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**Annual Meeting
Minutes
January 10, 2013
8 Denison Parkway East, Suite 310, Corning, NY**

ATTENDANCE

Board Members: Dave Hopkins; Mark Middaugh; Timothy O'Hearn; Michael Printup; Marcia Weber; Jack Wheeler

Excused: Mark Alger; Michael Krusen; Judy McIntosh; Mark Rogus; Thomas Santulli; Howard Zingler

CEO: Steven Manning

Guests: Joe Starks, ECC; James Townsend, STN Attorney;

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

1. **APPROVAL OF THE MINUTES**

On a motion duly made (Dave Hopkins/ Michael Printup) and carried, the minutes of the December 13, 2012 meeting were approved.

The extension of the Todd Cable contract as outlined via email by Steve Manning on December 28, 2012 was approved by the unanimous written vote of all members of the board; counsel had previously stated that this action was consistent with the by-laws as constituting action of the board.

2. **ANNUAL MEETING ITEMS**

a) **Election of Officers** – The Governance Committee recommended that Marcia Weber be re-elected Board Chair and Mark Rogus be re-elected Treasurer. The committee discussed filling the position of Vice Chair in the event that the chair is unable to attend and recommended that Timothy O'Hearn be Vice-Chair. On a motion duly made (Mark Middaugh/Timothy O'Hearn) and carried, the nominations for Chair, Vice Chair and Treasurer were approved.

James Townsend, Secretary of the Board until this annual meeting, reported that he will be leaving private practice at the end of January to take a job elsewhere and noted that STN will need to seek a replacement for the position of Secretary. Mr. Townsend agreed to help with this transition and suggested that an interim Secretary be appointed at this time. On a motion duly made (Tim O'Hearn//Michael Printup) and carried, Jack Wheeler was elected interim Secretary. The board will revisit this once a new attorney is hired. Marcia requested that board members send

suggestions for STN legal counsel to her. The board thanked Mr. Townsend for his service and wished him well in his future endeavors.

- b) **Director & Officer Disclosure Form** – Steve Manning will ask the insurance company if this form is required annually.
- c) **Board Evaluation Forms** – (emailed previously) Board members are required to complete an annual performance evaluation form, which Steve requested be submitted to him as soon as possible for compilation. The summarized findings will be submitted with the PARIS reporting. It was requested that the compiled results be shared with the board.
- d) **Review and Approval of Contracts**
 - ECC Contract** – (Joe Starks left the meeting.) The board reviewed the ECC Professional Services contract. Upon a motion duly made (Jack Wheeler/Michael Printup) and carried, the ECC Professional Services contract was approved. (Joe Starks returned.)

STC Contract – (Dan Wilhelm and Steve Manning left the meeting for this discussion.) The board reviewed the proposal submitted by Southern Tier Central Regional Planning and Development Board for 2013 services: Chief Executive Officer, accounting, administrative, and Geographic Information Systems (GIS). Upon a motion duly made (Timothy O’Hearn/Mark Middaugh) and carried, the STC contract was approved as submitted.

Legal Contract – On a motion duly made (Timothy O’Hearn/Mark Middaugh) and carried, the contract with Remington, Gifford & Williams for legal counsel for the period of January 1 through January 31, 2013 was approved.

- 3. **PROCESS DISCUSSION FOR REPORTING ON NETWORK PROGRESS** – Steve Manning discussed ways of communicating about and promoting the network. The county legislatures as well as regional economic developers are ready for an update on STN progress. Joe Starks will create a project status presentation for the board to review and on which they can comment. The board agreed that making the presentations is timely and appropriate.

- 4. **FINANCIAL/AUDIT COMMITTEE REPORT** – will be presented at the next board meeting.

- 5. **GOVERNANCE COMMITTEE REPORT**

- a) **New Board Member Nomination** – Board members received board of directors nomination forms last month and were asked to submit nominations to Marcia by the end of January.

The committee discussed the need for grant writing services for potential customers to assist them in seeking funding for lateral build costs. Lateral builds advance the network into areas off the main fiber ring, bringing STN into the more rural areas, which was part of its mission. Joe Starks said

that ECC staff will assist a grant writer with data and technical write-ups at no additional cost.

6. **SOUTHERN TIER REGIONAL ECONOMIC DEVELOPMENT COUNCIL**

- a) **Update on STN Extension** – NYS has not made an announcement at this time on its Broadband Expansion grants.

7. **PROJECT REPORT**

- a) **Project Timeline – Design and Construction** (emailed prior to the meeting) – Joe Starks discussed the network’s progress in detail, reviewing a construction map and explaining the project timeline for design and construction for the week ending 01/04/13.

- b) **Marketing Update.** ECC hired a marketing/sales executive to help market STN as the ring nears completion. Joe gave a detailed report on contractual and client-related issues.

Greenlight Networks is a Fiber to the Home/Fiber to the Premise company operating in Rochester, NY. They are interested in exploring options to use the STN fiber backbone to reach new markets in the Southern Tier and will present information at the February STN board meeting.

Also at the meeting will be representatives from the New York State Broadband Program Office and the Homeland Security Department. They want to discuss the progress of STN and the activities in which the state is engaged. Both entities will be asking questions about the concepts and cultures of the Open Access Network and what the perceived community benefits are.

There will be a tour of Corning Incorporated’s Sullivan Park for the Greenlight and New York State representatives.

- c) **Carrier/Provider Report** - ECC’s and Dave Hopkins’ attempts to rectify issues with NYSEG prior to filing an official complaint with the PSC have not produced a positive response from NYSEG. ECC is proceeding with filing a complaint on STN’s behalf regarding the carrier/provider’s failure to comply with PSC guidelines. JK Hage will be representing STN for that purpose, as was agreed at the December board meeting.

8. **OTHER**

- a) **Broadband Communities Summit 2013** (emailed) Joe highly recommends that members of the STN board attend this summit. Steve Manning and Joe also will be attending. The board agreed that expenses will be paid by the Southern Tier Network for board members and the CEO.

- 9 **NEXT BOARD MEETING** - the next board meeting will be on February 14, 2013. Marcia will make arrangements for the next meeting to be available on WebEx or a similar product for those who can’t physically attend the meeting.

10. **ADJOURN** – Upon a motion duly made (David Hopkins/Jack Wheeler) and carried, the meeting adjourned at 11:50 a.m.

Respectfully submitted,
Susan M. Cratsley, Recording Secretary