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**Southern Tier Network, Inc.
May 14, 2020
Remote Meeting: Electronic/Telephonic Media
Board Meeting Minutes**

ATTENDANCE

Board Members: Aaron Dowd; Alan Eusden; Carl Hayden; Winona Flynn; David Hopkins; Judith McIntosh; Tim O'Hearn; James Osborn; John Sharkey; Chelsea Robertson; Mark Rogus; Marcia Weber; Stephen Wilber; Howard Zingler

Guests: LeeAnn Tinney; David Sheen

Management: Tony Marzolino, Steve Manning; Jeff Gasper

CALL TO ORDER – the meeting was called to order at 10:05 AM by chair Marcia Weber via electronic/telephonic media.

APPROVAL OF THE MINUTES

The minutes of the April 9, 2020 board meeting were approved on a motion by John Sharkey, seconded by Mark Rogus, and carried.

AUDIT-FINANCE COMMITTEE

Mark Rogus provided a summary report from the May Finance Committee meeting including work on the 2020 Budget to Actual financial outlook to be presented to the board at the June meeting.

STRATEGIC PLANNING COMMITTEE

- a) **Board-Ready Study Update & Discussion** – Steve provided an update on the study, including the first deliverable, Market Assessment. Board members discussed the challenges associated with accurately identifying the unserved and underserved areas from the FCC data files. A lengthy discussion ensued about the data sources being used in the study and the accuracy/reliability of the data. Board members look forward to an overview session with Fujitsu. The board discussed reaching out to the public K-12 educational institutions for address information for those students who are unable to participate in distance learning during the pandemic because they do not have the necessary internet service; Tim O'Hearn shared correspondence he received from three Schuylar County school districts on the number of students that needed devices and/or internet service. The board suggested that STN management reach out to the educational community requesting address information identifying unserved/underserved regions of each county. Information on where people could not access telehealth would also be useful.

GOVERNANCE COMMITTEE REPORT

- a) **STN Certificate of Incorporation Discussion** – Marcia reported that Hage & Hage reviewed the STN Certificate of Incorporation and language associated with dissolution as part of a process to update STN's original business plan, including all contingencies. JK Hage explained to the governance committee that the law prescribes how assets should be distributed in case of an organization's dissolution. The NYS Attorney General oversees the process with a 'best effort' to make all involved parties whole.

b) Update: Professional Service Contract – Marcia reported the Committee expects to have a new contract and requested input from directors be sent to her.

c) Mission/Vision Statement – Marcia presented a new Mission and Vision statement developed through the Committee; comments and discussion ensued with board members making modifications and agreeing to approve a new Mission and Vision Statement with a motion by Carl Hayden, seconded by Jim Osborn, and carried.

USDA Reconnect GRANT UPDATE - Steve reviewed the regions and sectors in the three counties that qualified for the USDA Grant funding criteria. Mark and Tony presented financial models vetted through the Finance Committee that considered multiple assumptions and options. Board members questioned the projections with the understanding that County/Legislative approval will be required for a cash match. Chelsea Robertson suggested sending letters to large foundations requesting support. Scheduling meetings with county personnel to review and initiate the approval process will be next.

EDA/ESD DIVERSITY GRANT AWARD – Chelsea reported that NYS ESD funds may be delayed by the impact of the COVID-19 pandemic and shutdown. A motion was made by Jim Osborn, seconded by Mark Rogus, to execute the EDA grant agreement. The board approved the motion.

WEBSITE REPORT – Steve recognized the monumental effort of the other Website Committee members: Mark Rogus, Chelsea Robertson, and Jeff Gasper. The website is near complete with final modifications occurring and a “go-live” date expected the end of May 2020.

SALES & MARKETING REPORT

On a motion duly made (Sharkey/Rogus) and carried, at 11:50 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information.

On a motion duly made (Rogus/Hayden) and carried, the board came out of **executive session with no action being taken.**

NEXT BOARD MEETING – The next meeting will be held on Thursday, June 11, 2020.

ADJOURN – On a motion duly made (Rogus/Sharkey) and carried, the meeting adjourned at 12:10 PM.

Respectfully submitted,

Steve Manning