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**Southern Tier Network, Inc.
Annual Board Meeting
February 13, 2014
Minutes**

ATTENDANCE

Board Members: James Brady; Alan Eusden; Carl Hayden; David Hopkins; Judy McIntosh; Mark Middaugh; Mark Rogus; Marcia Weber; Jack Wheeler; Howard Zingler

Excused: Mark Alger; Michael Krusen; Timothy O'Hearn; Michael Printup; Thomas Santulli

CEO: Steven Manning

Guests: Andy Lukasiewicz; Joe Starks, ECC Technologies

J.K. Hage; Dan Burgess; Amy Porter, Hage and Hage, via conference call

Dan Wilhelm, STC/STN Accountant

CALL to ORDER - The meeting was called to order at 10:05 a.m. by chair Marcia Weber in the conference room at the STC office.

1. **APPROVAL OF THE MINUTES** - On a motion duly made (Middaugh/Hopkins) and carried, the minutes of the December 11, 2013 meeting were approved.

2. **ANNUAL MEETING ITEMS**

- a) **Election of Officers** – On a motion duly made (Hayden/McIntosh) and carried, the current slate of officers were approved as recommended by the governance committee. The slate of officers is as follows: Marcia Weber, Chair; Timothy O'Hearn, Vice Chair; Mark Rogus, Treasurer; Jack Wheeler, Secretary.
- b) **Board Performance Evaluation Forms** - (emailed previously) Board members are required to complete an annual performance evaluation form. Once compiled, the summarized findings will be submitted with the PARIS reporting and will be shared with the board at the next meeting.
- c) **Review and Approval of Contracts**
 1. **STCRPDB Services** – the governance committee reviewed and recommends the proposal submitted by Southern Tier Central Regional Planning and Development Board for 2014 for services of: Chief Executive Officer, accounting, administrative, and Geographic Information Systems (GIS). There was not an increase from 2013. Upon a motion duly made (Zingler/Wheeler) and carried, the 2014 STC contract was approved as submitted.

2. **Hage & Hage Legal Services** – the Hage & Hage contract for legal services will be a monthly flat rate for 2014 that was approved at a prior board meeting. If there is a need for additional work by Hage & Hage, it will be brought back to the board for approval.

3. **ECC Contract** – (emailed to the board) Discussion ensued regarding contractual language. **EXECUTIVE SESSION** - On a motion duly made (Zingler/Eusden) and carried, the board went into **executive session** for the purpose of discussing contractual relationship and legal issues. (Joe Starks, Andy Lukasiewicz, and Dan Wilhelm left the meeting at this point)

Upon a motion duly made (Middaugh/Eusden) and carried, the board came out of executive session. **Action:** The board delegates the Chair and CEO to execute the ECC contract subject to consideration to the termination and audit language and to development of metrics.

3. **GOVERNANCE COMMITTEE REPORT**

a) **Mission Statement** – The board reviewed and discussed the Mission Statement. On a motion duly made (Middaugh/Rogus) and carried, the Mission Statement was approved as revised. The Mission Statement will be posted to the STN website.

4. **AUDIT- FINANCE COMMITTEE REPORT**

a) **Non-Profit Revitalization Act of 2013 Overhauls New York Nonprofit Corporation Law** – Hage and Hage explained what this entails and noted that this goes into effect on July 1, 2014. NYS has eliminated the four types of non-profit corporations to either charitable or non-charitable. This reinforces that STN is a charitable organization and is exempt from taxes. No changes need to be made to the Certificate of Corporation, and the STN by-laws already include the “Conflict of Interest” clause. Hage and Hage stated that STN is in compliance with the new laws. They will continue to follow the laws and keep STN apprised of any necessary changes.

b) **Award to Premier Utility – Dig Safe NY Work** – STN awarded Premier Utility to perform our “Dig Safe NY” field work.

5. **ECC REPORT** (emailed to board prior to meeting)

a) **Project Status Report**– Joe Starks gave an update on the status of the projects and fiber placement. Testing will take place within the next few weeks.

b) **Sales & Marketing Report** - ECC reported that STN is closer to reaching its sustainability goals with additional contracts in the queue.

c) **STN – Tioga/Broome County Expansion** – ECC provided an update on the Empire State Development grant. The required application paperwork is being processed.

d) **Gigabit to the Home** – ECC discussed the State’s interest in furthering the reach of broadband into unserved / underserved regions. ECC is looking at ways to expand broadband into our rural areas and displayed a map showing the underserved areas in our region.

6. **OTHER** – It was reported that we have one delinquent customer account. ECC is working with the customer to obtain state or federal grant funds. The Board requested a “Delinquent Accounts Receivable Policy” be created. The Finance-Audit committee will discuss this at their upcoming meeting.

Southern Tier Central’s annual dinner is on April 24, 2014 and the speaker will be David Morse, Chief Technology Specialist, Corning Inc. His presentation will include new telecommunications information. Marcia encouraged board members to attend.

7. **ADJOURN** – The next STN meeting will be on March 13, 2014. Upon a motion duly made (Hopkins/Eusden) and carried, the meeting adjourned at 11:34 a.m.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary