

**MINUTES**  
**FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.**  
**dba AXCESS ONTARIO**  
**BOARD OF DIRECTORS MEETING**  
**January 28, 2022**

Members Present:

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)  
John Sheppard (term expires Annual Meeting 2022)  
Andrew (Drew) Wickham (*ex officio*)

Members Absent:

Don Culeton (term expires Annual Meeting 2022)

Others Present:

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

The January 28, 2022, meeting of the Board of Directors of the Finger Lakes Regional Telecommunications Development Corp., dba AxcCESS Ontario, was held via Webex video conference call. The meeting was called to order at 11:09 a.m. by Chairman Bob Seem.

**ELECTION OF DIRECTORS AND OFFICERS AND APPOINTMENT OF COMMITTEES:**

The terms of Don Culeton, John Dorak and John Sheppard have ended as of this meeting. These individuals are willing to continue to serve for another year. John Dorak moved, seconded by Bob Lowenthal, that they be re-elected to the board. Motion carried.

The officers approved at the 2021 Annual Meeting were:

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

John Dorak moved, seconded by John Sheppard, that the above officer roster be elected to serve in 2022. Motion carried.

The committee roster in 2021 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), Chris DeBolt and Bob Lowenthal

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

John Sheppard moved, seconded by Bob Lowenthal, that the committees mirror those in 2021. Motion carried.

Helen reminded the directors to complete their annual evaluation of the board’s performance and their individual conflict of interest disclosures. E-signing of the conflict of interest disclosure is acceptable.

**APPROVAL OF MINUTES:**

Drew moved, seconded by Mike, that the minutes of the October 28, 2021, board meeting be approved. Motion carried.

**FINANCIAL UPDATE:**

Terry indicated there are no updates to the financials. The audit is in the starting phase and will be done remotely. Terry must confirm with Citizens the swap liability as of 12/31/21 for the year end financials. The next meeting to receive the report of the auditors will be March 25, 2022. We want to have Empire come in and provide an update on its activities in Ontario County, and have a deeper discussion about the Governor’s broadband initiatives and the survey done of residents on broadband. Sean will contact Jim Baase to get his availability, so time for this meeting is TBD. It will be held via Webex. The board should plan for 90 minutes.

**NYS BROADBAND UPDATE:**

This will be deferred to the March meeting.

At 11:23 p.m., a motion was made by John Dorak, seconded by Bob Lowenthal, 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