



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

Southern Tier Network, Inc.
April 12, 2018
Board Meeting Minutes
(REVISED)

ATTENDANCE

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

Excused: Dave Hopkins; Robert Lawton

CEO: Steven Manning

Accountant: Tony Marzolino

Guests: Joe Starks and Andy Lukasiewicz - ECC Technologies
Rich Davis and Raejean Archambeault, EFPR

CALL TO ORDER – The meeting was called to order at 10:05 AM by chair Marcia Weber in the STC conference room.

1. **APPROVAL OF THE MINUTES** – On a motion duly made (Rogus/Eusden) and carried, the minutes of the March 8, 2018 meeting were approved.

2. **GOVERNANCE COMMITTEE REPORT**

a) **STN Mission Statement Review - Approval** – to be discussed at a future meeting.
b) **Board Membership – Vacant Seat Update** – per organizational by-laws the governance committee recommends the new executive director from Southern Tier Central Regional Planning and Development Board (STC) fill the STC board slot on the STN board as of July 1, 2018. Marcia Weber will fill the current board member vacancy at that time. With those slots filled, the STN board will have 13 members, with a maximum of 15 allowed by the by-laws. The STN board will continue to seek new board members representing sectors that are of importance to the mission of STN. The board will consider adding additional seats if necessary to meet the organization's goals. On a motion duly made (Osborn/O'Hearn) and carried, the board approved the governance committee's recommendations for board membership.

c) **Recommendation of New Audit-Finance Committee Member** – On a motion duly made (Rogus/McIntosh) and carried, the board approved the nomination of Tim O'Hearn to the Audit-Finance Committee.

3. **AUDIT - FINANCE COMMITTEE REPORT**

a) **2017 Audit External Audit Report** – EFPR representative Rich Davis presented a draft of the 2017 Audit and gave a brief summary, noting that STN received an unmodified opinion. After discussion by the board, the Audit Committee recommended board

approval of the audit. On a motion duly made (O'Hearn/Eusden), and carried, the board accepted and approved the 2017 audit, which will be posted on the STN website.

- b) **Investment Policy Modification** – the Audit-Finance Committee modified the Investment Policy. On a motion duly made (McIntosh/Eusden) and carried, the Investment Policy was approved as modified.
- c) **Report on Assessment of Effectiveness of Internal Controls** – the Audit-Finance Committee reviewed and recommended approval of the Assessment of Effectiveness of Internal Controls. On a motion duly made (Wheeler/O'Hearn) and carried, the Assessment of Effectiveness of Internal Controls was approved.
- d) **STNe Closeout Financial Report** – the financials for the Southern Tier Network East project were distributed and discussed by the board. STN has submitted the March invoice to ESD for reimbursement.

4. **ECC REPORT**

- a) **Marketing and Sales Report** - the ECC report was distributed to the board earlier. ECC gave a brief summary of the projects. The board requested that ECC prepare a marketing target list for the entire network.

STNe will be transitioning from build mode to operations mode. ECC engineers will drive the entire STNe backbone for visual inspection and will develop a punch list of items that need to be addressed.

STN has requested ECC to develop an RFP for fiber services such as maintenance and construction of laterals.

5. **OTHER**

- a) **Report on Yates County Pilot Project** – In conjunction with Yates County, STN is discussing options for wireless services to the rural unserved/underserved areas and has met with prospective providers to offer such a service.
- b) **IRS 501(c)(3)** – IRS has responded with a second round of questions/requests relative to the 501(c)(3) application. STN will submit letters of support from county leadership and the Southern Tier Library System (STLS), a customer.
- c) **Next Board Meeting** – The next meeting will be held on Thursday, May 10, 2018.

ADJOURN – On a motion duly made (Rogus/Wheeler) and carried, the meeting adjourned at 10:55 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary