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STN BOARD MEETING  
October 11, 2012  
Minutes

ATTENDANCE:

Board Members: Judy McIntosh; Mark Middaugh; Timothy O'Hearn; Michael Printup; Mark Rogus; Marcia Weber; Howard Zingler

Alternate Board Members: Mike Krusen; Jack Wheeler

Excused: Mark Alger; David Hopkins; Thomas Santulli

CEO: Steve Manning

Guests: Andy Lukasiwicz, ECC Technologies; Jim Townsend, Legal Counsel; Marcelle Van Patten, ECC Technologies; Dan Wilhelm, STC/ STN Accountant

Chair Marcia Weber called the meeting to order at 10:00 AM in the STC Conference Room.

1. APPROVAL OF MINUTES

On a motion duly made (Judy McIntosh/Michael Printup) and carried, the minutes of the September 6, 2012 meeting were approved.

2. FINANCE/AUDIT COMMITTEE REPORT

**2012 Financial Report** - Mark Rogus presented and discussed with the board in detail the financial reports for January 1 through September 30, 2012.

**Approval of Policies** - (policies emailed previously to board members) Mark Rogus reported that the finance/audit committee reviewed the standard operating procedures relating to accounting practices at its last meeting. These included procedures for accounts receivable and accounts payable. Also reviewed were the capitalization/asset life and procurement/purchasing policies. These procedures and policies were also reviewed by STN's external auditors.

The board reviewed and discussed the policies at length and suggested changes be made to use only STN position titles instead of personal names, and to incorporate criteria and dollar thresholds into the purchasing policy.

On a motion duly made (Mark Rogus/Judy McIntosh) and carried, the capitalization/asset life policy and the standard operating procedures for

accounts payables and receivables were approved as amended with titles in place of names. The purchasing policy was tabled and will be brought back to the next meeting after dollar thresholds are added to the policy.

It was noted that these policies will be reviewed annually by the finance/audit committee and updated as necessary.

**2013 Budget** – (emailed previously to board members) the finance/audit committee presented the 2013 preliminary budget. The budget needs to be submitted to the NYS Public Authorities Reporting Information System (PARIS) by October 31, 2012. On a motion duly made (Timothy O’Hearn/Mike Krusen) and carried, the 2013 preliminary budget was approved for submission.

**Other** – After further information was received and reviewed by Jim Townsend, the finance/audit committee concluded that the STN bill received from Todd Cable for a security bond should be paid. The board approved a motion (Mark Rogus/Tim O’Hearn) to pay Todd Cable.

3. GOVERNANCE COMMITTEE REPORT – Marcia Weber reported that the governance committee met after the last board meeting and discussed language for contracts. The board made suggestions for possible wording.
4. GOVERNOR’S BROADBAND EXPANSION PROGRAM APPLICATION STATUS REPORT – Marcia reported that the application was submitted for the expansion of the network to the Binghamton area. The board discussed the match and in-kind contributions that will be needed should this be approved. Awards will be made sometime in December 2012.

It was noted that the Governor will be in our area on October 31, 2012 to view projects.

5. PROJECT REPORT
  - a. **Project Timeline – Design and Construction** – Marcelle Van Patten, Project Manager, ECC Technologies, gave a progress update and explained the project timeline for design and construction for the week ending 10/6/12.

The group discussed Empire Telephone; some type of arrangement with them might be possible in the future.

#### EXECUTIVE SESSION

The Board went into executive session for the purpose of discussing contractual and client-related information.

The board came out of executive session.

**Action:** On a motion duly made (Michael Krusen/Michael Printup) and carried with Mark Middaugh abstaining, the language for the Guthrie invoice was changed to net 45 days, and all master agreements were modified to include those terms and conditions.

6. OTHER

**Verizon Nondisclosure Agreement** – (emailed previously) Steve Manning explained the Verizon nondisclosure agreement, which requires all parties (including STN’s contractors) to take reasonable steps to ensure that confidential information to permitted personnel not be disclosed to others. Steve signed the agreement on behalf of STN and suggested that ECC Technologies and Todd Cable will need to do the same. After discussion by the board, it was determined that it is sufficient for STN to give ECC and Todd copies of the agreement that STN signed so they are aware of the need for confidentiality. Steve will send a letter with the copies of the agreement asking that ECC and Todd confirm in writing that they have received it.

**STN Website Live** – Steve reported that the STN website is now live at [www.southerntiernetwork.org](http://www.southerntiernetwork.org) .

7. NEXT MEETING – The next meeting will be November 8, 2012.

8. ADJOURN – Chair Marcia Weber adjourned the meeting at noon.

Respectfully submitted,  
Susan Cratsley, Recording Secretary