



Chautauqua, Cattaraugus, Allegany & Steuben Counties
Southern Tier Extension Railroad Authority

Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York 14779
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"This institution is an equal opportunity organization"
John Margeson, Chairman

STERA GOVERNANCE COMMITTEE

MINUTES – October 15, 2012

The Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority met at 9:00 AM on October 15, 2012 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

Joseph Eade, Chairman
Seth Corwin
William Daly
Timothy O'Grady

Representing

Cattaraugus County
Steuben County
Chautauqua County
Allegany County

Other Board Members In Attendance

Adam Gorczyca

Representing

Chautauqua County

Others Attending

Thomas Barnes

Representing

STERA Corporate Secretary

1. Call to Order and Introduction of Those Present

Committee Chairman Joseph Eade 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 June 18, 2012 (Corwin, O'Grady, passing unanimously).

Unfinished Business

3. Internal Control Procedures

The Committee noted that the Audit Committee and the Board both had reviewed and approved the most recent proposed revision of the Internal Control Procedures Policy, which incorporated cash handling procedures and procedures for the development of interim internal financial statements, made

per the proposal of the STERA CEO. They had noted that these procedures were proposed to further improve separation of duties issues raised in the audit management letter for the year ending December 31, 2011. The Committee also noted that in its role as being responsible for developing and overseeing operating procedures for the Authority, it also would review the approved policy. After discussion, in which it was noted that the Audit Committee was fine tuning the process for generation of financial statements, the Committee adopted a resolution tabling review the revised policy pending any recommendations from the auditor and Audit Committee (Corwin, Daly, passing unanimously). The Committee noted that there was no need to refer the revised policy to the Board, as the Board already had approved the revised policy.

4. Proposed Job Description of CFO

Mr. Barnes noted that Mr. Griffin has offered to work with STERA to develop a CFO job description. At the June 18 Governance Committee meeting, the Governance Committee adopted a resolution tabling discussion of the CFO job description pending receipt of a proposed CFO job description. At the June 18 Board of Directors meeting, the Board indicated that the Audit Committee and Governance Committee would review any such draft job description that was developed. Mr. Barnes and Mr. Corwin indicated that they would approach Mr. Griffin to discuss this issue.

5. Proposed STERA-STW Contract for Administrative Services

Mr. Barnes noted that Mr. Griffin has offered to work with STERA to revise the current STERA-STW contract for administrative services. At the June 18 Governance Committee meeting, the Governance Committee adopted a resolution tabling discussion of the revision of the current STERA-STW contract for administrative services pending receipt of recommendations for modifying or replacing the existing contract. At the June 18 Board of Directors meeting, the Board indicated that it would discuss any recommendations that were provided. Mr. Barnes and Mr. Corwin indicated that they would approach Mr. Griffin to discuss this issue.

6. Other Unfinished Business

There was no other unfinished business.

New Business

7. Other New Business

There was no new business.

8. Public Comment

There was no public comment.

9. Next Meeting Date and Agenda for Next Meeting

The Committee will next meet on December 3, 2012.

10. Adjournment

The Committee adjourned at 9:30 AM (Corwin, Daly, 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: October 15, 2012