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**Southern Tier Network, Inc.
December 8, 2016
Board Meeting Minutes**

ATTENDANCE

Board Members: Carl Hayden; Robert Lawton; Judy McIntosh; Jim Osborn; Marcia Weber; Steve Wilber; Howard Zingler

Telephonic: Dave Hopkins

Excused: Alan Eusden; Timothy O’Hearn; Michael Printup; Thomas Santulli; Mark Rogus; Jack Wheeler

CEO: Steven Manning

Guests: Joe Starks, ECC Technologies

Tony Marzolino, Accountant/Fiscal Officer, STN

CALL TO ORDER – The meeting was called to order at 10:05 AM by chair Marcia Weber in the STC conference room.

The board congratulated Judy McIntosh on being the 2016 recipient of the Athena Award.

1. **APPROVAL OF THE MINUTES** – On a motion duly made (Osborn/Wilber) and carried, the minutes of the November 10, 2016 meeting were approved.

2. **FINANCE/AUDIT COMMITTEE REPORT**

a. **2016 Audit Kickoff & Accounting Methodology Report** – the auditors (EFPR) attended the December 2, 2016 STN Audit Committee meeting. They will begin field work on the 2016 Audit in the next few weeks and bring the 2016 Audit to the board in February/March for approval.

The STN Fiscal Officer/Accountant, using a written document, summarized proposed changes to accounting practices to facilitate more consistent accounting. The Auditors and Audit Committee recommend the changes. This board was accepting of the changes.

b. **Contract Opportunity Report** – the Finance Committee has reviewed sales proposals that fall within its approval threshold and will update the board through the Sales & Marketing report as progress occurs.

3. **GOVERNANCE COMMITTEE REPORT**

a. **Update on Certificate of Incorporation (COI) and Tariff Submission** – STN legal counsel has been in communication with the NYS Attorney General’s office related to the COI Amendment. Hage & Hage presented the Governance Committee a COI resolution for review/approval; Governance Committee discussed adding language to this draft resolution and requests legal counsel on such language. A final COI resolution will come to the board for approval at the January meeting.

- b. **Report on Senator Gillibrand's *Broadband Connections for Rural Opportunities Program Act*** (distributed at the meeting) – Senator Gillibrand visited the area last week to promote a bi-partisan federal bill that, if passed, would promote high-speed broadband internet to the rural areas.
- c. **Management Discussion** – the committee discussed growing demands on management as a result of the network growth and recommends that more time be allocated to the position of CEO. (CEO recused himself from this discussion).

On a motion duly made (McIntosh/Osborn) and carried, the board entered into **executive session** for the purpose of discussing contractual information.

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

MOTION: on a motion duly made (Zingler/McIntosh) and carried unanimously, the board authorized the board chair to develop a compensation package for extended management and oversight services, with flexibility as long as the package remains within the authorized budget. This offer will be extended to a designated person to serve as full-time CEO.

4. **ECC REPORT**

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

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

5. **OTHER**

a. **Other** - The Yates County Legislature appointed Mr. Robert Lawton, Yates County Administrator, to replace Mr. Timothy Dennis, Chair of the Yates County Legislature, as the ex-officio non-voting representative on the STN Board.

b. **Next Board Meeting** –The next meeting will be on January 12, 2017.

ADJOURN – On a motion duly made (Osborn/Zingler) and carried, the meeting adjourned at noon.

Respectfully submitted,
Susan M. Cratsley, Recording Secretary