

# **SOUTHERN TIER NETWORK, INC.**

Minutes

July 14, 2011

8 Denison Parkway East, Suite 310, Corning, NY

## **ATTENDANCE**

Board Members: Mark Alger; David Hopkins; Steven Manning; Judy McIntosh; Mark Middaugh, Timothy O'Hearn, Mark Rogus; Michael Krusen; Marcia Weber; Jack Wheeler; Howard Zingler

Absent: Michael Printup

Guests: Joseph Starks; James Townsend; Peter Newman, M&T Bank

Introduction: Chair Marcia Weber welcomed everyone to the meeting, including new board members Judy McIntosh of Mengel, Metzger and Barr and Howard Zingler, a recent retiree from Corning Inc. Introductions were made.

Call to Order: The meeting was called to order at 10:15 a.m. by Chair Marcia Weber in the conference room at the STC office.

1. Approval of Minutes – June 9, 2011 – Upon a motion duly made (Mark Rogus/Mike Krusen) and carried, the minutes of the June 9, 2011 meeting were approved as written.
2. Finance Update – Before Peter Newman joined the meeting, Mark Rogus briefly described three basic forms of financing possible for the construction of the laterals: bond financing; New Market Tax Credits; and commercial bank financing. Mark introduced Peter Newman, Regional President of M & T Bank, who described M&T's financing opportunities.

Joe Starks described the project and the obligations that the bank, ECC, and STN would have. ECC will be ready to sign contracts within the next 30 days and will need decisions about financing within the next couple of months.

Discussion ensued about timing, terms, and the needs of all parties. Ontario County's experience was outlined, which will serve as an example for STN.

3. ECC Activities – 85% of the proposed fiber routes were determined to be viable. Joe Starks displayed maps with routes and potential customers. He will talk to the counties about their routes within the next week or two.

The Board went into executive session upon a motion duly made (Tim O'Hearn/Mark Alger) and carried.

Upon a motion duly made (Judy McIntosh/Mark Alger) and carried, the board came out of executive session with no action having been taken.

Joe noted that the CPCN has been filed, and the results will be known within the next 45 days. Also, some pole attachment agreements are being signed.

4. Chief Executive Officer Position –Steve Manning has agreed to be the CEO of STN. GST BOCES is unable to contract with a Local Development Corporation but can contract with STC. Therefore, STC will contract with GST BOCES for Steve’s services, and the CEO position will be added to the contract between STN and STC. Approval for the changes to the contract will be on the agenda of the next meeting of the Southern Tier Central Regional Planning and Development Board.

Steve will submit his resignation from the STN board effective today.

5. Membership

Each board member is required by New York State Not-for-Profit Corporation Law to receive training within one year of his/her appointment. The Authorities Budget Office, which oversees the act, has created an on-line version of the training, but all August training classes are full. The training provided by J. Townsend to the board in February is not eligible, as it has to be authorized by the Authorities Budget Office. Jim will inform the Board when other training is offered.

- a) Allocate classes – This will be done at a future meeting.
- b) Assign Committees - With new members added to the Board, committees should be formed. The finance/audit and governance committees must be controlled by independent (non-governmental) board members. This will be discussed at the next meeting.

6. Website and Branding – The group reviewed new designs for the logo. Additional suggestions will be made to the graphic designer.

7. Other – The board reserved the option to cancel the August meeting if necessary.

8. Adjourn – The meeting adjourned at 12:30 p.m.

Respectfully submitted,  
Susan M. Cratsley, Secretary