

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**October 11, 2017**

Members Present:

Don Culeton  
John Dorak  
Mary Krause  
Bob Lowenthal  
Michael Manikowski  
Bob Seem  
John Sheppard  
Andrew (Drew) Wickham

Others Present:

Sean Barry, CEO  
Terry Phillips, The Bonadio Group  
Helen Zamboni, Underberg & Kessler

The October 11, 2017 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corp., dba Axxcess Ontario, was called to order in the Ontario County Economic Development Conference Room, County Municipal Building, 20 Ontario Street, Canandaigua, NY at 4:00 p.m. by Chairman John Dorak.

**STRATEGIC INITIATIVES UPDATE:**

At 4:01 p.m., a motion was offered by Drew Wickham, seconded by John Sheppard, 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 4:46 p.m., a motion was offered by Mike Manikowski, seconded by Drew Wickham, to leave executive session. Motion carried. A motion was then offered by John Sheppard, seconded by Don Culeton, as follows:

RESOLVED, that the contemplated transactions with Empire Telephone Corporation and Empire Long Distance Corporation (the "Transactions") as presented to this meeting be and are hereby approved; and it is further

RESOLVED, that Sean Barry as CEO of the Corporation, Terry Phillips as CFO of the Corporation and Helen Zamboni as General Counsel of the Corporation are authorized to continue negotiations to complete the final terms of the Transactions; and it is further

RESOLVED, that Sean Barry is authorized and empowered to execute the final Lease to Purchase Agreement with Empire Telephone Corporation and Consulting Services Agreement with Empire Long Distance Corporation (together, the "Transaction Documents") on substantially the terms and conditions as presented to this meeting, upon advice and the recommendation of the General Counsel; and it is further

RESOLVED, that Sean Barry is authorized to issue a notice of termination of the Corporation's contract with ECC Technologies, Inc. ("ECC") upon full execution of the Transaction Documents and that Sean Barry, Terry Phillips and Helen Zamboni are authorized to negotiate a settlement of the continuing obligations of the Corporation to ECC on the most favorable terms possible; and it is further

RESOLVED, that the officers of the Corporation, its CEO, CFO and General Counsel are authorized and empowered to perform all of the Corporation's covenants and obligations, including but not limited to applying for approval of the Supreme Court or Attorney General and the Public Service Commission of the State of New York to the Transactions and seeking the consent of RBS Citizens, N.A., the County of Ontario, the Ontario County Industrial Development Agency and such other parties as may be necessary to consummate the Transactions as set forth in the Transaction Documents as they may be amended from time to time; and it is further

RESOLVED, that the actions of the officers of the Corporation, its CEO, CFO and General Counsel taken prior to the date hereof in connection with the Transactions are hereby ratified and approved.

Motion unanimously carried. Chairman Dorak asked that the record reflect the board's thanks to Sean Barry, Terry Phillips and Helen Zamboni for their efforts in connection with the above.

**APPROVAL OF BUDGET:**

Terry Phillips noted that the budget for the 2018 calendar year must be approved and uploaded into the PARIS system on or prior to October 31. A motion was made by Don Culeton, seconded by Bob Seem, that the second year of the multiyear budget as prepared by the CFO in 2016 be rolled forward and adopted as the 2018 budget. Motion carried.

**APPROVAL OF AUDITOR:**

A motion was made by Drew Wickham, seconded by John Sheppard, that the Corporation retain the services of Flaherty Salmin LLP, certified public accountants, to perform the audit of the Corporation's 2017 financial statements following the close of the fiscal year on December 31, 2017. Motion carried.

At 4:54 p.m., a motion was made by John Sheppard, seconded by Drew Wickham, to adjourn. Motion carried.

There is currently no other meeting scheduled for the remaining months of 2017.

**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