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**Southern Tier Network, Inc.
March 11, 2021
Zoom Meeting
Board Meeting Minutes**

ATTENDANCE

Board Members: Carl Hayden; Howard Zingler; Chelsea Robertson; Tim O’Hearn, Judith McIntosh; Aaron Dowd; Nonie Flynn, Jim Osborn; Alan Eusden; John Sharkey; Mark Rogus; Marcia Weber; Steve Wilber; Dave Hopkins.

Excused: Jack Wheeler

Management: Tony Marzolino, Jeff Gasper, Steve Manning

CALL TO ORDER – the meeting was called to order at 10:03 AM by chair Marcia Weber via Zoom.

1. APPROVAL OF THE MINUTES

The minutes of the February 11, 2021 board meeting were approved on a motion by Judy McIntosh, seconded by Jim Osborn, and carried.

2. Governance Committee Report

- a. **Review Annual Board Survey 3 Year Comparison** – The 3-year summary was emailed with the board packet. Marcia reported that the Governance Committee reviewed the summary. The board acknowledged the Committee’s work and expressed appreciation for the summary.
- b. **Construction Contractor Discussion** –Lantek Fiber Optic Service is being acquired by another organization, and Lantek will exercise the termination clause in its agreement with STN. Lantek will provide services to STN through 03/25/21. Marcia reported the Governance Committee voted on a short-term plan to utilize Empire and Upstate Pole Services to fill the void in emergency call-out/repair and construction services. The long-term plan will be for STN management to create and post an RFP for these services

3. Audit – Finance Committee

- a. **2020 Audit Report & Financials** – Mark Rogus reported that EFPR Partner Rich Davis presented the 2020 draft independent audit to the Audit Committee at its March 9th meeting. EFPR presented an unmodified opinion. Mark verbally shared with the board the details of three recommendations made in the report of the independent auditors, which the audit committee and staff have addressed and implemented the suggested improvements. Mark reported that the Audit Committee recommends board approval of the Audit (pending final Partner review) and moved that the board accept the 2020 Audit Report, with the board unanimously agreeing.
- b. **Organizational Threats Document** - Mark Rogus reviewed the 2021 Enterprise Risks document with the board. The Audit Committee created a new risk related to

STN's staffing level with attention needed towards succession and continuity planning. Mark shared the Committee's recommendation that the Governance Committee address the staffing and continuity planning risk.

- c. **Annual Assessment of Effectiveness of Internal Control Review/Approval** - Mark introduced and reviewed the 2021 Effectiveness of Internal Control document stating that the Audit Committee did review and approve of the Internal Controls along with a recommendation the board approve. Mark moved that the board accept/approve both Items b & c above; the board unanimously approved.

4. **Discussion with USDA Regarding STN's Grant Application**

- a. Marcia reported on the 02/12/21 video call that she, Tony, and Steve had with USDA staff: Mr. Kenneth Kuchno, Deputy Assistant Administrator, Policy and Outreach Division; Ms. Ariana Kelly, Analyst, Policy and Outreach Division; and Mr. Christian Piccolo, Consultant/Lead Reviewer. The USDA staff answered questions about the application STN had submitted and suggested what could be included in a new application for either a grant or a loan. Mr. Kuchno provided useful information concerning USDA's use of several sources to define unserved areas eligible for funding. The Rural Utilities Service does not use the FCC maps as a definitive source—there are no definitive sources—and they do not go by Census block groups. An applicant can design its service area based on need; that is, it can create its own area where there are groups of unserved houses. Even if the area has a “donut hole” of served houses in the middle, the unserved area can still be eligible.

5. **Southern Tier Broadband Coalition Study and Report**

- a. **Topics for the Strategic Planning Committee** - Steve Manning and Steve Wilber provided an update on the Tompkins County Broadband Study that is ready to commence. Steve Wilber will be the liaison between Fujitsu and Tompkins County. Marcia requested that board members email/call her if they want to participate on the Strategic Planning Committee. With new sources of broadband stimulus funding soon to be released, the Strategic Planning Committee will discuss how STN will respond relative to the operational model identified in the Fujitsu study.

- b. **Solicitation Request Discussion** – inquiries were made as to STN's willingness to share fiber; the board would be interested in leasing fiber, as STN does with other organizations.

- 6. **Rural Broadband: Potential Grant Request** - Chelsea reported on the ARC Power Grant that she and her staff are writing for the towns of Caton, Lindley, and Hornsby. She is working with Steve and Jeff. Chelsea reported the grant focus will be on a wireless solution that will reach the remote unserved population.

7. **Sales & Marketing Report**

On a motion duly made (Osborn/Hayden) and carried, at 11:35 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information.

On a motion duly made (Zingler/Osborn) and carried, at 11:44 AM the board came out of **executive session with no action being taken.**

- 8. **Other** - None

NEXT BOARD MEETING – The next STN board meeting will be held on Thursday, April 8, 2021.

ADJOURN – On a motion duly made (Robertson/Wilber) and carried, the meeting was adjourned at 11:46 AM.

Respectfully submitted,

Steve Manning
CEO, STN