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STN BOARD MEETING December 13, 2012 Minutes

ATTENDANCE:

Board Members: David Hopkins; Judy McIntosh; Mark Middaugh; Timothy O'Hearn; Mark Rogus; Marcia Weber; Jack Wheeler; Howard Zingler

Alternate: Jim Brady

Excused: Mark Alger; Mike Krusen; Michael Printup; Thomas Santulli

CEO: Steve Manning

Guests: Joe Starks, ECC Technologies; Jim Townsend, Legal Counsel; Dan Wilhelm, STC/ STN Accountant

Chair Marcia Weber called the meeting to order at 10:10 AM in the STC Conference Room.

1. APPROVAL OF MINUTES

On a motion duly made (Mark Rogus/Mark Middaugh) and carried, the minutes of the October 11, 2012 meeting were approved.

2. FINANCE/AUDIT COMMITTEE REPORT

Presentation and Approval of Policies/Procedures – (policies emailed previously to board members) Mark Rogus reported that the finance/audit committee reviewed and recommended board approval of the Purchasing and Account Reconciliation Policies. On a motion duly made (Howard Zingler/Judy McIntosh) and carried, the Purchasing and Account Reconciliation Policies were approved subject to certain minor revisions discussed during the Board meeting.

The finance/audit committee will review the Investment Policy at its January meeting and present it to the board later.

Request Approval for 2012 Audit and Tax Preparation Service with The Bonadio Group – a motion was duly made (Jack Wheeler/Howard Zingler) and carried, with Judy McIntosh abstaining, to approve the contract with The Bonadio Group to perform the 2012 STN audit and tax preparation services for a cost of \$14,500.

Request Approval of Fiber Monitoring Appliance –The finance/audit committee reviewed purchase of a fiber monitoring appliance that warns of a break in a fiber network; the price is over the limit allowed without board approval. Three quotes were gathered and references checked; the finance/audit committee recommends approval. On a motion duly made (Dave Hopkins/Mark Middaugh) and carried, the purchase of the fiber monitoring appliance, including installation, for \$26,400 from EXFO was approved.

Other – The finance/audit committee recommended that the 2013 budget submitted to PARIS be used for the Board’s planning purposes for 2013. It was noted that the forecast included estimated borrowing of approximately \$550,000 for certain laterals related to the BOCES project. However, Steve Manning stated that all of the school districts will pay up front for their lateral builds, reducing the need for STN to finance these extensions. Lastly, the verbal report from the finance committee noted that the committee would devote time in 2013 to developing longer range financial forecasts to enable the board greater visibility to the potential capital needs of STN specifically as it relates to projects that may require financing of laterals.

3. GOVERNANCE COMMITTEE REPORT

New Board Members – Board members received a board of directors nomination form and were asked to propose new board members to Marcia Weber before the January 10 meeting. Expertise is sought in the following areas: financial management; legal; marketing and public relations, including knowledge of social media; strategic planning; and real estate.

Ethics Policy – Reminder for Newer Board Members – The Ethics Policy is on the STN website, and all board members are encouraged to review it. Board evaluation forms need to be completed for the annual board meeting and will be emailed to the board before the meeting.

ABO Board Member Training - Board members who have completed ABO training should forward their certificates of completion to either Jim Townsend or Susan Cratsley.

4. ANNUAL MEETING – The annual meeting will be on January 10, 2013.

5. SOUTHERN TIER REGIONAL ECONOMIC DEVELOPMENT COUNCIL – The grant application for the expansion of the STN network to the Binghamton area stated that the required match would be 20% of the amount requested from the Connect NY Broadband Grant Program, which would be a match of \$1,065,800. After the grant application was submitted, staff from the Connect NY Broadband Grant Program told STN that the required match was actually 20% of the total project cost, which would be \$1,332,385. \$1 million is coming from Broome County, and the rest of the match is coming from STN. The board discussed the match and

possible in-kind contributions at length. Awards are expected to be made the week of December 19, 2012.

6. PROJECT REPORT

- a. **Project Timeline – Design and Construction** (emailed prior to the meeting) – Joe Starks, ECC Technologies, gave a progress update and explained the project timeline for design and construction for the week ending 12/07/12.

EXECUTIVE SESSION

On a motion duly made (Tim O’Hearn/Mark Rogus) and carried, the Board went into executive session for the purpose of discussing contractual and client-related information.

The board came out of executive session on a motion duly made (Mark Middaugh/Timothy O’Hearn) and carried.

Action: A motion was duly made (David Hopkins/Mark Rogus) and carried to pursue a complaint regarding a carrier/provider for failure to comply with PSC guidelines and if needed, to hire an attorney for this purpose for an amount not to exceed \$2,500.

- b. **AT&T RFP – Partnership with FLTG** – Joe Starks said that a response to a request for proposal for AT&T cell tower connectivity would be stronger if STN and FLTG worked together, and a joint response has been submitted with FLTG being the primary project sponsor.

7. OTHER

County Contributions - Steuben County has paid its contribution to STN in full; Chemung County’s one-third contribution is in process; and Schuyler County’s one-third will be paid in January 2013.

Municipal Network Fact Sheet Discussion – Steve Manning had emailed the fact sheet to the Board and stated that STN should consider future submission of articles to the fact sheet. The board agreed.

8. ADJOURN – The meeting adjourned at 11:50 AM on a motion duly made (David Hopkins/Judy McIntosh) and carried.

Respectfully submitted,
Susan Cratsley, Recording Secretary