

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
August 23, 2013

Members Present:

Geoff Astles, Retired County Administrator
John Garvey, County Administrator
Vice Chair Ed Hemminger, SMS
Michael Manikowski, Ontario County Economic Developer
Doug Mossbrook, Eagle Mountain, Inc.
Chair Donna Reeves-Collins, Rich Products
John Sheppard, Supervisor, Town of Seneca
Robert Seem, Cornell Ag & Food Tech Park
Camille Sorenson, Wayne Finger Lakes BOCES
Mark Tolbert on conference call
Steve von Berg, Pervasive Solutions
Johnny Walker

Members Absent:

John Dorak, Noyes Memorial Hospital IT Director
David R. Smith, Ontario County Citizen

Others Present:

Megan Connor Murphy
Reliefia Kramer, Recording Secretary
Andy Lukasiewicz, ECC Technologies
Terry Phillips, Bonadio & Co. on conference call
Helen Zamboni, General Counsel

The 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 Reeves-Collins at 10:05 a.m.

APPROVAL OF THE MINUTES

Chair Reeves-Collins requested a motion to approve the minutes of July 26, 2013.

Robert Seem requested a revision to the minutes. On the second page, under Financial Update, delete "A motion was offered by Robert Seem and was seconded by Doug Mossbrook to approve the above mentioned resolutions. Motion carried."

John Sheppard made a motion, which was seconded by Ed Hemminger to approve the July 26, 2013 minutes with the above revision. Motion carried.

SALES AND OPERATIONS UPDATE

Andy Lukasiewicz updated the Board on Sales and Operations.

At 10:05, Ed Hemminger made a motion, which was seconded by Mike Manikowski to go into Executive Session for the purpose of discussing the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body but only when publicity would substantially affect the value thereof.

At 11:02, Ed Hemminger made a motion, which was seconded by Mike Manikowski to leave Executive Session. Motion carried.

The Council discussed preparing a resolution to create an ad hoc Operations Committee with members being, Ed Hemminger, John Walker, John Sheppard, Doug Mossbrook, and Joe Starkes.

A motion was made by Mike Manikowski, which was seconded by John Sheppard to create an ad hoc Operations Committee. Motion carried.

FINANCIAL UPDATE

Terry Phillips gave a financial update for the Board over the phone.

Chair Collins-Reeves reminded Mr. Phillips that the Board would like a report that shows what is expected when all the contracts are in, recurring and non-recurring. What is the anticipated year end forecast? Chair Collins-Reeves would like to see a report with a 7 month and a 5 month forecast. Mr. Phillips agreed to do a dashboard report.

Mr. Phillips gave an overview of the 990 report (a federal informational return that is required to be filed every year) for the Board. The 990 summarizes the operation and gives a lot of information in regards to our tax exempt status. It lists the members' percentage contribution to the organization. Correction to the report – number of board members shows 12 at the end of last year, should be 13.

A motion was offered by Ed Hemminger and was seconded by Camille Sorenson to approve the above 990 report with the corrections of number of members being 13 and that the name is not Corporation, it is Corp. Motion carried.

Mr. Phillips and Ms. Zamboni updated the Board on the Citizens Loan. The resolution will authorize Sean Barry, Donna Collins-Reeves, and Doug Mossbrook to actually draw the money and to sign the agreements.

Ms. Zamboni requests a motion to approve resolution for the amendment of the non-replenishing line of credit loan agreement and to authorize the execution of notes pursuant to that. This will also extend the annual line of credit for another year.

**** Resolution text is appended at end of the minutes ****

A motion was offered by John Sheppard and was seconded by Doug Mossbrook to approve the above described resolution. Motion carried.

MARKETING UPDATE

Megan Connor-Murphy discussed creating a media/public event for this fall. The Board had set aside \$7,500 to have an event to coincide with the completion of the Geneva extension project. Discussion took place regarding activities and the location for the event. This would be a community event to raise awareness of Access Ontario.

A motion was offered by Mike Manikowski and was seconded by Doug Mossbrook to use the \$7,500 budgeted funds to create the above mentioned event on the eastern side of the county. Motion carried.

NEXT MEETING – The next meeting will be **September 27, 2013**.

ADJOURNMENT - At 11:46 a.m., Chair Collins-Reeves requested a motion to adjourn.

A motion to adjourn was offered by Mike Manikowski and was seconded by John Walker to adjourn the August 23, 2013 Access Ontario Board of Directors meeting. Motion carried.

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

Resolutions of the Board of Directors of
Finger Lakes Regional Telecommunications Development Corp.
August 23, 2013

WHEREAS, Finger Lakes Regional Telecommunications Development Corp. (“FLRTDC”) entered into a Non-Replenishing Line of Credit Loan Agreement dated July 13, 2012 (the “Loan Agreement”), pursuant to which RBS Citizens, N.A. (the “Bank”) agreed to provide financing in a stated amount not to exceed \$500,000 to FLRTDC for the costs of installing and constructing lateral builds to connect Bell Atlantic Mobile of Rochester, L.P. (the “Lateral Builds”) to an approximately 180 mile fiber optic telecommunications ring (the “Ring”) owned, operated and maintained by FLRTDC upon, under and in land located in Ontario County (the “Land”); and

WHEREAS, the Bank and FLRTDC have agreed to modify the Loan Agreement by entering into (i) a First Amendment thereto, substantially in the form presented to this meeting with such changes, variations, omissions and insertions as the Chief Executive Officer and counsel shall approve, (ii) one or more promissory notes from time to time in connection with financing the Lateral Builds in an aggregate original principal amount of up to \$500,000 in favor of the Bank, each substantially in the form presented to this meeting with such changes, variations, omissions and insertions as the Chief Executive Officer and Counsel shall approve, and (iii) such further instruments, agreements, certificates, and other documents as are necessary or appropriate to complete the acquisition, construction, installation and financing of the Ring and the Lateral Builds (the documents referred to in clauses (i) through (iii) above are collectively referred to hereinafter as the “Financing Documents”); and

WHEREAS, FLRTDC now wishes to approve and authorize the Financing Documents and the execution and delivery thereof, effective immediately upon adoption of the following resolutions;

NOW, THEREFORE, BE IT RESOLVED, that FLRTDC is hereby authorized to accomplish the transactions described in these Resolutions, to enter into and perform its obligations under each of the Financing Documents and to do all things necessary or appropriate for the accomplishment thereof and all acts heretofore taken by FLRTDC and the Bank with respect to such transaction are hereby ratified, confirmed and approved; and be it further

RESOLVED, that the Chief Executive Officer, the Chairperson and the Treasurer of FLRTDC, or any one of the foregoing, is hereby authorized to execute and deliver the Financing Documents on behalf of FLRTDC, and the Secretary of FLRTDC is hereby authorized to affix the seal of FLRTDC thereto and to attest the same, upon such final terms and conditions as the Chief Executive Officer, the Chairperson or the Treasurer may approve in consultation with counsel, the execution and delivery thereof to constitute conclusive evidence of such approval; and be it further

RESOLVED, that the duly authorized officers shall further execute and deliver any additional documents, certificates, undertakings, agreements, deeds, or other instruments, pay any fees, charges and expenses to be paid as required by the Bank or otherwise in connection with the consummation of the transactions contemplated by the Financing Documents and to do all such further acts and things as may be necessary or appropriate in the opinion of such officer(s), with advice of counsel, to effect the purposes of the foregoing resolution and to cause compliance by FLRTDC with all of the terms, covenants and provisions of the Financing Documents binding upon FLRTDC.