

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORPORATION**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**January 23, 2017**

Members Present:

John Dorak  
Mary Krause  
Michael Manikowski  
Bob Seem  
John Sheppard (by phone)  
Camille Sorensen  
Mark Tolbert  
Andrew (Drew) Wickham

Members Absent:

Don Culeton  
Doug Mossbrook

Others Present:

Sean Barry, CEO  
Helen Zamboni, Underberg & Kessler

The January 23, 2017 meeting of the Board of Directors and 2017 Organizational Meeting of the Finger Lakes Regional Telecommunications Development Corporation, dba Axcess Ontario, was called to order in the Ontario County Second Floor Conference Room, County Municipal Building, 20 Ontario Street, Canandaigua, NY at 3:32 p.m. by Chairman Mark Tolbert.

**APPROVAL OF THE MINUTES:**

A motion to approve the minutes of the December 15, 2016 meeting was made by Mike Manikowski, seconded by Drew Wickham. Motion carried.

**GOVERNANCE:**

Bob Seem noted that Johnny Walker's term on the board has expired and that his own has as well. Johnny was not willing to continue his service, but Bob is willing to do so. Bob reminded the board that BOCES has decided to relinquish its ex officio board seat effective March 31, so there will be another board vacancy come April 1. John Dorak indicated that he did not feel the time was appropriate to forward to the board for consideration the two candidates he surfaced. Mike Manikowski indicated that Bob Lowenthal, recently retired from Canandaigua National Bank, would be interested and has experience in financial and major transactions, which were felt by other directors at the meeting to be a good fit for AO's current needs. Mike will contact him and if he is still interested, arrange for him to attend the next board meeting and be elected at that time.

Mark Tolbert is willing to continue to serve as Chair, and John Dorak willing to serve as Vice Chair. Camille Sorensen can remain as Secretary through March 31. Doug Mossbrook can stay on as Treasurer. John Sheppard can remain as the member-at-large on the Executive Committee. It is proposed that, except for the position formerly held by Johnny Walker on the Finance Committee, the composition of the other committees will remain as before.

Based on the foregoing, Drew Wickham moved the slate of officers and committee composition as described above, seconded by Mary Krause. Motion carried.

The board expressed its thanks to Johnny Walker for his service, and especially for his diligent work in pushing ECC on sales activity and analysis.

Bob reminded all that their conflict of interest disclosures and board assessment are due and that counsel will send the forms to those who did not attend the meeting.

**SALES & OPERATIONS UPDATE:**

At 3:53 p.m., a motion was offered by Bob Seem, seconded by John Dorak, 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 4:30 p.m., a motion was offered by John Dorak, seconded by Drew Wickham, to leave executive session. Motion carried.

At 4:35 p.m., a motion was made by Mary Krause, seconded by Drew Wickham, to adjourn. The motion passed.

Next meeting will be February 23 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