



**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"**  
**John Margeson, Chairman**

## **STERA GOVERNANCE COMMITTEE**

### **MINUTES – May 19, 2008**

The Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority met at 9:00 AM on May 19, 2008 in the Small 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**

Joseph Eade, Chairman  
Seth Corwin

#### **Representing**

Cattaraugus County  
Steuben County

#### **Committee Members Not In Attendance**

William Daly  
Timothy O'Grady

Chautauqua County  
Allegany County

#### **Others Attending**

Thomas Barnes

#### **Representing**

Southern Tier West

#### **Call to Order and Introduction of Those Present**

Committee Chairman Joseph Eade called the meeting to order at 9:00 AM. He noted the lack of a quorum for the meeting.

#### **Committee Business**

Mr. Barnes noted that at the last STERA meeting, the Board had authorized obtaining an attorney's opinion on the proper function and authority of the Executive Committee, on whether telephone conference call meetings of the Executive Committee and email votes of the Executive Committee were consistent with the Public Authority Accountability Act, and whether the bylaws were consistent with the Public Authority Accountability Act. The Board also authorized securing an attorney's opinion on reporting requirements and especially filing obligations with respect to the State and federal tax departments. Mr. Barnes distributed two opinion letters from Robert Ryan of Harris Beach LLP, which the Committee reviewed on a point-by-point basis. The Committee decided to recommend that the Board adopt the positions recommended in the two opinion letters, including:

- (a) using the Executive Committee to do the Board’s business only when such practice is explicitly authorized by the Board and only for the business matters so explicitly authorized,
- (b) the need for Executive Committee meetings to be public meetings with adequate legal notice provided,
- (c) the need for Executive Committee meetings to be held either in person or by videoconference, and not by teleconference or email poll vote, and
- (d) revision of the bylaws to incorporate these and other changes that made the bylaws consistent with the Public Authority Accountability Act, including:
  - correcting incorrect citations to the Public Authority Accountability Act,
  - revising officer title (“Second Vice Chairperson,” instead of “Assistant Vice Chairperson” as suggested by Harris Beach),
  - extension of credit,
  - allowing only either “in-person” or videoconference meetings and quorum and voting procedures,
  - requiring applicability of the Open Meetings Law to both Board and committee meetings, and
  - limiting the function and authority of Executive Committee by authorizing the Executive Committee to do the Board’s business only when such practice is explicitly authorized by the Board and only for the business matters so explicitly authorized.

Mr. Eade noted that per the second opinion letter provided by Harris Beach, STERA’s reporting requirements include reports to Southern Tier West, the counties, and to the NYS ABO. There are no reporting requirements with respect to State and federal tax departments.

Mr. Eade noted that per the second opinion letter provided by Harris Beach, its meetings are open to the public and adequate notice must be given to the media in advance of all scheduled meetings.

The Governance Committee will meet in the future to discuss compliance with individual policy guidances.

**Public Comment**

There was no public comment.

**Next Meeting Date and Agenda for Next Meeting**

Mr. Eade noted that the Governance Committee probably would next meet before the next Board meeting to discuss appropriate matters.

**Adjournment**

The Board adopted a resolution to adjourn at 9:30 AM (Corwin, Eade, 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: \_\_\_\_\_

Office: \_\_\_\_\_

Date: \_\_\_\_\_