, Wayne Finger Lakes BOCES

Others Present:

Charlotte Chapin, Recording Secretary
Andy Lukaszewicz, ECC Technologies
Terry Phillips, Bonadio & Co.
Helen Zamboni, General Counsel
Jeff Gasper, ECC Technologies

The January 17, 2014 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corporation, dba Axxcess Ontario was called to order in the Ontario County Economic Development Conference Room, Mezzanine Level, County Municipal Building, 20 Ontario Street, Canandaigua, NY by Chair Donna Reeve-Collins at 1:35 p.m.

APPROVAL OF THE MINUTES:

Chair Donna Reeves Reeves-Collins requested a motion to approve the minutes of December 13, 2013. *Supervisor John Sheppard made a motion, seconded by Ed Hemminger to approve the minutes of December 13, 2013. Motion Carried.*

ELECTION OF OFFICERS:

Robert Seem, Executive Committee, informed the Board that membership renewal for Steve vonBerg, Johnny Walker, and Robert Seem had expired. Steve vonBerg, said he could not devote the time and therefore is not renewing his membership. Mr. Seem stated the Executive Committee recommends approval of the slate of officers as listed for the year 2014, and the membership for Johnny Walker and Robert Seem be renewed, with one vacant position for the year 2017.

Chair	Donna Reeves Collins
Vice Chair	Edward Hemminger
Secretary	Camille Sorenson
Treasurer	Doug Mossbrook
Plus 1	John Sheppard

A motion was offered by Robert Seem, seconded by John Sheppard to approve the slate of officers for the year 2014 and to approve the three-year extension of Johnny Walker and Robert Seem as members. The Board concluded they would leave the vacant position open, as two members from Yates County will be joining the Board. It is necessary to fill the position for the Audit Committee. Supervisor John Sheppard volunteered for this position. A motion was offered by Robert Seem, seconded by Geoff Astles to appoint John Sheppard to the Audit Committee. Motion carried.

CONFLICT OF INTEREST DISCLOSURES AND BOARD ASSESSMENT:

Helen Zamboni, legal counsel; distributed the conflict of interest forms to be completed and returned to Ms. Zamboni. She stated that also necessary is an evaluation of the Board needs to be completed and returned, at which time she will summarize and will include with the filing. She informed the Board they are required to provide an evaluation of how the organization has done against their previous year's performance goals. It was noted that the only goal to be filed for the year 2013 would be the budget as no other goals were set as it being a new organization. The Executive Committee will prepare a *draft* of the 2014 goals for the next meeting.

In response to a question, Ms. Zamboni responded that all members have the training. A review is offered that members may attend or go on-line. Ms. Zamboni will send the link to the members to use. Not for Profit Corp. law, as amended, will go into effect July 1, 2014. It states if you're a state or local authority and have "Conflict of Interest" and "Whistle Blower" policies, it does not affect those Not-for Profit organizations. Sean Barry, CIO will verify that both policies are in place for this organization. She informed the Board that amendments to the By Laws will need to be made that will include addition of the Yates County folks and other minor adjustments. When there are changes to the By Laws a 20 day notice to the members is necessary before the vote on the changes.

SALES AND OPERATIONS UPDATE:

At 1:50 p.m., a motion was offered by Ed Hemminger, seconded by Michael Manikowski to go into executive session for the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale of exchange of securities held by such public body but only when publicity would substantially affect the value thereof. Motion carried.

At 2:22 p.m., a motion was offered by Ed Hemminger, seconded by John Sheppard to leave executive session. Motion carried.

MARKETING UPDATE:

Megan Connor-Murphy, Dixon Schwabl, informed the Board a proposal was developed for a Region Broadband Event to be held either this spring or summer 2014. An addition of an expo component would have the estimates established revisited. The Board concluded that fall would be a better time, giving the Board time to finalize their Strategic Plan. It is recommended, until further notice, the marketing update be kept on the agenda as a reminder.

At 2:27p.m., a motion was offered by John Sheppard, seconded by Robert Seem to go into executive session for the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. Motion carried

At 2:50 p.m., a motion was offered by John Sheppard, seconded by Michael Manikowski to leave executive session. Motion carried.

Discussion regarding a proposal to create RFP's for contracted services. Helen Zamboni suggested to contact Scott Laden, presently out of work, to see if he would be willing to do this type of professional service. A date of Friday, Jan. 31st, 2014:30 p.m. was set for the Executive Committee meeting.

It was confirmed the third Friday of the month was set for meeting dates at 1:30 p.m. at the last meeting. A suggestion that the Carrier Hotel remain on the agenda.

A motion was offered by John Sheppard, seconded by Geoff Astles to disband the Ad Hock Committee. Motion carried.

A motion was offered by John Sheppard, seconded by Edward Hemminger to adjourn at 3:00 p.m.

Distribution:

All Board Members, present and absent

Ontario County Board of Supervisors

Clerk's Office, 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