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Southern Tier Network, Inc. December 10, 2015 Minutes

ATTENDANCE

Board Members: Timothy Dennis; Carl Hayden; David Hopkins; Judy McIntosh; Timothy O'Hearn; Jim Osborn; Mark Rogus; Marcia Weber; Jack Wheeler; Howard Zingler

Excused: Alan Eusden; Mike Krusen; Michael Printup; Thomas Santulli

CEO: Steven Manning

Guests: Joe Starks - ECC Technologies
Mark Rondinaro, Schuyler County Legislator

CALL TO ORDER - The meeting was called to order at 10:10 AM by chair Marcia Weber in the STC conference room. Introductions were made.

1. **APPROVAL OF THE MINUTES** - on a motion duly made (Wheeler/McIntosh) and carried, the minutes of the October 8, 2015 meeting were approved.

2. **FINANCE COMMITTEE REPORT**
 - a. **Review of Financing Proposal** –STN has secured a line of credit with M&T Bank for the Empire State Development GDA grant to build east into Tioga and Broome counties. The details were discussed with the board. The finance committee recommends approval of the line of credit with M&T bank and asked for board approval. On a motion duly made (Rogus/Wheeler) and carried, the line of credit was approved.

 - b. **Information Sharing on STN Accountant Search** – STN used the services of three temporary staffing organizations; seven applications were reviewed for the vacant accountant position. After interviews, Anthony Marzolino is recommended as STN's contracted accountant. Mr. Marzolino will be on a 1099 contract basis averaging between 25 - 30 hours per week for the next 6 months. The board will re-evaluate the situation in 90 days.

4. **GOVERNANCE COMMITTEE REPORT**
 - a. **Yates County Ex-Officio Member** – Sarah Purdy resigned from her position as Yates County Administrator and her ex-officio seat on the STN board. Timothy Dennis, Chair of the Yates County Legislature, will be replacing Ms. Purdy as the Yates County ex-officio non-voting member on the STN board. Mr. Dennis requested periodic updates on the Yates county fiber build, which will occur via bi-

weekly telephonic meetings and periodic presentations to the Yates County Legislature. Mr. Dennis requested STN board minutes be shared in a more timely manner. After discussion, the board determined that since minutes of board meetings are not final until approved at the next board meeting, unapproved minutes will be distributed to board members as “draft” but will not be available for public posting until they are approved by the board. Once approved, the minutes will be posted on the STN website.

b. **Strategic Planning Committee Report**

The STN attorney will draft language to be added to the by-laws relating to board confidentiality.

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

5. **ECC REPORT AND SALES AND MARKETING REPORT** - discussed in executive session.

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

6. **OTHER**

Next Board Meeting – the next board meeting will be on Thursday, January 14, 2016.

7. **ADJOURN** – On a motion duly made (Zingler/Hopkins) and carried, the meeting adjourned at 11:50 AM.

Respectfully submitted,
Susan M. Cratsley, Recording Secretary