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Southern Tier Network, Inc. May 8, 2014 Minutes

ATTENDANCE

Board Members: Jim Brady; Alan Eusden; Carl Hayden; David Hopkins; Judy McIntosh; Mark Middaugh; Timothy O'Hearn; Marcia Weber; Jack Wheeler; Howard Zingler

Excused: Mark Alger; Michael Krusen; Michael Printup; Thomas Santulli; Mark Rogus

CEO: Steven Manning

Guests: Jeff Gasper; Andy Lukasiewicz, ECC Technologies
J.K. Hage; Amy Porter, Hage and Hage, via conference call
Dan Wilhelm, STC/STN Accountant

CALL to ORDER - The meeting was called to order at 10:07 AM by chair Marcia Weber in the conference room at the STC office.

1. **APPROVAL OF THE MINUTES** - On a motion duly made (McIntosh/Wheeler) and carried, the minutes of the April 10, 2014 meeting were approved.
2. **FINANCE-AUDIT COMMITTEE REPORT** – No report.
3. **GOVERNANCE COMMITTEE REPORT**
 - a) **Media Protocol Review/Approval** – the board reviewed and revised the proposed media protocol. On a motion duly made (Hopkins/Middaugh) and carried, the media protocol was approved as revised. It will be put on the STN website.
 - b) **CEO 2014 Management Evaluation Objectives** – the board reviewed the CEO objectives, and changes were made to the language. The document will be revised and sent to the STN Board Chair for approval and oversight/management.
 - c) **ECC Professional Service Agreement** - On a motion duly made (Hayden/Zingler) and carried, the board went into **EXECUTIVE SESSION** for the purpose of discussing the contractual agreement. (Andy Lukasiewicz; Jeff Gasper; Susan Cratsley, and Dan Wilhelm left the room at this point.)

On a motion duly made (Hopkins/Hayden) and carried, the Board came out of **executive session** with no **action** being taken.

4. **ECC REPORT** (emailed to board prior to meeting)
 - a) **Project Status Report** – the major backbone of the network is complete. ECC engineers are now inspecting the completed fiber ring; temporary pole attachments are being inventoried and work planned for permanent attachment.
 - b) **Sales and Marketing** - On a motion duly made (Hopkins/Hayden) and carried, the board went into **EXECUTIVE SESSION** for the purpose of discussing contractual and customer-specific information.

On a motion duly made (Hopkins/Hayden) and carried, the Board came out of **executive session** with **no action** being taken.
 - c) **STN – Tioga/Broome County Expansion** – ECC has been working with the NYS Empire State Development application process and will have a draft proposal soon. Once that is approved, a contract will be drafted.
 - d) **STN Announcement** – the board suggested that a public announcement be made regarding the completion of the Chemung, Schuyler, Steuben section of the network.
5. **OTHER**
 - a) **2nd Annual New York State Broadband Summit & Awards Ceremony, June 5, 2014, Desmond Hotel & Conference Center, Albany, NY, 8:00 AM – 5:00 PM.** Steve will email the information to the board. CEO and Board Chair will be attending. Anyone who would like to attend should please contact Steve.
6. **ADJOURN** – The next STN meeting will be on June 12, 2014. Upon a motion duly made (McIntosh/Brady) and carried, the meeting adjourned at 11:45 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary