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Minutes
May 9, 2013
8 Denison Parkway East, Suite 310, Corning, NY

ATTENDANCE

Board Members: Jim Brady; Mark Middaugh; Timothy O’Hearn; Mark Rogus; Marcia Weber; Jack Wheeler; Howard Zingler

Excused: Mark Alger; David Hopkins; Michael Krusen; Judith McIntosh; Michael Printup; Thomas Santulli

CEO: Steven Manning

Guests: Andy Lukaszewicz and Jeff Gasper, ECC Technologies; J.K. Hage and Amy Porter, Hage and Hage

Call to Order: The meeting was called to order at 10:15 a.m. by Chair Marcia Weber in the conference room at the STC office. Introductions were made.

1. **APPROVAL OF THE MINUTES**

On a motion duly made (Mark Middaugh/Mark Rogus) and carried, the minutes of the April 11, 2013 meeting were approved.

2. **FINANCIAL/AUDIT COMMITTEE REPORT** – the committee discussed and/or took action on the following:

- a) the internal control issues identified by the independent auditor in the 2012 Audit. The committee soon will submit for the board chair’s signature a formal letter relative to the three recommendations from the independent auditor and including the committee’s recommendations on how to implement processes or correct deficiencies.
- b) development of budget/financial template addressing economics of each contract relative to long-term sustainability.
- c) list of enterprise risks and report for the Board.
- d) reviewed and approved moving forward with First Niagara and Chubb as insurance providers.

3. **GOVERNANCE COMMITTEE REPORT**

- a) **Introduction of J.K. Hage of Hage & Hage Law Firm** – J.K. Hage thanked the board for choosing Hage & Hage and gave an overview of his legal background and his agency’s work.
- b) **Status on Additional Board Members** – The Governance Committee nominated Carl Hayden as an independent board member. On a motion duly made (Mark Rogus/Tim O’Hearn) and carried, Carl Hayden was elected to the board.

- c) **Report on Marketing /Public Relations Initiative** – Marcia and Steve met with the Satori Group to discuss Marketing/Public Relation services for STN. The Satori Group submitted a proposal that will be reviewed for future presentation to the Board. It was agreed that Satori would provide a review and analysis of the STN website.

4. **CONFERENCE REPORT** (emailed prior to the meeting)

- a) **Summary of “Broadband Summit 2013” Conference by David Hopkins, Tim O’Hearn, and Steve Manning.** Tim O’Hearn and Steve Manning gave a detailed report to the board about the Broadband Summit Conference that they attended in Dallas, Texas. Steve judged it an excellent conference; the information that they obtained supports the STN mission and business model.

5. **REVIEW AND DISCUSS STN BUSINESS MODEL** – The STN business model was reviewed and discussed. At this time, STN does not provide lit services but has the certifications to do so. The current business model was supported by the board.

The board agreed that STN contracts should be reviewed by Hage and Hage.

6. **PROJECT REPORT**

Project Timeline – Design and Construction (emailed prior to the meeting) – Andy Lukasiewicz reviewed the construction map; the project is on target to be completed by the end of 2013. The board discussed build-out and incorporation issues.

On a motion duly made (Mark Rogus/Mark Middaugh) and carried, the board went into **Executive Session** for the purpose of discussing contractual and client-related information.

On a motion duly made (Howard Zingler/Mark Rogus) and carried, the board came out of executive session with no action being taken.

7. **OTHER**

- a) **Joint Board Meeting, STN & Axxess Ontario** - the Axxess Ontario board and the STN board will have a joint meeting to discuss networking; exploring economic development opportunities; increasing communication; and leveraging assets of STN and Axxess Ontario. The IDAs and other economic developers will be asked to join this meeting.

- b) Steve will arrange dates to update the County Legislatures on STN progress. Joe Starks is creating a PowerPoint presentation for this purpose.

8. **ADJOURN** – the next board meeting will be on June 13, 2013. Upon a motion duly made (Howard Zingler/Mark Rogus) and carried, the meeting adjourned at 12:30 p.m.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary