

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**April 17, 2015**

Members Present:

Michael Manikowski  
Doug Mossbrook  
Bob Seem  
John Sheppard  
Camille Sorensen  
Mark Tolbert  
Johnny Walker

Members Absent:

John Dorak  
John Garvey  
David Smith

Others Present:

Sean Barry, CIO  
Andy Lukaszewicz, Ed Hemminger, ECC Technologies  
Terry Phillips, Bonadio & Co.  
Helen Zamboni, Underberg & Kessler

The April 17, 2015 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corporation, dba AxcCESS Ontario, was called to order in the Ontario County Economic Development Conference Room, Mezzanine Level, County Municipal Building, 20 Ontario Street, Canandaigua, NY at 1:30 p.m. by Chairman John Sheppard.

**ORPTS UPDATE:**

Helen Zamboni told the board that progress is being made on the effort to reconcile AxcCESS Ontario's prior filings with ORPTS. Another meeting among Terry Phillips, Ron Healey, Andy Lukaszewicz and Helen will take place next week to go through the various templates required by ORPTS.

**APPROVAL OF THE MINUTES:**

The minutes of the March 20 board meeting were approved following a motion by Camille Sorensen, seconded by Bob Seem.

**FINANCIAL UPDATE:**

Terry Phillips reviewed the financial reports for the period ended February 28, 2015. He is still working on getting renewal of the various line of credit notes to extend them for an additional five year term. The first of these came due in March.

**GOVERNANCE COMMITTEE:**

Bob Seem reported that Don Culeton, President and CEO of IDI Billing Solutions, had hoped to be able to attend today's meeting. He is interested in joining the board. Bob also reported that Fred Damiano, Vice President of Strategic Initiatives and Chief Information Officer at Hobart and William Smith Colleges, is also interested. Fred, however, expressed concern that three times during the year he would be unable to attend as the third Fridays of the month conflict with the Colleges' Board of Trustees meetings. It was agreed that this should not pose a problem for Fred's eligibility as the bylaws make three consecutive absences grounds for termination and the board recognizes that it is not always possible for directors to attend every meeting. Chairman Sheppard asked Mark Tolbert to conduct another poll of the board to see if a different day of during the 4<sup>th</sup> week of the month, and a different time of day, might be better for more board members. Bob Seem then moved, and Doug Mossbrook seconded, a motion to approve the candidacies of Don Culeton and Fred Damiano as members of the board. The motion passed unanimously. Bob will reach out to each and confirm their email addresses for Mark so that they may be added to the survey of dates and times.

**SALES AND OPERATIONS:**

At 2:09 p.m, a motion was offered by Mike Manikowski, seconded by Johnny Walker, to go into executive session for the discussion of the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale of exchange of securities held by the Corporation as publicity would substantially affect the value thereof. Motion carried. At 2:20 p.m., a motion was offered by Mike Manikowski, seconded by Doug Mossbrook, to leave executive session. Motion carried.

**2015 Contract Expirations and CEO/Sales Agent Discussion**

Chairman Sheppard updated the board on his ongoing discussions with Joe Starks of ECC Technologies to amend the financial terms of Axxess Ontario's contract to reduce costs, especially for the sales and marketing component of ECC's services. Chairman Sheppard also reported that he has revived the effort to obtain on a contract basis a CEO to assist with the RFP process that must occur in the second half of the year for the services now provided by ECC. Chairman Sheppard sought approval from the board for flexibility in conducting the ECC negotiations and evaluation of possible CEO candidates, which was given. Chairman Sheppard will also seek concessions from the County for the release of Sean Barry as CEO should Axxess Ontario be successful in retaining a paid CEO. Chairman Sheppard made clear that no one would be considered for a paid position unless there were sufficient savings expected from the ECC contract, and further that he will bring any matters related to these issues to the Finance and Executive Committees when they are ready for decision.

At 3:10 p.m., a motion was offered by Mark Tolbert, seconded by John Dorak, to adjourn. The motion passed.

Distribution:

All Board Members, present and absent

Ontario County Board of Supervisors

Clerk's Office, Board of Supervisors

John Garvey, County Administrator

Daryls McDonough, Deputy County Administrator

John Park, County Attorney

Cathy Bentzoni, County Finance Officer

Michael Wojcik, Economic Development