



8 Denison Parkway East, Suite 310
Corning, New York 14830
Phone: 607.962.5092
Fax: 607.962.3400

STN BOARD MEETING May 10, 2012 Minutes

ATTENDANCE

Board Members: Dave Hopkins; Judy McIntosh; Mark Middaugh; Timothy O'Hearn; Marcia Weber; Howard Zingler

Alternate Board Members: Michael Krusen; Jack Wheeler

CEO: Steven Manning

Excused: Mark Alger; Mark Rogus; Michael Printup

Guests: Brian Ketchum, Empire Telephone; Joe Starks, ECC Technologies; Jim Townsend, Legal Counsel; Dan Wilhelm, STC

Chair Marcia Weber called the meeting to order at 10:05 AM in the STC Conference Room. She welcomed everyone and introduced Brian Ketchum from Empire Telephone.

1. APPROVAL OF MINUTES

On a motion duly made (Judy McIntosh/Howard Zingler) and carried, the minutes of the March 29, 2012 meeting were approved.

2. CEO REPORT

- a. NYS Registration of STN Service Mark – The STN trademark has been registered with New York State. It was noted that the wrong version was submitted. Jim Townsend will resubmit the correct one.
- b. STN Web Presence– The STN website design is complete. The official URL will be released next week. Steve encouraged the board to look at the temporary website at <http://www.southerntiernetwork.org/default.asp> [please note that the site is under construction at this time and is being changed minute by minute] and get any suggestions back to him. STC staff and Steve will be attending a training next week. It was asked that board members get their biographies to Steve or Susan so they can be posted on the website.

- c. Other - It was noted that several board members have not completed their ABO Acknowledgement of Fiduciary Duty Agreement. The agreement is available at:

<http://www.abo.state.ny.us/policyguidance/10-01FiduciaryDutyAcknowledgement.pdf>

Several board members still need to complete the Annual Self Evaluation of Board Performance Forms and fulfill their training requirement – each board member is required to receive training within one year of his/her appointment. The Authorities Budget Office has online training at:

<http://www.abo.state.ny.us/training/onlinetraining.html>.

3. FINANCIAL / AUDIT REPORT

- a. STN Federal and State Tax Exempt Status – during the audit process, there were several questions regarding the appropriate federal and state tax exempt status for STN. Jim Townsend noted that he has been in contact with the independent auditors regarding this issue, and it was agreed that the form CHAR 410 would be filed, which it was on April 17, 2012. Jim will confirm this with the auditor.
- b. Recommend Board Approval of 2011 Independent Audit Report and Acceptance of Management Letter – The Financial/Audit Committee met and reviewed the 2011 audit and recommends it for approval by the board. There were deficiencies consistent with a start-up agency but no major findings or material weaknesses. The deficiencies will be corrected, and there will be continued development of accounting policies and procedures.

The board will contact the auditor with questions about wording. On a motion duly made (Jack Wheeler/Dave Hopkins) and carried, the board approved the 2011 Audit and Management Letter with the amendments in the terminology of the audit.

It was suggested that the audit be put on the STN website.

The Financial/Audit Committee will develop a budget plan based on the STN business plan to be submitted at the June board meeting. Jim stated that it was a requirement that the 2013 Budget be in place 60 days before the end of 2012.

4. EXECUTIVE SESSION

On a motion duly made (Timothy O'Hearn/Dave Hopkins) and carried, the meeting went into executive session to discuss contractual items. Brian Ketchum left the meeting at this point.

Upon a motion duly made (Dave Hopkins/Judy McIntosh) and carried, the regular board meeting resumed.

On a motion duly made (Judy McIntosh/Mark Middaugh) and carried, the STN board authorized ECC to put together a proposal to Empire Telephone and to continue negotiations for leasing fiber in rural Steuben County.

5. PROJECT REPORT

- a. Project Update – Joe Starks reported that construction started today in Schuyler County. Joe will be sending out monthly budgets to the board on construction costs.
- b. Marketing Update – (Steve Manning excused himself from the meeting while this discussion took place) Joe Starks reported that ECC submitted a proposal to GST BOCES. The proposals submitted were very competitive. BOCES will make a decision by the end of the month.

6. OTHER – there was no other business.

7. ADJOURN – on a motion duly made (Dave Hopkins/Judy McIntosh) and carried, the meeting adjourned at noon.

Respectfully submitted,
Susan Cratsley, Recording Secretary