

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 28, 2021

Members Present:

Don Culeton (term expires Annual Meeting 2022)
Chris DeBolt (*ex officio*)
John Dorak (term expires Annual Meeting 2022)
Bob Lowenthal (term expires Annual Meeting 2023)
Michael Manikowski (*ex officio*)
Bob Seem (term expires Annual Meeting 2023)
Andrew (Drew) Wickham (*ex officio*)

Members Absent:

John Sheppard (term expires Annual Meeting 2022)

Others Present:

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

Chris DeBolt introduced himself as the new Ontario County Administrator, and member of the Board in an *ex officio* capacity, and all in attendance introduced themselves to him.

The January 28, 2021 meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corp., dba Axxcess Ontario, was held via Webex video conference call. The meeting was called to order at 2:35 p.m. by Chairman Bob Seem.

ELECTION OF DIRECTORS AND OFFICERS AND APPOINTMENT OF COMMITTEES:

There are no members whose terms expire as of this meeting this year. Next year, the terms of John Dorak and John Sheppard will end.

The officers approved at the 2020 Annual Meeting were:

Bob Seem, Chair
John Sheppard, Vice Chair
Drew Wickham, Treasurer
Don Culeton, Secretary

John Dorak moved, seconded by Bob Lowenthal, that the above officer roster be elected to serve in 2021. Motion carried.

The committee roster in 2020 was:

Audit Committee: John Dorak (committee chair), Don Culeton and John Sheppard

Executive Committee: the above officers and John Dorak as “at-large” member

Governance Committee: Bob Seem (committee chair), Mary Krause and Bob Lowenthal

Finance Committee: Drew Wickham (committee chair), John Sheppard and Bob Lowenthal

As Mary Krause is no longer the Ontario County Administrator and thus not a member of the board, someone else will need to serve on this committee. John Dorak moved, seconded by Drew, that the committees mirror those in 2020, with Chris replacing Mary. Motion carried.

FINANCIAL UPDATE:

Terry reviewed the terms of the proposed extension of the loan from Citizens. Technically, the loan matured on December 31, 2020. The new agreement extends the maturity date to December 31, 2025. It may be prepaid without penalty, and Terry’s expectation is that AO will do that upon closing of the sale of the network to Empire Access in a bit over two years. The interest rate was increased by 50 basis points in the extension, too. Bob Lowenthal moved, Drew seconded, that the extension be approved. Motion carried.

It was decided to defer scheduling the next board meeting to receive the report of the auditors, which must be done on or before March 31. It is certain that a meeting in March will be held via Webex, so it will be much easier to line up a quorum than when meetings were done in person.

Mike Manikowski asked that Jim Baase give an update on how Empire has been expanding the use of the network, especially in the County’s more rural communities. Sean said he would reach out to Jim about this.

Minutes from the October 30, 2020 board meeting will be prepared by Sean and ready for approval at the next board meeting.

At 3:09 p.m., a motion was made by Don, seconded by Drew, to adjourn. Motion carried.

Distribution:

All Board Members, present and absent

Ontario County Board of Supervisors

Kristin Mueller, Clerk to the Board of Supervisors

Chris DeBolt, County Administrator

Brian Young, Deputy County Administrator

Holly Adams, County Attorney

Mary Gates, Director of Finance

Michael Manikowski, Economic Developer