

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**January 28, 2016**

Members Present:

John Dorak  
Mary Krause  
Michael Manikowski (arrived at 3:53 p.m.)  
Doug Mossbrook  
Bob Seem  
David Smith  
Camille Sorensen  
Mark Tolbert  
Johnny Walker  
Andrew (Drew) Wickham

Members Absent:

Don Culeton

Others Present:

John Sheppard  
Sean Barry, CEO  
Andy Lukaszewicz, ECC Technologies  
Helen Zamboni, Underberg & Kessler  
Terry Phillips, The Bonadio Group (by phone)

The January 28, 2016 meeting and organizational meeting for 2016 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 at 3:34 p.m. by Chairman Mark Tolbert.

**ORGANIZATIONAL MATTERS:**

A motion was made by Doug Mossbrook, seconded by Johnny Walker, that John Dorak and Don Culeton be elected to serve full three year terms. The motion was carried unanimously.

Approval of the minutes of the December 10, 2015 meeting was moved by John Dorak, seconded by Drew Wickham. Motion carried.

A motion was made by Bob Seem, seconded by David Smith, to approve the proposed amendment to the bylaws as contained in the notice sent to the board in late December to expand the pool of potential directors. Motion carried.

A motion was then made by Mark Tolbert, seconded by Mary Krause, to elect John Sheppard to return to the board. Motion carried.

A motion was made by Doug Mossbrook, seconded by John Dorak to elect the following slate of officers and to establish the following membership of the various committees:

Chairman – Mark Tolbert  
Vice Chairman – Johnny Walker  
Secretary – Camille Sorenson  
Treasurer – Doug Mossbrook

Executive Committee: the above officers and as member-at-large, John Sheppard

Governance Committee: Bob Seem, as Chairman; John Dorak; Doug Mossbrook

Finance Committee: Doug Mossbrook, as Chairman; Johnny Walker; John Sheppard

Audit Committee: David Smith, as Chairman; John Dorak; Don Culeton (subject to his consent to serve on this committee)

Motion carried.

**FINANCIAL UPDATE:**

Revenue at November 30, 2015 remains behind budget due to the continued delays in the Iberdrola contract but remains stable. Terry has been working with ECC to assure progress billing of Southern Tier Networks for the build from Geneva to the Yates County line. ECC has completed an analysis of the network for the application to the Office of Real Property Tax Services for relief from real property taxes. The very old receivable with D&D Power was noted; this is the result of a claim for damages caused by D&D Power. Terry reported that progress is being made in making our case to D&D Power's insurance company to pay this debt. Terry also reported that he continues to try to find ways to generate interest income from our funds on deposit with and reducing fees charged by Citizens Bank. Focus must remain on increasing revenue while watching the pennies.

**RFPs:**

David Smith has started working on preparing RFPs, and would be able to report more substantively next month.

**SALES AND OPERATIONS:**

At 4:20 p.m., a motion was offered by John Sheppard, 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 5:09

p.m., a motion was offered by John Sheppard, seconded by John Dorak, to leave executive session. Motion carried.

A motion was then made by John Sheppard, seconded by John Dorak, to approve a proposed bid to Iberdrola in accordance with policies approved by the board. Motion carried.

At 5:10 p.m., a motion was made by John Dorak, seconded by John Sheppard, to adjourn. The motion passed.

**REMINDER: NEXT BOARD MEETING IS FEBRUARY 25 AT 3:30 P.M.**

Distribution:

All Board Members, present and absent  
Ontario County Board of Supervisors  
Clerk's Office, Board of Supervisors  
Mary Krause, County Administrator  
Mary Gates, Deputy County Administrator  
Gary L. Curtiss, County Attorney  
Cathy Bentzoni, County Finance Officer  
Michael Wojcik, Economic Development