



Chautauqua, Cattaraugus, Allegany & Steuben Counties
Southern Tier Extension Railroad Authority
 Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York 14779
 TEL (716) 945-5301 FAX (716) 945-5550 TDD (716) 945-5301

"This institution is an equal opportunity organization"

Terry Everetts, Chairman
 Richard Zink, Chief Executive Officer

STERA GOVERNANCE COMMITTEE

MINUTES – June 15, 2015

The Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority met at 9:03 AM on June 15, 2015 in the Conference Room in the office of the Southern Tier West Regional Planning and Development Board in the Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York. The following persons were in attendance:

Committee Members In Attendance

Seth Corwin
 Terry Everetts, Chairman
 Adam Gorczyca
 Jerry Scott

Representing

Steuben County
 Cattaraugus County
 Chautauqua County
 Southern Tier West

Committee Members Not In Attendance

Vacancy

Representing

Allegany County

Others Attending

Thomas Barnes

Representing

STERA Corporate Secretary

1. Call to Order and Introduction of Those Present

Committee Chairman Terry Everetts called the meeting to order at 9:00 AM. He noted the presence of a quorum for the meeting.

2. Reading and Approval of the Minutes of the Previous Meeting

The Committee approved the minutes of the prior meeting, held March 9, 2015 (Scott, Corwin, passing unanimously).

Unfinished Business

There was no unfinished business.

New Business

3. Review of Financial Disclosure and Ethics Report for 2014

The Governance Committee reviewed and discussed STERA's Financial Disclosure and Ethics Report for 2014, noting that the report indicated that the Cattaraugus County Attorney's Office had indicated to STERA that it had examined the annual filings for 2014 and there were no ethics issues present during 2014. STERA's Financial Disclosure and Ethics Report for 2014 also discussed issues

related to Mr. Everetts, Mr. Gorczyca, and Mr. Griffin, and noted that per a prior attorney's opinion, there were no ethical/conflict issues present for these three gentlemen with respect to their employment (Mr. Everetts and Mr. Gorczyca) and with respect to the WNYP Board membership (Mr. Griffin), provided that in the case where an actual or potential conflict did arise, the affected Board member(s) must recuse himself (themselves) from participating in any STERA action on matters before the Board.

Mr. Scott brought up the issue of what happens if a STERA Board member finds himself/herself in a potential or actual conflict situation. Mr. Barnes noted that if such a circumstance occurs, it is handled per the STERA Code of Ethics policy, Section 4. The policy requires STERA Board members to refrain from any act that is in conflict with their duties as a STERA Board member. Further, the Board member has an obligation to declare any potential or actual conflict that arises or may arise, to refrain from entering into any discussion on the issue at hand, and to recuse himself/herself from any voting on any matter before the Board involving the issue. Violations of the policy are investigated by the STERA Ethics Officer, who reports the results of the investigation to the Board for action as appropriate per the policy. Issues that arise also are reported in the annual Financial Disclosure and Ethics Report. It was noted that on occasion, STERA Board members have declared an actual or potential conflict and have abstained from voting, and this has been reported in the record of voting in the minutes. To date, these situations have only have been potential and not actual conflicts, and thus have not proven significant enough to indicate inclusion in the annual STERA Financial Disclosure and Ethics Report.

The Governance Committee adopted a resolution making a finding that the Authority had no ethics issues during 2014, and recommending to the Board that it make a finding that the Authority had no ethics issues during 2014 and adopt the report (Corwin, Scott, passing unanimously).

4. Other New Business

There was no other new business.

5. Public Comment

There was no public comment.

6. Next Meeting Date and Agenda for Next Meeting

The Governance Committee will next meet on October 5, 2014 at 9:00 AM.

7. Adjournment

The Committee adjourned at 9:15 AM (Corwin, Gorczyca, passing unanimously).

I certify that this is an accurate summary of the meeting of the Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority held on the date indicated above.

Name: Thomas M. Barnes

Office: Secretary

Date: June 15, 2015