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Southern Tier Network, Inc.
January 10, 2019
Board Meeting Minutes

ATTENDANCE

Board Members: Timothy Dennis; Alan Eusden; Dave Hopkins; Judy McIntosh; Tim O'Hearn; Jim Osborn; Chelsea Robertson; John Sharkey; Marcia Weber; Jack Wheeler; Steve Wilber

Telephonic: Howard Zingler; Joe Starks; Andy Lukasiewicz (ECC Technologies)

Excused: Carl Hayden; Mark Rogus

CEO: Steven Manning

Accountant: Tony Marzolino

CALL TO ORDER – The meeting was called to order at 10:00 AM by chair Marcia Weber in the STC conference room.

On a motion by John Sharkey, seconded by Dave Hopkins, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

On a motion made by Jim Osborn, seconded by Tim O'Hearn, and carried, the Board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.

1. **APPROVAL OF THE MINUTES** – On a motion by Jack Wheeler, seconded by John Sharkey, and carried, the minutes of the December 13, 2018 meeting were approved.
2. **STRATEGIC PLANNING COMMITTEE REPORT** – no report
3. **AUDIT - FINANCE COMMITTEE REPORT**
 - a) 2018 Investment Report – Steve Manning, CEO, updated the board on the status of investments for 2018.
 - b) Process Controls and Policy Review Update –the Finance Committee is reviewing and updating the STN policies and standard operating procedures. Once the committee has completed the review and updates, they will be brought to the board for approval.
4. **GOVERNANCE COMMITTEE REPORT**
 - a) Annual Board Dinner Update – Committee Chair Marcia Weber is reviewing the polling information she received and will get back to the board with a date.

b) Board Member Terms - three board of director terms expire in February 2019: those of Marcia Weber, Judy McIntosh, and Howard Zingler. 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.

5. **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 Jack Wheeler, seconded by Steve Wilber, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

On a motion by Judy McIntosh, seconded by Chelsea Robertson, and carried, the Board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.

OTHER – Marcia reported and discussed with the board two news articles (emailed) that she found of interest.

6. **NEXT BOARD MEETING** – The next meeting will be the Annual Meeting, held on Thursday, February 14, 2019.

ADJOURN – the meeting adjourned at 12:10 PM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary