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Southern Tier Network November 14, 2013 Minutes

ATTENDANCE

Board Members: Carl Hayden; David Hopkins; Michael Krusen; Mark Middaugh; Timothy O'Hearn; Marcia Weber; Howard Zingler

Excused: Mark Alger; Alan Eusden; Judith McIntosh; Michael Printup; Mark Rogus; Thomas Santulli; Jack Wheeler

CEO: Steven Manning

Guests: Andy Lukasiewicz; Joe Starks, ECC Technologies

J.K. Hage, Amy Porter, Daniel Burgess, all of Hage and Hage, via conference call

Dan Wilhelm, STC/STN Accountant

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.

1. **APPROVAL OF THE MINUTES** - On a motion duly made (Hopkins/Hayden) and carried, the minutes of the October 10, 2013 meeting were approved.
2. **TAX EXEMPTION CLARIFICATION** – Hage and Hage has concluded its research into tax status, and J.K. Hage presented the findings to the board, which discussed and, on a motion duly made (Hopkins/Middaugh) and carried, accepted the findings.
3. **FINANCE/AUDIT COMMITTEE REPORT** – Howard Zingler, finance/audit committee member, presented on behalf of the committee:
 - a) **Financial Report Year-Date Summary** – The financial report from January to September 2013 was presented to the board and discussed at length.
 - b) **Presentation of Proposed 2104 Budget** – The finance/audit committee presented the 2014 budget that was submitted to the NYS Public Authorities Reporting Information System (PARIS) on October 31, 2013. The board discussed it at length. On a motion duly made (Hayden/Hopkins) and carried, the STN 2014 budget as submitted to PARIS was approved.
4. **GOVERNANCE COMMITTEE REPORT -- Change in the STN By-Laws** – The governance committee recommended that the STN by-laws be changed to set the annual meeting in February rather than January.

The by-laws state that “the at-large directors shall be divided into classes” so all terms do not end at the same time. The governance committee recommended the division as follows:

Expiration February 2015: Hopkins, Rogus, Middaugh
Expiration February 2016: McIntosh, Printup, Zingler
Expiration February 2017: Hayden, Eusden

Upon a motion duly made (Krusen/O’Hearn) and carried, the board voted to accept the committee’s recommendations for the by-laws change and the establishment of the terms of office.

5. **ECC REPORT** -- On a motion duly made (Hayden/Zingler) and carried, the meeting went into **executive session** for the purpose of discussing contractual and customer-specific information. On a motion duly made (Dave Hopkins/Mark Middaugh) and carried, the board came out of **executive session** with **no action** being taken.
6. **OTHER** -- Joe Starks and Andy Lukasiewicz reported on a recent accident involving a construction vehicle in Corning, NY. The vehicle hit overhead wires and cables, pulling them down from telephone poles. However, the STN fiber remained intact, with no network outages reported. ECC will submit the cost for repairs to the construction company.
6. **ADJOURN** – The next STN meeting will be on December 12, 2013. Upon a motion duly made (Hopkins/Middaugh) and carried, the meeting adjourned at 12:15 p.m.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary