

VERAMARK TECHNOLOGIES INC

Form DEF 14A

March 31, 2006

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**SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12  
**VERAMARK TECHNOLOGIES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**VERAMARK TECHNOLOGIES, INC.**  
**3750 Monroe Avenue**  
**Pittsford, New York 14534**

**NOTICE OF  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 1, 2006**

To the stockholders of  
VERAMARK TECHNOLOGIES, INC.:

Notice is hereby given that the Annual Meeting of Stockholders of Veramark Technologies, Inc. (the Company) will be held at the Company's offices at 3750 Monroe Avenue, Pittsford, New York, on May 1, 2006, beginning at 10:00 a.m. local time, for the following purposes:

- (1) To elect five Directors, each to serve a term of one year;
- (2) To ratify the appointment of independent auditors for the year ending December 31, 2006; and
- (3) To consider and take action upon such other matters as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 10, 2006 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting.

All stockholders are invited to attend the meeting in person. **However, if you are unable to attend the meeting, it is nevertheless important that you be represented.** A Proxy is enclosed for that purpose. Please sign, date and return promptly the enclosed Proxy in the accompanying envelope. No postage is necessary if mailed in the United States.

Your attention is directed to the Proxy Statement submitted with this notice.

By Order of the Board of Directors

Robert N. Latella  
Secretary

Dated: March 27, 2006

**THIS IS AN IMPORTANT MEETING. STOCKHOLDERS ARE URGED TO VOTE BY SIGNING, DATING AND RETURNING THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE TO WHICH NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.**

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**VERAMARK TECHNOLOGIES, INC.  
3750 MONROE AVENUE  
PITTSFORD, NEW YORK 14534**

**PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 1, 2006**

This Proxy Statement is furnished to stockholders in connection with the solicitation of proxies by the Board of Directors of Veramark Technologies, Inc. (the Company) in connection with the Annual Meeting of Stockholders of the Company to be held on May 1, 2006 at 10:00 a.m., local time, at the Company's office at 3750 Monroe Avenue, Pittsford, New York (the Meeting). A copy of the Company's Annual Report to Stockholders for the fiscal year ended December 31, 2005 accompanies this Proxy Statement. Additional copies of the Annual Report, Notice, Proxy Statement and Form of Proxy may be obtained from the Company's Secretary, 3750 Monroe Avenue, Pittsford, New York 14534. **A copy of the Company's Form 10-K filed with the Securities and Exchange Commission (SEC) is available without charge upon written request to the Company's Secretary at the Company's corporate offices, or from the SEC's website at [www.sec.gov](http://www.sec.gov).** This Proxy Statement, Annual Report and Form of Proxy will first be sent to stockholders on or about March 27, 2006.

**SOLICITATION AND REVOCABILITY OF PROXIES**

The enclosed proxy for the Meeting is being solicited by the directors of the Company. Any person giving a proxy may revoke it at any time prior to the exercise thereof by filing with the Secretary of the Company a written revocation or duly executed proxy bearing a later date. The proxy may also be revoked by a stockholder attending the Meeting, withdrawing the proxy and voting in person.

The expense of preparing, printing and mailing the form of proxy and the material used in the solicitation thereof will be borne by the Company. In addition to solicitation by mail, proxies may be solicited by the directors, officers and regular employees of the Company (who will receive no additional compensation therefore) by means of personal interview, telephone or facsimile. It is anticipated that banks, brokerage houses and other institutions, custodians, nominees, fiduciaries or other record holders will be requested to forward the soliciting material to persons for whom they hold shares and to seek authority for the execution of proxies; in such cases, the Company will reimburse such holders for their charges and expenses.

**VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The close of business on March 10, 2006 has been fixed as the record date for determination of the stockholders entitled to notice of, and to vote at, the Meeting. On that date there were outstanding and entitled to vote 8,839,365 shares of common stock, par value \$.10 per share, of the Company (the Common Stock) each of which is entitled to one vote on each matter at the Meeting.

Pursuant to the Company's Bylaws, directors will be elected by a majority of the votes cast at the Meeting and the proposal to ratify the appointment of the independent auditors for 2006 will require a majority of the votes cast at the Meeting.

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The presence, in person or by properly executed proxy, of the holders of shares of Common Stock entitled to cast a majority of all the votes entitled to be cast at the Meeting is necessary to constitute a quorum. Holders of shares of Common Stock represented by a properly signed, dated and returned proxy will be treated as present at the Meeting for purposes of determining a quorum. Proxies relating to street name shares that are voted by brokers will be counted as shares present for purposes of determining the presence of a quorum but will not be treated as votes cast at the Meeting as to any proposal as to which the brokers abstain.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information as of March 10, 2006, with respect to the persons or groups (as those terms are used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act)), believed by the Company to be the beneficial owners of more than 5% of the outstanding Common Stock, by certain executive officers, directors, nominees for director and by all directors and certain executive officers as a group.

Name and Address	Amount and Nature of Shares of Common Stock Beneficially Owned	Percent of Class (1)
Summit Capital Management, LLC 601 Union Street, Suite 3900 Seattle, Washington 98101	1,369,800(2)	15.5%
Albert J. Montevecchio 20 Fairfield Drive Fairport, New York 14450	589,856(3)	6.7%
Charles A. Constantino	65,000(4)	*
John E. Gould	108,000(5)	1.2%
Andrew W. Moylan	25,333(6)	*
William J. Reilly	120,700(7)	1.4%
James R. Scielzo	90,000(8)	1.0%
David G. Mazzella	930,400(9)	10.5%
Ronald C. Lundy	142,033(10)	1.6%
Douglas F. Smith	126,495(11)	1.4%
All Directors and Executive Officers as a Group (8 Individuals)	1,607,961(12)	18.2%

\* Indicates less than 1.0%.

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- (1) Based on the number of shares of Common Stock outstanding as of March 10, 2006, which were 8,839,365 shares of Common Stock.
  
- (2) Based upon a Statement on Schedule 13G filed with the SEC that indicated that (i) John C. Rudolf has shared voting and dispositive power with respect to 1,139,800 shares of Common Stock; and (ii) Summit Capital Management, LLC shares voting and dispositive power with respect to 1,369,800 shares of Common Stock.
  
- (3) Includes 196,856 shares of Common Stock owned by Montevecchio Associates, a limited partnership of which Albert J. Montevecchio is a general



partner.

- (4) Includes 60,000 shares of Common Stock Mr. Constantino has the right to acquire pursuant to options issued under the Company's Stock Option Plan (Option Plan); 50,000 of which are exercisable as of the date of this proxy statement and 10,000 of which are exercisable within 60 days of the date of this proxy statement.
- (5) Includes 100,000 shares of Common Stock Mr. Gould has the right to acquire pursuant to options issued under the Option Plan; 90,000 of which are exercisable as of the date of this proxy statement and 10,000 of which are exercisable within 60 days of the date of this proxy statement.
- (6) Includes 13,333 shares of Common Stock Mr. Moylan has the right to

acquire pursuant to options issued under the Option Plan.

- (7) Includes 100,000 shares of Common Stock Mr. Reilly has the right to acquire pursuant to options issued under the Option Plan; 90,000 of which are exercisable as of the date of this proxy statement and 10,000 of which are exercisable within 60 days of the date of this proxy statement.
- (8) Includes 90,000 shares of Common Stock Mr. Scielzo has the right to acquire pursuant to options issued under the Option Plan; 80,000 of which are exercisable as of the date of this proxy statement and 10,000 of which are exercisable within 60 days of the date of this proxy statement.
- (9) Includes 900,000 shares of Common Stock Mr. Mazzella

has the right to acquire pursuant to exercisable options under the Option Plan.

(10) Includes 138,750 shares of Common Stock Mr. Lundy has the right to acquire pursuant to exercisable options under the Option Plan, 132,500 of which are exercisable as of the date of this Proxy Statement and 6,250 of which are exercisable within sixty (60) days of the date of this Proxy Statement.

(11) Includes 112,500 shares of Common Stock Mr. Smith has the right to acquire pursuant to exercisable options under the Option Plan, 107,500 of which are exercisable as of the date of this Proxy Statement and 5,000 which are exercisable within sixty (60) days of the date of this Proxy Statement.

(12) Includes 1,514,583 shares

of Common  
Stock the  
directors and  
executive  
officers have the  
right to acquire  
pursuant to  
exercisable  
options under  
the Option.

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At the Meeting, five directors, comprising the entire membership of the Board of Directors of the Company, are to be elected. Each elected director will serve until the Company's next Annual Meeting of Stockholders and until a successor is elected and qualified. All of the nominees are members of the present board and were elected at the Company's 2005 Annual Meeting of Shareholders. Mr. James R. Scielzo, a director of the Company since 1999, has notified the Company of his intention to retire from the Board and as such will not be a nominee for 2006.

The Company's directors recommend a vote **FOR** the five nominees listed below. Except where authority to do so has been withheld, the shares of Common Stock represented by the enclosed Proxy will be voted **FOR** the election as directors of the five nominees named below.

All nominees are willing to serve on the board, if elected, however, if any nominee becomes unwilling or unavailable to stand for re-election or to serve for any reason or if a vacancy on the board occurs before the election (which events are not anticipated), the holders of the Proxy may vote for such other person in accordance with their judgment. The Company's Board of Directors has determined that all of the Company's directors, with the exception of Mr. Mazzella, are independent as defined by NASDAQ rules.

Name of Nominee	Age	Principal Occupation For Past Five Years	Director Since
Charles A. Constantino	66	For more than five years, a Director and Executive Vice President of PAR Technology Corporation (NYSE:PTC). PTC develops, manufactures, markets, installs and services microprocessor-based transaction processing systems for the restaurant and industrial market places.	2002
John E. Gould	61	For more than five years, a Partner in Gould & Wilkie LLP, a general practice law firm located in New York City. On May 1, 2002, Gould & Wilkie LLP combined with Thompson Hine LLP, a larger general practice law firm with headquarters in Cleveland, Ohio. Mr. Gould serves on the Executive Committee of Thompson Hine LLP. Mr. Gould is also Chairman of the American Geographical Society and a Director of the Gerber Life Insurance Company.	1997
David G. Mazzella	65	President of the Company since February 1997. Chief Executive Officer of the Company since June 1997. Chief Operating Officer of the Company from February 1997 until June 1997. Chairman of the Board of the Company since December 1999.	1997
Andrew W. Moylan	66	Director of Veramark since September 2004. Mr. Moylan is currently the President of BCS plc, North America, a risk management software company. Prior to his current position, Mr. Moylan had served as President, Chief Operating Officer and Director of MarketDataInsite. Mr. Moylan was also a senior Partner in the Deloitte management consulting practice in New York for more than 20 years.	2004

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Name of Nominee	Age	Principal Occupation For Past Five Years	Director Since
William J. Reilly	57	Since September 2004, Mr. Reilly has been President and Chief Executive Officer of RealTime Media, an online relationship marketing firm to the pharmaceutical and consumer packaged goods markets. From September 2003 until September 2004, Mr. Reilly also served as a Principal in the consulting firm ChesterBrook Growth Partners. From 1989 until September 2003, Mr. Reilly was Chief Operating Officer of Checkpoint Systems, Inc., (NYSE:CKP) a global manufacturer and distributor of automatic identification, pricing, and retail security systems.	1997

**Other Directorships and Trusteeships**

None of the Directors and nominees to the Company's Board of Directors serves on the Boards of Directors or the Boards of Trustees of any other publicly held company, with the exception of Mr. Constantino who serves as a member of the Board of Directors of PAR Technology Corporation (NYSE:PTC).

**Committees and Meeting Data**

During 2005, the full Board of Directors held six meetings. The Company's Board of Directors established a process whereby shareholders may send communications to the board. That process is set forth in the Policy for Shareholder Communications with Board Members, a copy of which is attached as Exhibit A.

The Audit Committee of the board currently consists of Messrs. Moylan, Constantino, and Gould, all of whom are independent as defined under SEC and NASDAQ rules. The Audit Committee, which met five times during the year, appoints and oversees the work of the Company's independent accountants, as well as oversees that the Corporation has maintained and established processes for reliable accounting policies and financial reporting and disclosure, and such other duties as more particularly set forth in its Charter, a copy of which is attached as Exhibit B. The board has determined that the Company does not have an Audit Committee Financial Expert, as that term is defined by SEC rules, serving on the Audit Committee. However, the members of the board have reviewed the criteria necessary to be named an Audit Committee Financial Expert and believe that the Audit Committee members collectively possess such attributes. Furthermore, the board has determined that each member of the Audit Committee possesses the financial expertise necessary to review and analyze the Company's financial statements and to fulfill their other duties in accordance with the terms of the Audit Committee Charter.

The Compensation Committee of the board currently consists of Messrs. Constantino, Moylan, and Reilly, all of whom are independent as defined by NASDAQ rules. The Compensation Committee, which met eight times during the year, reviews and sets compensation for the Chief Executive Officer ( CEO ), all other executive officers of the Company and members of the Company's Board of Directors, establishes compensation, incentive and benefit plans for the CEO and all other executive officers and directors of the Company and approves payments under such incentive plans.

The Executive Committee, consisting of Messrs. Mazzella, Constantino and Reilly, has authority to act on behalf of the full Board of Directors during intervals between meetings of the full board. The Executive Committee did not meet in 2005.

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The Nominating Committee consists of all members of the board who are independent as defined by NASDAQ rules. Currently, those individuals are Messrs. Scielzo, Constantino, Gould, Moylan, and Reilly. The Nominating Committee identifies the slate of director nominees for election to the Company's board, recommends candidates to fill vacancies occurring between annual shareholder meetings, and otherwise establishes and oversees the process for nominations for election to the Company's Board, in accordance with applicable laws and rules. Being composed of all independent directors, the Nominating Committee met as part of four regular meetings of the Board, and did not meet in separate meetings in 2005. The Charter of the Nominating Committee was included as Exhibit D to the Company's Proxy Statement dated April 6, 2005.

The Nominating Committee will consider candidates recommended by shareholders and the procedures to be followed by shareholders in submitting such recommendations. The Nominating Committee continually seeks to identify qualified candidates for nomination to the Company's board; however it has not established any formal procedure in that regard. All candidates identified as potential nominees for election to the board, whether identified by a shareholder or otherwise, are evaluated in the same manner. Although neither the board nor the Nominating Committee has established any minimum qualifications for director nominees, any potential nominee must have sufficient experience, knowledge, ability and time to fulfill the obligations of a member of the Company's board.

The Company encourages all directors to attend annual meetings, but has not established any formal policy with respect to such attendance. All members of the Company's board attended last year's annual meeting.

During 2005, all directors nominated for re-election attended no less than 90% of the total number of meetings of the Board of Directors and any board committee on which he served.

**Audit Committee Report.**

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and policies, internal controls, and the selection and oversight of the Company's independent accountants, and providing laws, regulations and policies relating to the Company's accounting and reporting practices, and the quality and integrity of the Company's financial reports. The Audit Committee is currently composed of three directors, Messrs. Moylan, Constantino, and Gould, each of who is independent and meets the requirements of the National Association of Securities Dealers. The Audit Committee operates under a written charter approved by the Board of Directors, a copy of which is attached as Exhibit B.

Management is responsible for the Company's financial reporting process including its system of internal control, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States. The Company's independent auditors are responsible for auditing those financial statements. Our responsibility is to monitor and review these processes. It is not our duty or our responsibility to conduct auditing or accounting reviews or procedures. We are not employees of the Company and we may not be, and we may not represent ourselves to be or to serve as, accountants or auditors by profession or experts in the fields of accounting or auditing. Therefore, we have relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America and on the representations of the independent auditors included in their report on the Company's financial statements. Our oversight does not provide us with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, our considerations and discussions with management and the independent auditors do not assure that the Company's financial statements are presented in accordance with accounting principles generally accepted in the United States, that the audit of our Company's financial statements has been carried out in accordance with generally accepted auditing standards or that our Company's independent accountants are in fact independent.

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In this context, the Audit Committee reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2005. The Audit Committee also met with representatives of the Company's auditors to discuss and review the results of the independent auditors' examination of the financial statements for the year ended December 31, 2005 and the matters required to be discussed by the Statement on Auditing Standards No. 61 (Communication with Audit Committees). In addition, the Audit Committee reviewed with management and representatives of the Company's auditors each Quarterly Report on Report 10-Q prior to its filing with the SEC.

The Audit Committee has also received from the Company's auditors the written disclosures required pursuant to the Independence Standards Board Standard No. 1 (Independent Discussions with Audit Committees) addressing all relationships between the auditors and the Company that might bear on the auditors' independence and has discussed the same with representatives of the Company's auditors.

Based upon the Audit Committee's discussions with management and the independent auditors, and the Audit Committee's review of the representations of management and the report of the independent auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, to be filed with the SEC.

The Audit Committee

Andrew W. Moylan, Chair

Charles A. Constantino

John E. Gould

**Section 16(a) Beneficial Ownership Reporting Compliance**

Based upon reports filed by the Company with the SEC and copies of filed reports received by the Company, the Company believes all reports of ownership and changes in ownership of the Common Stock required to be filed with the SEC during 2005 by the Company's directors, officers and more than 10 percent stockholders, were filed in compliance with Section 16(a) of the Exchange Act.

**Executive Officers**

The following is a list of the Company's executive officers:

Name	Age	Principal Occupation For Past Five Years
David G. Mazzella	65	President and Chief Executive Officer since 1997; Chief Operating Officer since 1997; Chairman since 1999.
Ronald C. Lundy	54	Treasurer since 1993.
Douglas F. Smith	61	Vice President, Operations, since 1999.

There are no family relationships between any of the directors or executive officers of the Company.

The Company has adopted a Code of Business Conduct and Ethics for all principal executive officers, directors, and employees of the Company, a copy of which is attached as Exhibit C.



**Table of Contents****Executive Compensation**

The following table summarizes, for the fiscal years ended December 31, 2005, 2004, and 2003, the compensation paid or accrued to the Company's Chief Executive Officer, its two other executive officers, and one non-officer executive whose cash compensation exceeded \$100,000 during 2005 (the Named Executives).

Name and Principal Position	Year	Annual Compensation			Long Term Compensation
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Securities  Underlying Options
David G. Mazzella, President, Chief Executive Officer, Chairman of the Board	2005	330,000	0	116,851(1)	0
	2004	328,846	0	142,880(2)	0
	2003	282,577	0	82,517(3)	0
Ronald C. Lundy, Treasurer	2005	110,001	0	10,163(4)	0
	2004	109,808	20,000	9,482(4)	0
	2003	100,586	0	8,626(4)	25,000
Douglas F. Smith, Vice President, Operations	2005	120,000	0	14,931(5)	0
	2004	120,000	0	14,176(5)	0
	2003	114,715	0	13,513(5)	20,000
Martin F. LoBiondo, Vice President, Engineering Division	2005	124,615	0	8,556(4)	0
	2004	119,615	0	7,986(4)	0
	2003	109,789	0	7,962(4)	50,000

(1) Includes (i) \$79,738 consisting of premium paid on split-dollar life insurance policy and tax reimbursement award. In 2004, the Company modified the split-dollar insurance arrangement then in place with Mr. Mazzella under his employment agreement, whereby, commencing in July 2004,

Mr. Mazzella was responsible for the payment of the annual premium directly and the Company was required to reimburse Mr. Mazzella for the amount of the premium (\$47,783) plus an amount of tax allowance (\$31,955) equal to the additional federal and state income and employment tax incurred by Mr. Mazzella upon receipt of the premium reimbursement and the tax allowance;

- (ii) automobile allowance of \$14,400;
- (iii) life insurance premiums paid by the Company;
- (iv) officer's medical reimbursement insurance premiums paid by the Company;
- (v) club memberships;
- and (vi) other non-cash compensation.

- (2) Includes (i) \$80,000 consisting of

premium paid on split-dollar life insurance policy and tax reimbursement award. In 2004, the Company modified the split-dollar insurance arrangement then in place with Mr. Mazzella under his employment agreement, whereby, commencing in July 2004, Mr. Mazzella was responsible for the payment of the annual premium directly and the Company was required to reimburse Mr. Mazzella for the amount of the premium (\$47,783) plus an amount of tax allowance (\$32,217) equal to the additional federal and state income and employment tax incurred by Mr. Mazzella upon receipt of the premium reimbursement and the tax allowance;

- (ii) automobile allowance of \$14,400;
- (iii) life

insurance  
premiums paid  
by the  
Company;  
(iv) officer's  
medical  
reimbursement  
insurance  
premiums paid  
by the  
Company;  
(v) club  
memberships;  
and (vi) other  
non-cash  
compensation.

- (3) Includes (i) tax  
reimbursement  
award of  
\$45,000, related  
to the  
forgiveness of a  
certain loan in  
the prior year.  
This award was  
previously  
reported as  
bonus;  
(ii) automobile  
allowance of  
\$14,400;  
(iii) life  
insurance  
premiums paid  
by the  
Company;  
(iv) officer's  
medical  
reimbursement  
insurance  
premium paid  
by the  
Company;  
(v) club  
memberships;  
and (vi) other  
non-cash  
compensation.

(4)

Includes

(i) automobile allowance of \$6,288; (ii) life insurance premiums paid by the Company; and (iii) officer's medical reimbursement insurance premium paid by the Company.

- (5) Includes (i) automobile allowance of \$8,580; (ii) life insurance premiums paid by the Company; and (iii) officer's medical reimbursement insurance premium paid by the Company.

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The Company has an employment agreement with David G. Mazzella to serve as President, Chief Executive Officer and a Director of the Company. The term of that employment agreement ends on December 31, 2007. The agreement provides for a minimum gross salary of \$330,000 per year. Pursuant to the agreement, in the event of a change in control of the Company, or in the event Mr. Mazzella's management responsibilities are materially diminished, the agreement may be terminated at Mr. Mazzella's option and he will be entitled to separation pay in a lump sum equal to a maximum of three times his aggregate annual compensation (including salary, bonus and benefits). For purposes under the agreement, a change in control of the Company may occur through a sale, merger, consolidation, sale of substantially all assets, the acquisition of more than 20% of the securities of the Company directly or indirectly by any person or entity, or a change within two years of a majority of the Board of Directors. Under the agreement, Mr. Mazzella has the option to elect early retirement as of December 31, 2006, in which case he will be entitled to receive in a lump sum payment his then annual salary, provided certain conditions pertaining to the appointment of his successor occur.

**Retirement Benefits**

The Named Executives listed below are participants in an unfunded defined benefit retirement plan of the Company. The amount of the retirement benefit, payable from age 65, will vary depending upon length of service, retirement age and average salary. For Mr. Mazzella the benefit will equal 60% of the average of his three highest years of compensation. Mr. Mazzella's retirement benefit is payable for fifteen years. For the other Named Executives the annual benefit will be 40% of average salary for the last three full fiscal years of employment with the Company and is payable until death.

Assuming continued employment with the Company until age 65, the following table indicates the projected retirement benefit at age 65 for each of the Named Executives who are eligible and vested under the Company's retirement plan:

Name	Current Age	Years of Service to Date	Annual Benefit at Age 65
David G. Mazzella	65	9	\$ 198,000
Ronald C. Lundy	54	22	\$ 63,760
Douglas F. Smith	61	21	\$ 52,280
Martin F. LoBiondo	43	6	\$ 112,800

**Stock Options**

The Company has a stock option plan under which employees may be granted incentive stock options and non-qualified stock options to purchase the Company's Common Stock. All full-time employees of the Company are eligible to receive stock options. The Compensation Committee of the Board of Directors administers the plan and makes all determinations with respect to eligibility, option price, term and exercisability, except that the option price on incentive stock options may not be less than 100% of fair market value on the date of grant and the term of any option may not exceed ten years.

*Stock Option Grants.* There were no grants of stock options made to Named Executives in 2005.

*Stock Option Exercises and Year-End Values.* No options were exercised by the Named Executives during 2005. The following table shows the year-end value of unexercised in-the-money options held by the Named Executives at the fiscal year end. Year-end values are based upon the closing price of a share of Common Stock on the closing bid quote on the OTCBB on December 31, 2005 (\$0.70).

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Name	Number of Unexercised Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End	
	Exercisable	Unexercisable	Exercisable (\$)	Unexercisable (\$)
David G. Mazzella	900,000	0	81,000	0
Ronald C. Lundy	132,500	12,500	13,500	2,750
Douglas F. Smith	107,500	10,000	10,975	2,200
Martin F. LoBiondo	135,000	25,000	13,400	8,000

**Equity Compensation Plan Information**

At December 31, 2005, the Company had the following securities authorized for issuance under equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))
			(c)
Equity compensation plans approved by security holders	(a)	(b)	(c)
	2,865,028	\$ 2.37	1,854,678
Equity compensation plans not approved by security holders	- 0 -	- 0 -	- 0 -
Total	2,865,028	\$ 2.37	1,854,678

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**Report of the Compensation Committee of the Board of Directors**

The Compensation Committee of the Board (the Compensation Committee) sets compensation levels for the Chief Executive Officer and all other officers and directors of the Company, establishes compensation and incentive plans for officers and approves payments under such incentive plans. The Compensation Committee is composed of three independent, non-employee directors who have no interlocking relationships as defined by the SEC. For 2005, these three directors were Messrs. Constantino, Moylan and Reilly.

The Compensation Committee's compensation policies are designed to attract and retain highly skilled executives and directors, reward outstanding individual performance, encourage cooperative team efforts and provide an incentive to enhance long term stockholder value. The Company's executive officer compensation program consists of base salary, annual contingent bonus compensation, long-term stock options and retirement benefits tied to age and years of service.

In establishing salaries for the Company's Chief Executive Officer, other officers and directors, consideration is given to salary ranges for comparable positions in similar size companies. Data for such comparisons is obtained from nationwide surveys conducted by independent compensation consulting firms and from reviewing other companies compensation information included in their proxy statements. As a result of basing compensation in part on overall performance of the Company, in any particular year the Company's executives may be paid more or less than the average executive compensation levels of comparably sized companies.

In setting salaries within competitive ranges, the Compensation Committee considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility. Potential for future contributions to the Company is also taken into account for all officers.

The Company has a bonus compensation plan for officers and middle management, other than the Chief Executive Officer. Under this plan, the Compensation Committee each year establishes a schedule for calculating aggregate incentive compensation based upon the Company's performance against targets for net income before tax. The total plan award is allocated to the managers by the Chief Executive Officer and the Compensation Committee through a combination of objective formulas based upon salaries and subjective performance related considerations.

The Compensation Committee is responsible for selecting the recipients of stock options, establishing the timing of grants, and setting the option exercise price within the terms of the Option Plan. The Compensation Committee considers the recommendations of the Chief Executive Officer with respect to officers in this regard. Stock options are viewed as a long-term incentive for officers and a means to more closely align the interests of officers with those of stockholders.

Charles A. Constantino, Chair

Andrew W. Moylan

William J. Reilly



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This Compensation Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this document or any portion thereof into any filing under the Securities Act of 1933, as amended, or the Exchange Act and shall not otherwise be deemed filed under such acts.

*Directors' Stock Options.* In 2004 and for a number of years prior, each outside director received each year an option to purchase 10,000 shares of the Common Stock at a price based upon the closing price of the Common Stock on the last trading day of the prior year. As well, in 2004, each outside director received a one-time option grant to acquire 30,000 shares of the Company's common stock which vest ratably over a three-year period, at a price based upon the closing price on the date of grant. A similar one-time grant will be made to any new directors of the Company in the future. The purpose of that grant is to retain (and in the case of new directors, attract) highly skilled individuals and encourage cooperative team efforts, while providing an incentive to enhance long term stockholder value. The option price of director's grants were 100% of the closing price of the Common Stock on the applicable date if an incentive stock option and 85% of such closing price if a non-qualified option. In addition, outside directors receive \$1,000 for each board meeting attended in person and \$200 for each meeting attended by telephone conference. Since 2005, in lieu of the annual grant of options previously approved by the Board of Directors, each outside director receives an annual retainer of \$10,000, payable quarterly, in addition to fees for each meeting attended. In 2005, the Board of Directors adopted a Directors' Deferred Compensation Plan, pursuant to which a director may elect to defer any portion of the annual retainer and meetings' fees. Deferred amounts, until paid pursuant to the plan, will earn interest quarterly at the same rate as the Company earns on its invested cash during the same period.

**Common Stock Performance Comparison**

The following graph shows a five-year comparison of cumulative total returns for owners of the Common Stock compared to an Index for NASDAQ stocks and the NASDAQ Telecommunications Index based upon year-end closing prices including a closing price on December 31, 2005 of \$0.70 per share for the Common Stock.

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**Certain Relationships and Related Transactions**

The Company has an employment agreement with Mr. Mazzella. See Employment Agreement above.

**PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

The Audit Committee has appointed Rotenberg & Co. LLP as independent auditors for the fiscal year ending December 31, 2006. Rotenberg & Co. LLP acted as the independent auditors for the fiscal years ending December 31, 2005 and 2004. Deloitte and Touche LLP acted as the independent auditors for the Company for the fiscal year ended December 31, 2003. Representatives of Rotenberg & Co. LLP are expected to be present at the Meeting. They will be available to respond to appropriate questions and will have an opportunity to make a statement if they so desire.

Although the appointment of independent auditors is not required to be submitted to a vote by stockholders, the Audit Committee believes as a matter of policy that it is appropriate that the stockholders ratify the Board's appointment. If the stockholders should not ratify the appointment of Rotenberg & Co. LLP, the Audit Committee will consider other certified public accountants for appointment.

*Audit Fees.* During fiscal years 2005 and 2004, the aggregate fees billed to the Company by its independent auditors were \$65,200 and \$61,200, respectively, for the annual audit of the financial statements and review of the financial statements included in the Company's Quarterly Reports on Form 10-Q.

*Financial Information Systems Design and Implementation Fees.* Our independent auditors did not render information technology services to us during the fiscal year ending December 31, 2005.

*Tax Fees.* The aggregate fees billed by its independent auditors for professional services rendered to us during fiscal years 2005 and 2004, other than the audit services referred to above, were \$7,000 and \$7,200, respectively, all of which was for tax preparation and tax consulting fees.

The Audit Committee of the Board of Directors has considered whether provision of the non-audit related services described above is compatible with maintaining the independent accountants' independence and has determined that those services have not adversely affected Rotenberg & Co. LLP's independence.

It is the Audit Committee's policy, as reflected in its Charter, to pre-approve all audit and non-audit services performed by the Company's independent auditors. Following a presentation by management to the Audit Committee describing the types of services to be performed in connection with, and the projected budget for, a particular engagement, the Audit Committee informs management whether it approves the engagement and the budget.

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**PROPOSAL NO. 3 OTHER MATTERS**

As of the date of this Proxy Statement, the Board of Directors does not intend to present, and has not been informed that any other person intends to present, any matter for action at the Meeting other than those described above. If any other matters properly come before the Meeting, it is intended that the persons named in the enclosed Proxy will vote the shares of Common Stock represented by signed proxies in accordance with their best judgment.

**STOCKHOLDER PROPOSALS**

Under SEC rules, any stockholder wishing to present a proposal at the Company's 2007 Annual Meeting of Stockholders must submit the proposal to the Company's Secretary at its office at 3750 Monroe Avenue, Pittsford, New York 14534, no later than December 15, 2006 in order for the proposal to be considered for inclusion, if appropriate, in the proxy and proxy statement relating to the 2007 Annual Meeting of Stockholders.

By Order of the Board of Directors

Robert N. Latella  
Secretary

Pittsford, New York  
March 27, 2006

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**EXHIBIT A**

**POLICY FOR SHAREHOLDER COMMUNICATIONS WITH BOARD MEMBERS**

It is the policy of the Board of Directors of Veramark Technologies, Inc. (the Company ) that shareholders of the Company who wish to communicate with the Company s Board may do so by writing to Board of Directors, Veramark Technologies, Inc., Attention: Secretary, 3750 Monroe Avenue Pittsford, New York 14534.

Such communications will be distributed by the Secretary to each member of the Board, no later than the next regularly scheduled Board meeting. Communications directed to a specific member of the Board, or to any specific committee of the Board, will be promptly forwarded only to that particular director or to the Chairman of that particular Committee.

All such communications (i) should relate only to bona fide business issues of the Company, and not any other purpose, (ii) may be disclosed or used by the Company at its discretion, unless the communication clearly states on its face that it is confidential, (iii) may receive a response as the recipient deems appropriate, and (iv) may be anonymous. The material terms of this policy shall be made available to the Company s shareholders, in a manner the Board deems appropriate, but at least as may be required by law or regulation.

The Board shall regularly review this policy and make such changes as it deems necessary or appropriate.

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**EXHIBIT B**  
**VERAMARK TECHNOLOGIES INC.**  
**Audit Committee of the Board of Directors**  
**CHARTER**

**I. PURPOSE**

(A) The Audit Committee, as appointed by the Corporation's Board, shall provide assistance to the Corporation's directors in fulfilling their responsibility to the shareholders, potential shareholders, regulatory agencies, and the investment community relating to corporate accounting and reporting practices of the Corporation, and the quality and integrity of the financial reports of the Corporation.

(B) The Audit Committee's primary duties and responsibilities are to:

- (1) Appoint and oversee the work of the Company's independent accountants; and
- (2) Oversee that the Corporation has established and maintained processes for
  - (i) reliable accounting policies and financial reporting and disclosure;
  - (ii) assuring that an adequate system of internal control is functioning within the Corporation;
  - (iii) complying with all applicable laws, regulations, and corporate policy; and
  - (iv) receive, retain and process complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, including the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

**II. COMPOSITION**

(A) The Audit Committee shall be comprised of at least one person who shall be a member of the Board and appointed by the Board.

(B) Each member of the Audit Committee shall be:

- (1) Independent as defined under Section 10A(m)(3) of the Securities Exchange Act of 1934 (the Exchange Act) and the rules and regulations promulgated by the Securities and Exchange Commission (the SEC) there under;
- (2) Free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee; and
- (3) Have a working familiarity with basic finance and accounting practices.

(C) If any member of the Board qualifies as a financial expert as that term is defined by the Exchange Act or the SEC, he or she shall be appointed a member of the Audit Committee.

(D) The members of the Audit Committee shall be elected by the Board at its annual meeting of the Board held in conjunction with the annual shareholders meeting. Members of the Audit Committee shall hold their office until their successors shall be duly elected and qualified. The Board shall have the power at

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any time to remove from or add the membership of the Audit Committee and to fill vacancies, subject to the independence, experience and financial expertise requirements referred to above. Unless a Chairperson is elected by the full Board, the members of the Audit Committee may designate a Chairperson by majority vote of the full Audit Committee membership.

**III. MEETINGS**

(A) The Audit Committee shall meet at least three times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee should meet at least annually with management and the independent accountants separately to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee, or if authorized by the Audit Committee, its Chairperson, should meet with the independent accountants and management quarterly to review the Corporation's financial statements.

(B) The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

**IV. INVESTIGATIONS, RETENTION ADVISORS AND FUNDING**

(A) The Audit Committee has the authority to investigate fully any matter it deems necessary in fulfilling its responsibilities, and to that end the Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors or experts.

(B) The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.

**V. RESPONSIBILITIES AND DUTIES**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations; these activities remain the responsibilities of management and the independent accountants.

To fulfill its responsibilities and duties, the Audit Committee shall:

**Documents/Reports/Review**

(1) Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.

(2) Make regular reports of its activities to the Board.

(3) Review with management and the independent accountants the Corporation's annual financial statements, as included in the Company's 10-K report, including a discussion with the independent accountants of the matters required to be discussed by Statement of Auditing Standards No. 61 ( SAS No. 61 ).

(4) Review with management and the independent accountants the 10-Q prior to its filing or prior to the release of earnings, including a discussion with the independent accountants of the matters to be discussed by SAS No. 61. The Chairperson of the Audit Committee may represent the entire Audit Committee for purposes of this review.

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(5) Review all material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.