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## Southern Tier Network, Inc. December 11, 2014 Minutes

### **ATTENDANCE**

**Board Members:** Carl Hayden; Mark Middaugh; Timothy O'Hearn; Judy McIntosh; Mark Rogus; Marcia Weber; Jack Wheeler; Steve Wilber; Howard Zingler

**Excused:** Mark Alger; Alan Eusden; David Hopkins; Mike Krusen; Michael Printup; Thomas Santulli

**CEO:** Steven Manning

**Guests:** Joe Starks; ECC Technologies; and Andy Lukasiewicz (via conference call)

J.K. Hage, Amy Porter--Hage and Hage (via conference call)

David Salway; Angela Liotta, NYS Broadband Office (via conference call at 11:45 AM)

Dan Wilhelm, STC/STN Accountant

**CALL to ORDER** - The meeting was called to order at 10:00 AM by chair Marcia Weber in the STC conference room.

1. **APPROVAL OF THE MINUTES** - on a motion duly made (J. McIntosh/H.Zingler) and carried, the minutes of the November 13, 2014 meeting were approved.

2. **FINANCE-AUDIT COMMITTEE REPORT**

a) **Report on Yates County Financials** – the finance/audit committee presented its recommendations to the board regarding the Yates County expansion.

On a motion duly made (J. McIntosh/J. Wheeler) and carried, the board went into **executive session** for the purpose of discussing contractual and customer-specific information.

On a motion duly made (C. Hayden/M. Middaugh) and carried, the board came out of **executive session**.

The board continued its discussion regarding the Yates County contract.

On a motion duly made (H. Zingler/C. Hayden) and carried, the board went into **executive session** for the purpose of discussing contractual and customer-specific information.

On a motion duly made (M. Middaugh/T. O'Hearn) and carried, the board came out of **executive session**.

**ACTION** - The board agreed to a draft term-sheet that established STN's requirements for engagement with Yates County. The STN CEO will present and review this document with the Yates County personnel.

On a motion duly made (M. Rogus/T. O'Hearn) and carried, the board accepted the term-sheet and authorized it to be shared with Yates County.

3. **PRESENTATION FROM EMPIRE TELEPHONE** –The previous agenda item, requiring an immediate decision, extended beyond its allotted time. The board apologized to the representatives of Empire Telephone for the wait and accepted with thanks their offer to return and present at a future meeting.
4. **NYS BROADBAND OFFICE PRESENTATION** - David Salway, Director of the NYS Broadband Program Office, addressed questions from the board regarding fiber to the premises and future NYS funding.

Mr. Salway and Angela Liotta, Broadband Outreach Director, updated the board on the expansion project to the Southern Tier East area. A public hearing in January 2015 will be held concerning the grant proposal.

The board updated the state representatives on the Yates County project.

The board thanked Mr. Salway and Ms. Liotta for their presentation, and the call ended.

5. **GOVERNANCE COMMITTEE REPORT**

- a) **Yates County Agreement** – discussed above.
- b) **Board Member Representation** – The Governance Committee recommended to the board that Yates County be offered an ex-officio non-voting board seat. This offer is contained in the above referenced term-sheet.
- c) **Board Member Term** – several board members' terms expire in February 2015. Mark Middaugh will not seek another term on the board and has recommended other people to represent health care. The Board extends its well wishes and gratitude for Mark's years of service. Board members Mark Rogus and Dave Hopkins will consider renewal of their terms.
- d) **Approval of Annual Contracts**
  1. **STC-STN Contract** - the governance committee reviewed and recommends the proposal submitted by Southern Tier Central Regional Planning and Development Board for 2015 for services of: Chief Executive Officer, accounting, administrative, and Geographic Information Systems (GIS). There was not an increase from the 2014 service charges. On a motion duly made (M. Middaugh/C. Hayden) and carried, with M. Weber abstaining, the STC-STN contract was approved.
  2. **Hage & Hage Legal Services** – the Hage & Hage contract for legal services will be increased from 10 to 15 hours per month. On a motion duly

made (C. Hayden/M. Middaugh) and carried, the Hage and Hage contract for fiscal year 2015 was approved.

6. **ECC PROJECT STATUS AND SALES AND MARKETING REPORT** (emailed prior to the meeting)

Joe Starks gave a brief update regarding project status and marketing activities.

7. **OTHER**

a) **Small Business Growth Program Report** – will be discussed at the January meeting.

8. **ADJOURN** – The next meeting will be January 8, 2015. Upon a motion duly made (M. Middaugh/T. O’Hearn) and carried, the meeting adjourned at 12:30 PM.

Respectfully submitted,  
Susan M. Cratsley  
Recording Secretary