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Southern Tier Network, Inc.
March 14, 2019
Board Meeting Minutes

ATTENDANCE

Board Members: Timothy Dennis; David Hopkins; Judith McIntosh; Timothy O’Hearn; James Osborn; Chelsea Robertson; Marcia Weber; Jack Wheeler; Steven Wilber; Howard Zingler

Excused: Alan Eusden; Carl Hayden; Mark Rogus; John Sharkey

CEO: Steven Manning

Guests: Andy Lukasiewicz (ECC Technologies) - telephonic

Accountant/Fiscal Officer: Tony Marzolino

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

APPROVAL OF THE MINUTES

On a motion by Tim O’Hearn, seconded by Dave Hopkins, and carried, the minutes of the February 14, 2019 meeting were approved.

STRATEGIC PLANNING COMMITTEE REPORT

On a motion by Tim O’Hearn, seconded by Judy McIntosh, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

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

AUDIT / FINANCE COMMITTEE REPORT

- a) **2018 Audit Update** - the 2018 audit will be completed by the end of March and brought to the April board meeting.
- b) **Outage Update: Call Hill, town of Hartsville** – Steve Manning reported on a March 6th phone conversation with Hartsville Town Supervisor, John Bowles, regarding the Call Hill fiber cable that town crews damaged while trenching ditches in September 2018. Mr. Bowles said the town was not going to pay or submit STN’s damage claim (~\$6,000) to insurance for coverage, and that STN can take the town to court if it desires. Mr. Bowles stated that his road crew did nothing wrong, excepting the fact that they did not hand-dig test holes to locate the fiber cable prior to mechanically trenching (NYS Dig Safe rule). Jack Wheeler reported that Mr. Bowles recently resigned as Town Supervisor. A discussion

ensued. The Board suggested that Steve reach out to the new supervisor regarding the incident.

GOVERNANCE COMMITTEE REPORT

- a) **2018 Year in Review** – management presented 2018 organizational accomplishments as related to objectives. The board accepted the report.
- b) **Contract and Services** – discussed previously in executive session.
- c) **Reschedule of Annual Board Dinner** – the STN Annual Board Dinner has been rescheduled for April 25, 2019, starting at 5:30 PM, at Lib's Supper Club in Elmira.
- d) **2019 Board Performance Evaluation – Summary Report** - the Governance Committee reviewed the 2019 summary results of the annual Board Performance Evaluation. The board approved submitting the summary results with the NYS PARIS report due by March 31, 2019.

ECC REPORT

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

On a motion made by Tim O'Hearn, seconded by Jack Wheeler, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

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

OTHER

- a) **Network Diversity: Report on 3/11/29 Customer Meeting** – Steve Manning, Andy, and Ron (ECC Technologies) met with a sub-set of core customers affected by the December 28, 2018 car accident on Rt. 14, Horseheads, and subsequent fiber outage. The STN customers are concerned that this may happen again and requested that STN explore diverse pathways/alternative routes creating redundant fiber rings to mitigate future accidents and outages of the network. Steve presented to the board several options. The board approved STN working with Southern Tier Central Regional Planning and Development Board to submit Appalachian Regional Commission (ARC) and Economic Development Administration (EDA) grant applications.

NEXT BOARD MEETING – The next meeting will be held on Thursday, April 11, 2019.

ADJOURN – on a motion duly made (Hopkins/Wilber) and carried, the meeting adjourned at 11:45 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary