

Southern Tier Network  
Governance Committee  
October 10, 2013  
MINUTES

Members Present: Mark Middaugh, Marcia Weber, Howard Zingler  
Interested Party Present: Steven Manning

The meeting was called to order at 9 AM by Chair Marcia Weber.

**H & H Legal Retainer Agreement** – the governance committee reviewed and recommends the STN board approve the agreement with Hage and Hage for legal representation for the remainder of 2013.

**Board Membership** – The committee agreed to recommend Alan Eusden, retired Corning Inc. executive with experience in fiber and finance, for a board seat at today's STN board meeting.

Howard Zingler has agreed to be on the finance-audit committee.

**STN By-Laws** – The by-laws state that “the at-large directors shall be divided into classes” so all terms do not end at the same time. The governance committee recommended the division as follows

Expiration February 2015: Hopkins, Rogus, Middaugh  
Expiration February 2016: McIntosh, Printup, Zingler  
Expiration February 2017: Hayden, Eusden

The governance committee recommended changing the annual meeting from January to February. The by-laws would reflect the change.

On a motion duly made (Mark Middaugh/Howard Zingler) and carried, the meeting was adjourned at 9:55 AM.

Submitted by Marcia Weber