

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 18, 2019

Members Present:

Don Culeton
John Dorak
Mary Krause
Bob Lowenthal
Michael Manikowski
Bob Seem (by phone)
John Sheppard (by phone)

Members Absent:

Andrew (Drew) Wickham

Others Present:

Sean Barry, CEO
Helen Zamboni, Underberg & Kessler

The January 18, 2019 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 2:05 p.m. by Chairman Bob Seem.

ELECTION OF DIRECTORS AND OFFICERS AND APPOINTMENT OF COMMITTEES:

The terms of Don Culeton, John Dorak and John Sheppard expires as of this meeting. Each is willing to serve another three year term. Mike Manikowski made a motion, seconded by Mary Krause, that these three be re-elected to the board in the class of 2021. Motion carried.

Mary Krause then moved the following slate of officers and committee members, seconded by Mike Manikowski: Bob Seem as Chair, John Sheppard as Vice Chair, Drew Wickham and Don Culeton as Treasurer and Secretary, respectively; John Dorak (committee chair), Don Culeton and John Sheppard as the Audit Committee; John Dorak as the “at-large” member of the Executive Committee; Bob Seem (committee chair), Mary Krause and Bob Lowenthal as the Governance Committee; and John Sheppard, Bob Lowenthal and Drew Wickham (committee chair) as the Finance Committee. Motion carried.

APPROVAL OF MINUTES:

A motion was made by Mary Krause, seconded by Bob Lowenthal, to approve the minutes of the board meeting on October 12, 2018. Motion carried.

FINANCIAL /AUDIT UPDATE:

Sean Barry delivered the financial and audit update for Terry Phillips, who was unable to attend. The auditors would be on site in early February to conduct the annual audit, which should go very quickly.

Terry and Linda Wiener are completing the year end financials and these will be sent to the board as soon as they are available. Obviously, there have been very few transactions since the closing of the lease with Empire Telecom in the spring and Empire has been paying rent per the lease.

LIABILITY DISCUSSION:

At 2:16 p.m., a motion was offered by Mary Krause, 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 2:39 p.m., a motion was offered by Mike Manikowski, seconded by Mary Krause, to leave executive session. Motion carried.

Mike Manikowski then made a motion, seconded by Don Culeton, that the CFO share with the board his analysis quantifying the amount of the liability, so that the board could decide in an informed manner the appropriate next step. Motion carried.

It was decided to hold the next board meeting on March 25 at 3:00 p.m. to receive the report of the auditors and conduct any other business then needing attention.

At 2:56 p.m., a motion was made by Don Culeton, seconded by Mike Manikowski, 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