

MINUTES
FINGER LAKES REGIONAL TELECOMMUNICATIONS DEVELOPMENT CORP.
dba AXCESS ONTARIO
BOARD OF DIRECTORS MEETING
January 27, 2023

Members Present:

Don Culeton (term expires Annual Meeting 2024)
John Dorak (term expires Annual Meeting 2024)
Bob Lowenthal (term expires Annual Meeting 2023)
Michael Manikowski (*ex officio*)
Bob Seem (term expires Annual Meeting 2023)
John Sheppard (term expires Annual Meeting 2024)
Andrew (Drew) Wickham (*ex officio*)

Members Absent:

Chris DeBolt (*ex officio*)

Others Present:

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

The January 27, 2023, 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 2:04 p.m. by Chairman Bob Seem.

ELECTION OF DIRECTORS AND OFFICERS AND APPOINTMENT OF COMMITTEES:

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

The officers approved at the 2022 Annual Meeting were:

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

Drew moved, seconded by John Dorak, that the above officer roster be elected to serve in 2023. Motion carried.

The committee roster in 2022 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 Dorak moved, seconded by Drew, that the committees mirror those in 2022. 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:

John Sheppard moved, seconded by John Dorak, that the minutes of the March 25, 2022, board meeting be approved. Motion carried.

FINANCIAL UPDATE:

Terry indicated there are no significant differences in the financials from last year. The audit is in the starting phase and will be done remotely. Terry must confirm with Citizens the swap liability as of 12/31/22 for the year end financials. Terry expects that it will be substantially lower than last year, due to increases in interest rates. The next meeting to receive the report of the auditors will be March 31, 2023, at 2:00 p.m.

Mike asked for a report from Empire Access about penetration in Ontario County. Don suggested that there be press releases about the positive effects from the network for the County, and Drew said he would assure this happens.

At 2:35 p.m., a motion was made by Drew, seconded by John Dorak, 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