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**Southern Tier Network, Inc.**  
**January 14, 2016**  
**Minutes**

(as amended at the February 11, 2016 meeting)

**ATTENDANCE**

Board Members: Timothy Dennis; Alan Eusden; Carl Hayden; Judy McIntosh; Timothy O'Hearn; Jim Osborn; Mark Rogus; Marcia Weber; Jack Wheeler; Steve Wilber; Howard Zingler

Excused: David Hopkins; Mike Krusen; Michael Printup; Thomas Santulli

CEO: Steven Manning

Guests: Andy Lukasiewicz - ECC Technologies  
Tony Marzolino, Accountant/Fiscal Officer

**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 (Zingler/McIntosh) and carried, the minutes of the December 10, 2015 meeting were approved.
2. **FINANCE COMMITTEE REPORT**
  - a. Introduction of Mr. Anthony Marzolino, STN Accountant.
  - b. The committee met and approved a new opportunity with a financial organization to connect multiple sites. This opportunity meets the financial metrics. STN will build out and own the laterals. No board action is required.
  - c. **Recommendation for Design Services Proposal** – Empire State Development has signed off on the GDA for the expansion to Tioga and Broome Counties. STN has not received the final signed copy. STN is in receipt of and reviewing the Design Make Ready proposal for this build. The Finance Committee (FINCOM) is reviewing the Design proposal and will make a recommendation to the board via electronic medium once completed. It is requested the board vote electronically on the FINCOM's recommendation.

- d. **Recommendation for RFP Opportunity**- a Request for Proposal was presented and reviewed at the January Finance Committee meeting. The details and specifics of this RFP were presented to the board by Jeff Gasper, ECC Technologies (Mr. Lukasiewicz recused himself from the presentation and discussion). On a motion duly made (Wheeler/Hayden) and carried, the board approved submitting the RFP.

3. **GOVERNANCE COMMITTEE REPORT**

- a) **Annual Meeting Items** – the committee met and discussed items for the annual meeting in February; contracts and the election of officers and board members will be brought to the annual board meeting for action.
- b) **Contract for Legal Counsel** – the board discussed the contract with Hage and Hage, STN’s legal counsel. The board recommended an increase in services considering the pending construction projects and growth opportunities. The board approved an increase for legal counsel from 15 to 25 hours per month. On a motion duly made (Hayden/Rogus) and carried, the increase in the legal contract was approved.
- c) **STN By-Laws** – the committee discussed modification being made to STN’s by-laws to strengthen the language defining non-voting, ex-officio members and to address confidentiality.

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

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

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

5. **OTHER**

**Broadband Communities Summit – Austin, Texas – April 5-7, 2016.** – any board member wanting more information or interested in attending should contact Steve.

**Next Board Meeting** – The next meeting will be the annual meeting to be held on Thursday, February 11, 2016.

6. **ADJOURN** – On a motion duly made (Osborn/Wheeler) and carried, the meeting adjourned at 11:50 AM.

Respectfully submitted,  
Susan M. Cratsley, Recording Secretary