



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

**Southern Tier Network, Inc.
April 14, 2022
STN Conference Room
Board Minutes**

ATTENDANCE

Board Members: Carl Hayden; Howard Zingler; Nonie Flynn; Jim Osborn; Steve Wilber; John Sharkey; Marcia Weber; Aaron Dowd; Alan Eusden, Fonda Chronis; Mark Rogus; Chelsea Robertson; Judy McIntosh

Absent: Dave Hopkins; Jack Wheeler, Howard Zingler

Management: Tony Marzolino, Jeff Gasper, Ben Rydzewski, Steve Manning

5 board members attended in person; 7 had reasons to participate via Zoom.

4 members of the management team attended in person.

CALL TO ORDER – the meeting was called to order at 10:05 AM by vice chair Chelsea Robertson.

1. Approval of the Minutes

The minutes of the March 10, 2022 board meeting were approved on a motion by Mark Rogus, seconded by Fonda Chronis (with correction that “next board meeting be changed to April 14, 2022”), and carried.

2. Outside Plant Report

Ben Rydzewski reviewed the Outside Plant Report that was emailed prior to the board meeting along with the agenda.

Marcia Weber joined the meeting.

3. Audit – Finance Committee Report

Mark Rogus reported that the Audit Committee recommends the 2021 External Audit performed by EFPR be approved by the board of directors. Mark stated the 2021 Audit was an unmodified and clean audit.

Mark also reported that the Audit Committee reviewed and accepted the 2022 Effectiveness of Internal Controls document and recommends the board approve that document. On a motion by Chelsea Robertson and seconded by Fonda Chronis, the board unanimously approved both the 2021 External Audit and the 2022 Effectiveness of Internal Controls document.

Mark reported that the Finance Committee reviewed and made modifications to the 2022 Risk Identification Report that was emailed to the board. He also reviewed the 2021 Risk Identification Report with steps taken during the year to mitigate specific risks.

Tony Marzolino reviewed the 2022 1st Quarter actual reports and reported a healthy balance sheet and income statement across all three networks.

Finally, Mark reported that the Finance Committee reviewed the IRS 990 (and related NYS CHAR 500) Report and recommended the board accept both reports. Mark moved to accept both reports and to submit them once board members have received the IRS 990 by email; Alan Eusden seconded the motion, and it was carried.

4. Strategic Planning Committee Report

Marcia reported that the Strategic Planning Committee meeting was scheduled for the afternoon of April 14, 2022; a report will be given at the May board meeting.

5. Grant Funding Discussion

Marcia, Chelsea, and Steve reported on a March 23rd conference call with Acting Director Scott Rasmussen of the NYS Broadband Office (now renamed the NYS ConnectAll Office). The call covered important information related to Federal broadband funding as well as NYS's ConnectAll broadband program.

Chelsea informed the board that the NYS Empire State Development Office has new personnel assigned to the regional Binghamton office and suggested that Tony find out who they are, since STN will be working with them.

Steve reported that staff from the offices of Senator O'Mara and Assemblywoman Kelles reported to him that NYS DOT PERM 75 was repealed with the passing of the State's 2022/23 budget. Each of the Legislators' offices will forward more specific language related to this repeal as they obtain it. Nonie Flynn said the repeal would not be effective until 30 days after the new budget is in place.

Marcia and Steve provided an overview of NYS's four planned broadband programs: 1) Local Planning Grants; 2) Rural Broadband Program; 3) 21st Century Municipal Program (which stresses the open access model); 4) Connectivity and Innovation Fund. The State plans to disseminate federal and state funding through these programs. Steve will email the board his summary notes from the meeting with Scott.

Marcia discussed a recent meeting with Harrison-Edwards relating to community broadband planning and grant writing services. John Sharkey reminded the board that Corning Incorporated's Washington, DC office had provided the names of consulting firms that might provide those services.

Steve reported on an upcoming meeting with the New York State Power Authority in relation to the State's broadband program funding.

Aaron reported that Chemung County households are 99% served. The County will partner with towns and municipalities to address the remaining unserved addresses.

Chelsea said STC would be willing to help with planning grants to help communities prepare broadband builds to address their unserved households.

Chelsea also provided a report on the Town of Caton wireless project, indicating that a Request for Information (RFI) was released in late March to six WISPs, with five of the WISPs stating they will submit a response by the Thursday, April 28th deadline.

6. Governance Committee Report

Marcia said that the agenda was pushed to the May 12th meeting date because a number of members could not make the meeting..

On a motion duly made (Wilber/Chronis) and carried, at 11:24 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information in the areas of sales and marketing and governance.

On a motion duly made (Sharkey/Osborn) and carried, the board came out of executive session at 12:00 PM **with no action being taken.**

7. Other - The next STN board meeting will be held on **Thursday, May 12, 2022.**

ADJOURN – On a motion duly made (Wilber/Robertson) and carried, the meeting was adjourned at 12:05 PM.

Respectfully submitted,

Steve Manning
CEO, STN