



8 Denison Parkway East, Suite 310
Corning, New York 14830
Phone: 607.962.5092
Fax: 607.962.3400

**Southern Tier Network, Inc.
January 12, 2017
Board Meeting Minutes**

ATTENDANCE

Board Members: Alan Eusden; Carl Hayden; Robert Lawton; Judy McIntosh; Timothy O’Hearn; Michael Printup; Jim Osborn; Mark Rogus; Marcia Weber; Jack Wheeler; Steve Wilber; Howard Zingler

Excused: Dave Hopkins; Thomas Santulli

CEO: Steven Manning

Guests: Joe Starks, ECC Technologies

Tony Marzolino, Accountant/Fiscal Officer, STN

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

1. **APPROVAL OF THE MINUTES** – On a motion duly made (O’Hearn/McIntosh) and carried, the minutes of the December 8, 2016 meeting were approved.

2. **FINANCE/AUDIT COMMITTEE REPORT**

a. **Professional Services Discussion**

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

On a motion duly made (Jim Osborn, Tim O’Hearn) and carried, the board came out of **executive session** with **no action** being taken.

3. **GOVERNANCE COMMITTEE REPORT**

a. **Approval of Resolution to Modify Current Certificate of Incorporation (COI)** – STN legal counsel Hage & Hage presented the Governance Committee a modified COI resolution for review and approval. Governance Committee recommends board approval of the resolution. On a motion duly made (Rogus/O’Hearn) and carried the COI resolution was approved by the board.

b. **Review Board of Director Terms** – two board of director terms expire in February 2017. The committee has reached out to each to confirm interest in being reappointed. A recommendation for reappointment will be made to the board during the Annual meeting.

4. **ECC REPORT**

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

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

5. **OTHER**

a. **Next Board Meeting** – The next board meeting will be the annual meeting, scheduled for Thursday, February 9, 2017.

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

Respectfully submitted,
Susan M. Cratsley, Recording Secretary