

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**January 27, 2012**

Members Present:

Geoff Astles, Retired County Administrator  
John Garvey, County Administrator  
Ed Hemminger, SMS  
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  
Camille Sorensen, Wayne Finger Lakes BOCES  
Steve von Berg, Pervasive Solutions  
Mike Ward, Vice President Information Technology, Ultralife

Members Absent:

David R. Smith, Ontario County Citizen

Others Present:

Sean Barry, Ontario County CIO  
Megan Connor Murphy, Dixon Schwabl  
Reliefia Kramer, Recording Secretary  
Andy Lukasiewicz, ECC Technologies  
Terry Phillips, Bonadio & Co.  
Linda Wiener, Martin and Weiner, LLP  
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 10:00 a.m.

**REVIEW OF THE MINUTES**

The Board reviewed and accepted the minutes of November 18, 2011 with one correction. The correction was in the motions to solicit a proposal from Dixon Schwabl on the bottom of page 2. It should be as follows:

**Geoff Astles makes a motion to solicit a proposal from Dixon Schwabl which was seconded by Ed Hemminger. Motion carried.**

**FINANCIAL UPDATE**

Terry Phillips introduced the auditors from Salmin, Celona, Wehrle & Flaherty, LLP. The Auditors told the Board that they will be attending the March meeting. Auditors leave the meeting. Mr. Phillips briefly discussed the financial statements with the Board.

Mr. Phillips discussed the new covenants on the credit agreement with Citizens Bank with the Board and recommends approval.

**Ed Hemminger made a motion, which was seconded by Doug Mossbrook that will allow Sean Barry to sign an agreement with the Citizen's bank with the new covenants on the credit agreements. Motion carried.**

Mr. Phillips discussed the renewal of the line of credit with Citizens Bank for \$550,000.

**John Sheppard made a motion, which was seconded by Geoff Astles to accept the renewal of the line of credit contingent upon establishment of \$100,000 minimum. Motion carried.**

Mr. Phillips indicated that there are minor changes in policies and procedures in cash receipts/cash disbursements area. Ed Hemminger used to write most of the checks and Linda Weiner is now doing that.

**Geoff Astles made a motion, which was seconded by John Sheppard to approve the above changes in procedures. Motion carried.**

Mr. Phillips advised the Board that there needs to be a third signature. Discussion took place and it was decided that Steve von Berg as an authorized signatory on the bank account.

**Doug Mossbrook made a motion, which was seconded by Geoff Astles to approve adding Steve von Berg as an authorized signatory on the bank account. Motion carried.**

### **SALES/MARKETING UPDATE**

Andy Lukasiewicz summarized AXCESS Ontario activity for 2011.

- Secured 18 contracts, leasing 52 fibers, 378.5 fiber miles
- Contract value \$924,825
- Since its inception, AO has secured 4.1 million in contract revenue
- 82 business locations within Ontario County are using the AXCESS Ontario Ring

Mr. Lukasiewicz reviewed the monthly Operational Update with the Board.

Marketing and PR proposal was reviewed by Meghan Connor Murphy and some discussion took place regarding the Sell-Sheet and the Progress Report/Brochure. A suggestion was made to use the Progress Report as the Annual Report. A decision was made to bring a prototype using the data/information for the last five years and for the annual report to the next meeting. The Board will then be able to make the decision to accept the report and then to go forward with the approval of the two collateral pieces, the Sell Sheet and the Progress Report. Chair Ward indicated that AXCESS Ontario should be reporting out to the public.

Mr. Astles advised that members should receive the information before the next meeting so that they have the time to review it. Everyone agreed that the information/prototype should be distributed to members at least one week before the next meeting.

## SOCIAL MEDIA PROPOSAL

Using the overhead projector, Meghan Connor Murphy gave a presentation on Social Media. She discussed AXCESS Ontario's accounts on Facebook, Twitter, and Linked In. The proposal is to update the success stories and testimonials that we had and develop new ones. There are 82 companies using the fiber ring that could have success stories developed from them. New success stories can be promoted using the social websites.

Discussion took place regarding who would be responsible for updating and monitoring the websites. This is a very large commitment. Mr. Mossbrook asks "how do we measure the value of this?" Ms. Connor Murphy explained different tracking methods available to measure sales that were due to the social media sites.

It was decided to have no action on the Social Media Proposal until the Board is ready.

## GOVERNANCE COMMITTEE

**Bob Seem made a motion that was seconded by Ed Hemminger to reappoint Doug Mossbrook and David R. Smith to the Governance Committee. Motion carried.**

Mr. Townsend advised that this is their third term. They will be term limited 2016.

**Bob Seem made a motion that was seconded by Geoff Astles to reappoint all current officers and Board members with the exception of removing Doug Mossbrook from the Audit Committee. Motion carried.**

**Bob Seem made a motion, which was seconded by Mike Manikowski to appoint John Dorak as a new Board Member and as a member of the Audit Committee. Motion carried.**

Mr. Townsend advised that there should be one more member to the Governance Committee. He further advised that the Board needs to look at the bylaws because membership has increased from 9 to 13. The quorum number should be the majority of the Board which would make the quorum 7. Mr. Seem commented that they are still looking for one more new member.

Mr. Townsend gave a presentation - Review of Public Authority Accountability Act and Public Authority Reform Act.

**Supervisor John Sheppard made a motion, which was seconded by Ed Hemminger to formalize the review of the existing policies. Motion carried.**

NEXT MEETING – To be decided.

## ADJOURNMENT

The January 27, 2012 meeting of Axxcess Ontario ended at 12:05 a.m.

### 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