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Southern Tier Network, Inc.
January 14, 2021
Remote Meeting: Electronic/Telephonic Media
Board Meeting Minutes

ATTENDANCE

Board Members: Carl Hayden; Howard Zingler; Jack Wheeler; Judith McIntosh; Chelsea Robertson; Aaron Dowd; Jim Osborn; Alan Eusden; Mark Rogus; Marcia Weber; Steve Wilber; Dave Hopkins.

Absent: Tim O'Hearn, Winona Flynn, John Sharkey

Management: Tony Marzolino, Jeff Gasper, Steve Manning

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

1. APPROVAL OF THE MINUTES

The minutes of the December 10, 2020 board meeting were approved on a motion by Mark Rogus, seconded by Chelsea Robertson, and carried.

2. Governance Committee Report

- a. Report on Annual Meeting Items** - Marcia reported that management will be emailing documents for board members to complete and send back to Susan Cratsley prior to the February annual meeting: the board evaluation, the fiduciary statement, and the sexual harassment training link and questionnaire. Marcia also reminded board members that the board officer positions of Chair (currently Marcia), Vice-Chair (currently Tim O'Hearn), Secretary (currently Jack Wheeler), and Treasurer (currently Mark Rogus) will be voted on during the annual meeting; anyone interested in running for one of these positions is to contact Marcia.
- b. Tompkins County Broadband Feasibility Study** – Marcia reported the committee reviewed a draft agreement between STN and the County, suggesting modifications and recommending final review by H&H.

3. Audit – Finance Committee

- a. Report on 2020 EFPR External Audit** – Mark Rogus reported that Rich Davis from EFPR, STN's independent auditors, attended the January Audit Committee meeting to give an overview of the 2020 fiscal year audit plan. Mark also reported that EFPR will complete and file STN's 2020 IRS documents.
- b. Report on Insurance Coverage** – Mark reported the results of the request for proposals (RFP) for STN insurance that generated three responses. Upon review of the three proposals, the Finance Committee supported management's

recommendation to award insurance coverage to the Dunn Group (Hartford Insurance). The new policy includes property damage coverage. Board members requested that management provide a listing of exclusions to the property damage coverage. It was suggested that management develop an annual paper trail of outages, breaks, and repairs that could be discussed with Hartford Insurance.

4. Southern Tier Broadband Coalition Study and Report

a. Discussion on Dissemination and Reporting Executive Summary - Marcia reported that the summary has been sent to all board members. The Executive Summary is an STN work product to be shared with county legislators. Chelsea will prepare a one-page summary to give to the municipalities that have requested information on the results of the study. Steve offered to present an overview of the Study/Executive Summary to each County's Legislature or an appropriate committee.

b. Update on Payments Received – Steve reported that Tioga, Yates, and Steuben county payments for the cost of the study have been received. Chemung's and Schuyler's have not been received.

5. Strategic Planning Committee Report – Marcia and Steve provided a summary of the December Strategic Planning Committee meeting. Steve reported that comments received from Steuben, Chemung, Schuyler, and Tioga Counties on the Fujitsu study were favorable. The committee agreed that the study was valuable. The counties have a solid foundation for going forward, and the process was informative and educational. It provided good insight into what is needed in terms of design, cost, and resources to address broadband gaps scattered throughout the 5 counties.

6. Grants – Marcia reported that USDA representatives responded to STN's letter requesting more information about the reasons for USDA's rejection of STN's ReConnect Grant application. However, there were no answers to specific questions STN asked, so STN will request a meeting with the USDA review committee.

7. Sales & Marketing Report

On a motion duly made (McIntosh/Dowd) and carried, at 11:00 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information.

On a motion duly made (Osborn/Rogus) and carried, at 11:35 AM the board came out of **executive session with no action being taken.**

Chelsea announced that Appalachian Regional Commission funds under the POWER program have just been released. Grant applications are due April 16, 2021.

NEXT BOARD MEETING – The next STN board meeting is the annual meeting, which will be held on Thursday, February 11, 2021.

ADJOURN – On a motion duly made (Osborn/Robertson) and carried, the meeting was adjourned at 11:36 AM.

Respectfully submitted,

Steve Manning
CEO, STN