

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 31, 2020

Members Present:

Don Culeton (by phone)
John Dorak
Bob Lowenthal
Michael Manikowski
Bob Seem
John Sheppard
Andrew (Drew) Wickham

Members Absent:

Mary Krause

Others Present:

Jim Baase, Chief Operating Officer, Empire Access
Sean Barry, CEO
Terry Phillips, CFO, Bonadio
Helen Zamboni, Underberg & Kessler

The January 31, 2020 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corp., dba AxcCESS Ontario, was called to order in the Ontario County Economic Development Conference Room, County Municipal Building, 20 Ontario Street, Canandaigua, NY at 2:33 p.m. by Chairman Bob Seem.

EMPIRE ACCESS PRESENTATION:

Jim Baase gave the board a presentation about its work in Ontario County with the AxcCESS Ontario network. There are 260 customers in the County on the network, generating over \$70,000 in monthly recurring revenue. Since the closing, Empire Access has upgraded equipment on the network. In 2020, Empire is planning 20 miles of new construction and adding POPs in Manchester and Newark (Wayne County), and will start marketing services to the entire market (that is, residential as well as commercial). Empire Access has been quite successful in penetrating its markets, securing 40-50% of the residential customers and 70-80% of the business customers its networks pass. Jim was thanked by the board for the presentation and excused.

APPROVAL OF MINUTES:

A motion was made by John Sheppard, seconded by Drew Wickham, to approve the minutes of the board meeting on March 25, 2019. Motion carried.

ELECTION OF DIRECTORS AND OFFICERS AND APPOINTMENT OF COMMITTEES:

The terms of Bob Seem and Bob Lowenthal expire as of this meeting. Each is willing to serve another three year term. John Dorak made a motion, seconded by John Sheppard, that these two be re-elected to the board in the class of 2022. Motion carried.

John Sheppard then moved the following slate of officers and committee members, seconded by Bob Lowenthal: 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.

FINANCIAL /AUDIT UPDATE:

Terry Phillips reported that Flaherty Salmin CPAs proposed to conduct the 2019 audit for a fee \$3,000 lower than for 2018, due the small number of transactions. Mike Manikowski made a motion, seconded by Bob Lowenthal, to appoint Flaherty Salmin CPAs, as Axxcess Ontario’s audit firm for 2019. Motion carried. Terry reported that in 2019 costs were far lower than in prior years, Empire Access is current on its lease payments and that as interest rates continued to be low, the swap liability remains a concern.

LIABILITY DISCUSSION:

At 3:25 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 3:34 p.m., a motion was offered by John Sheppard, seconded by Mike Manikowski, to leave executive session. Motion carried.

It was decided to hold the next board meeting on March 26 at 2:30 p.m. to receive the report of the auditors and conduct any other business then needing attention.

At 3:35 p.m., a motion was made by John Sheppard, seconded by Drew Wickham, 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