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Minutes
January 12, 2012
8 Denison Parkway East, Suite 310, Corning, NY

ATTENDANCE

Board Members: Dave Hopkins (arrived at 11:10 am); Michael Krusen; Judy McIntosh; Mark Middaugh; Mark Rogus; Timothy O'Hearn; Michael Printup; Marcia Weber; Jack Wheeler; Howard Zingler

CEO: Steven Manning

Excused: Mark Alger; Mark Rogus

Guests: Joe Starks, ECC; James Townsend, STN Attorney; Loren Cottrell, Schuyler County

Call to Order: The meeting was called to order at 10:05 a.m. by Chair Marcia Weber in the conference room at the STC office.

1. **ANNUAL MEETING ITEMS**

- a) **Election of Officers** – Marcia Weber was re-elected Board Chair, Mark Rogus was re-elected Treasurer; James Townsend was appointed Secretary. The governance committee will bring a recommendation to the board in February regarding a Vice Chair, and the Chair will fill the vacancies within the committee roster. The Finance Committee currently consists of: Judy McIntosh; Mike Printup; Mark Rogus.
- b) **Appointment of Chief Executive Officer** - Upon a motion duly made (Mike Krusen, Mike Printup) and carried, Steven Manning will remain as Chief Executive Officer.
- c) **Contract Renewals**
STC Contract (emailed) - Southern Tier Central Regional Planning and Development Board submitted a proposal for 2012 that includes Chief Executive Officer, accounting, administrative and Geographic Information Systems (GIS), with a slight adjustment to the hourly rate. Upon a motion duly made (Howard Zingler/Judy McIntosh) and carried, the STC contract was approved as submitted. Marcia Weber abstained.

Legal Contract – postponed until the February meeting.

ECC Contract – Upon a motion duly made (Mike Krusen/Howard Zingler) and carried, the ECC contract was approved.

- d) **Other** – Meeting dates will be changed for the next few months to enable the treasurer to make the meetings.

2. **ESTABLISHMENT OF GOVERNANCE COMMITTEE**

Governance Committee –Upon a motion duly made (Tim O’Hearn/Jack Wheeler) and carried, the governance committee (Dave Hopkins, Mark Middaugh, Howard Zingler) was approved.

3. **OTHER**

Certification Classes – Jim Townsend noted that the electronic classes for board certification are now being offered every week by the ABO (Authorities Budget Office). Jim will send the link.

Jim discussed the ethics disclosure policy and will circulate it to the board.

4. **ECC REPORT**

- a) **Bid Results** –Joe Starks discussed the bid process, in which a significant number of companies participated. After checking references, ECC chose two companies and within a few days will recommend hiring one or both. The board discussed this and the bonding process at length. Joe will bring to the next meeting for board approval his recommendation regarding the contractor(s).

- b) **Lease Proposals** – ECC asked fiber infrastructure companies in this area for quotes on leasing fiber so he could compare it to the cost of building fiber. He discussed the comparisons with the board, concluding that over a period of 20 years, it is cheaper for STN to build rather than lease. He also discussed maintenance costs, finding that other companies’ rates are too high. ECC was asked by the board to approach the companies about providing 144 rather than 24 strands and lowering their maintenance costs to be more in line with what STN could do on its own. Joe will send out an executive summary for the board to review after he receives information, and the board will vote in February whether to lease certain segments of the route.

ECC is continuing to work on a contract between STN and Access Ontario with a potential provider. Joe hopes to get this agreement before the next meeting.

- c) **Letter of Credit** – Frontier has requested that STN provide them with a Letter of Credit for \$75,000 for the pole attachment agreement. This is not a new request, but it has not been enforced until now. Mark Rogus is working on this. On a motion duly made (Dave Hopkins/Michael Printup) and carried, the board will enter into a non collateralized agreement with Frontier.

- d) **Project Status** – Schuyler Hospital is ready to sign a contract for 10 years at the hospital and 7 years at the Montour Falls location. The contract will be presented at the February meeting for approval. ECC is working to get more contracts.

ECC is working in Pennsylvania to get a phone attachment agreement so that fiber can be built to a potential customer with multiple locations, some in PA.

5. **MISSION STATEMENT REVIEW AND APPROVAL**

The group previously discussed the Mission Statement and made suggestions regarding the language. Steve made the revisions. Upon a motion duly made (Mark Krusen/Jack Wheeler) and carried, the amended Mission Statement was approved.

- 6. **OTHER** – Jim Townsend is developing the application for the copyright protection and trademark for the STN logo.

- 7. **ADJOURN** – Upon a motion duly made (Judy McIntosh/Howard Zingler) and carried, the meeting adjourned at 11:50 p.m.

Respectfully submitted,
Susan M. Cratsley, Recording Secretary