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Southern Tier Network, Inc.
December 13, 2018
Board Meeting Minutes

ATTENDANCE

Board Members: Timothy Dennis; Carl Hayden; Judy McIntosh; Tim O’Hearn; Jim Osborn; Chelsea Robertson; Mark Rogus; John Sharkey; Marcia Weber; Jack Wheeler; Steve Wilber; Howard Zingler

Excused: Alan Eusden, Dave Hopkins

CEO: Steven Manning

Accountant: Tony Marzolino

Guests: Jen Starks; Joe Starks; Andy Lukasiewicz, ECC Technologies

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

1. **APPROVAL OF THE MINUTES** – On a motion made by Tim O’Hearn, seconded by Jack Wheeler, and carried, the minutes of the November 8, 2018 meeting were approved.

On a motion made 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 made by Judy McIntosh, seconded by John Sharkey, and carried, the Board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.
Jen Starks, CEO of ECC Technologies, was welcomed and introduced to the board.

2. **STRATEGIC PLANNING COMMITTEE REPORT** - discussed in Executive Session.

3. **AUDIT - FINANCE COMMITTEE REPORT**

- a) 2018 Revenue Update – Committee Chair Mark Rogus reported that 2018 Actual Revenue is expected to exceed budget; the budget was conservative. Mr. Rogus also reported that the committee continues work on the long range financial plan, including fiber utilization and financial metrics, and will follow up with board updates after Strategic Planning Committee work and reporting.
- b) Process Controls and Policy Review Update – Mark Rogus reported the Finance Committee is reviewing STN policies and standard operating procedures and ECC process control procedures and will report to the board any modifications/changes made to these documents during future meetings.

4. **GOVERNANCE COMMITTEE REPORT**

a) Annual Board Dinner – Committee Chair Marcia Weber reported the Annual Board Recognition Dinner would be held, most likely in February; Marcia will coordinate a Doodle poll to find dates.

5. **ECC REPORT –**

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

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

6. **NEXT BOARD MEETING** – The next meeting will be held on Thursday, January 10, 2019.

ADJOURN – on a motion duly made (Zingler/Sharkey) and carried, the meeting adjourned at 11:20 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary