

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**January 26, 2018**

Members Present:

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

Members Absent:

Don Culeton  
Bob Lowenthal

Others Present:

Sean Barry, CEO  
Terry Phillips, The Bonadio Group (by phone at 4:05 p.m.)  
Helen Zamboni, Underberg & Kessler

The January 26, 2018 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corp., dba Axcess Ontario, was called to order in the Ontario County Economic Development Conference Room, County Municipal Building, 20 Ontario Street, Canandaigua, NY at 3:35 p.m. by Chairman John Dorak.

**APPROVAL OF MINUTES:**

A motion was made by Drew Wickham, seconded by Mary Krause, to approve the minutes of the board meetings on July 14 and October 11, 2017. Motion carried.

**APPOINTMENT OF OFFICERS AND COMMITTEES:**

John Dorak advised the board that remaining as Chair would be difficult, due to his responsibilities at Noyes Hospital. He made a motion to nominate Bob Seem to succeed him in this role. Mary Krause seconded the motion. Motion carried. Bob Seem then assumed the role of Chair for the balance of the meeting.

John Sheppard made a motion that he continue to serve as Vice Chair, that Drew Wickham and Don Culeton continue as Treasurer and Secretary, respectively, and that John Dorak, Don Culeton and John Sheppard continue as the Audit Committee. The motion was seconded by Drew Wickham. Motion carried.

Drew Wickham made a motion, seconded by John Sheppard, that John Dorak serve as the "at-large" member of the Executive Committee. Motion carried.

John Dorak made a motion, seconded by John Sheppard, that Bob Lowenthal serve as the third member of the Governance Committee. Motion carried.

**STRATEGIC INITIATIVES UPDATE:**

At 3:50 p.m., a motion was offered by John Dorak, seconded by Mike Manikowski, 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 4:25 p.m., a motion was offered by Mary Krause, seconded by Drew Wickham, to leave executive session. Motion carried.

**FINANCIAL /AUDIT UPDATE:**

Terry Phillips advised the board that the auditors would be on site in about two weeks to conduct the annual audit. He noted that the year-end financials would not be quite as positive as previously expected due to two unrecorded items: the claim by ECC for “tail” commissions and a substantial overrun in make-ready and other costs associated with the RuralNET contract.

It was decided to hold the next board meeting on March 23 at 4:00 p.m. to receive the report of the auditors and conduct any other business then needing attention.

At 4:46 p.m., a motion was made by Mary Krause, seconded by John Sheppard, to adjourn. Motion carried.

**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