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Southern Tier Network, Inc.
April 11, 2019
Board Meeting Minutes

ATTENDANCE

Board Members: Timothy Dennis; Alan Eusden; Carl Hayden; Judith McIntosh; James Osborn; Chelsea Robertson; Mark Rogus; John Sharkey Marcia Weber

Excused: David Hopkins; Timothy O'Hearn; Jack Wheeler; Stephen Wilber; Howard Zingler

CEO: Steven Manning - excused

Guests: Andy Lukasiewicz; Joe Starks (ECC Technologies)

Accountant/Fiscal Officer: Tony Marzolino

CALL TO ORDER – The meeting was called to order at 10:08 AM by chair Marcia Weber in the STC conference room.

APPROVAL OF THE MINUTES

On a motion by Chelsea Robertson, seconded by Jim Osborn, and carried, the minutes of the March 14, 2019 meeting were approved.

STRATEGIC PLANNING COMMITTEE REPORT

On a motion by Carl Hayden, seconded by Mark Rogus, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

On a motion duly made by Rogus, seconded by Sharkey, and carried, the board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.

AUDIT / FINANCE COMMITTEE REPORT

a) **2018 Audit Report and Recommendation for Approval** - EFPR representative Rich Davis presented a draft of the 2018 Audit and gave a brief summary, noting that STN received an unqualified opinion on the financial statements. It was noted that there was one material weakness found within the internal controls of STN during the audit. STN and ECC have put procedures in place to avoid future weakness. After discussion by the board, the Audit Committee recommended board approval of the audit. On a motion duly made (McIntosh/Eusden), and carried, the board accepted and approved the 2018 audit, which will be posted on the STN website.

b) **Submission of Federal 990 2017 Tax Return** - STN submitted the federal 990 2017 *Return of Organization Exempt From Income Tax* form. This is the first year STN was required to file upon IRS approving STN's 501(c)(3) status on October 2, 2017. The board discussed the filing. The 2018 990 is due by May 15, 2019.

GOVERNANCE COMMITTEE REPORT

c) **Annual Board Dinner Reminder** – the STN Annual Board Dinner will be on Thursday, April 25, 2019, starting at 5:30 PM at Lib's Supper Club in Elmira.

ECC REPORT

- a) **Marketing / Sales Report**
- b) **Update and Report on ESD Project #Z-239 Extension**
- c) **Outage (Break/Fix) Report**

On a motion by Alan Eusden, seconded by Mark Rogus, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

On a motion by Carl Hayden, seconded by John Sharkey, and carried, the Board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.

OTHER

- a) **Network Diversity: Update on ARC Grant Submission** – discussed in executive session.
- b) **Report on Congressman Reed Meeting** – Chelsea Robertson reported that she and Steve Manning met with Congressman Reed and discussed federal census block data maps required on many state and federal grant applications and the basic agency requirement and its effects on grant submissions. They provided Congressman Reed an overview of STN and our community value/mission.

NEXT BOARD MEETING – The next meeting will be held on Thursday, May 9, 2019.

ADJOURN – on a motion duly made (Sharkey/Eusden) and carried, the meeting adjourned at 11:50 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary