



Chautauqua, Cattaraugus, Allegany and 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”

Frank “Jay” Gould, Chairman
Richard Zink, Chief Executive Officer

Minutes of Board of Director Meeting

March 25, 2024

The Board of Directors of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority met at 9:30 AM on March 25, 2024 in the Conference Room in the office of the Southern Tier West Regional Planning and Development Board, 4039 Route 219, Suite 200, Salamanca, New York, and via zoom. The following persons were in attendance:

Board Members In Attendance

Rich Dixon
Gary Barnes
Steve Havey
Robert Keis
Keri Kerper
Corey Wiktor
Angie Kennedy

Representing

Chautauqua County
Allegany County
Allegany County
Southern Tier West RPDB
Cattaraugus County
Cattaraugus County
Seneca Nation of Indians

Board Members Not In Attendance

George Prete
Paul Van Caeselee
Vacant
Donald Benson
Vacant
Jay Gould
Jerry Scott

Representing

Steuben County
Steuben County
Steuben County
Cattaraugus County
Chautauqua County
Chautauqua County
Allegany County

Others Attending

Kimberly LaMendola
Andrew Lawton
Edward Bysiek
Richard Zink

Representing

STW
WNYP RR
Bysiek CPA, PLLC
STERA CEO

1. Call to Order and Introduction of Those Present

Recognizing a quorum, Richard Zink called the meeting to order at 9:32 AM. Introductions were made of those present.

2. Change of Order of Business

The Board adopted a resolution approving a change in the order of business (Havey, Kerper, passing unanimously).

3. Presentation of Audit

Mr. Edward Bysiek of Bysiek CPA, PLLC presented the audit, including the management letter, for the year ending December 31, 2023, to the STERA Board. The audit indicated an unqualified (clean) opinion and did not find any deficiencies or weaknesses in STERA's internal control procedures for the year ending December 31, 2023, or any compliance findings for the year ending December 31, 2023. After discussion, the Board adopted a resolution accepting the audit for the year ending December 31, 2023 and the accompanying management letter (Havey, Kerper, passing unanimously).

4. Approval of the Minutes of the October 16, 2023 and October 2, 2023 Meeting

The Board adopted a resolution approving the minutes of the October 16, 2023 Board Meeting and the October 2, 2023 Board Meeting (Kerper, Kerper, passing unanimously).

5. Communications

STERA has received communications from New York State Department of Transportation stating that STERA was awarded \$1,947,550.00 for the 2023 STERA PFRAP Ties and Decks Allegany to Niobe project.

STERA also received a letter from Steuben County naming Paul Van Caeselee as a member of the STERA board replacing John Malter.

STERA also received an email concerning the desire of Congresswomen from Ohio to explore Amtrak running service from NYC to Chicago.

There were no other communications.

6. Treasurer's Report

Mr. Zink presented the Treasurer's Report for February 28, 2024. For the year to date ending February 28, 2024, STERA had a net income of \$342,137.81 on revenues of \$342,137.81. As of February 28, 2024, STERA had net assets of \$2,666,329.22 on assets of \$2,666,329.22, with a cash balance of \$80,192.22.28. Accounts payable as of February 28, 2024, were \$28,000, and accounts receivable as of February 28, 2024 were \$40,000.00. He discussed elements of the accounts receivable. The Board adopted a resolution approving the Treasurer's Report for February 28, 2024 (Barnes, Dixon, passing unanimously).

The Board adopted a resolution approving the payment of the following four checks:

- \$85,000.00 to Southern Tier West for administrative services
- \$3,000.00 to Bysiek CPA, PLLC for audit services
- \$6,842.75 to Southern Tier west for construction administrative services

\$1,150.00 to RONY (Railroads of New York)

(Barnes, Dixon, passing unanimously).

7. Reports of Committees

A. Audit Committee

Mr. Zink reported that the Audit Committee had not met earlier due to sickness of several members.

B. Executive Committee

Mr. Zink reported that the Executive Committee had not met earlier in the day due to sickness. A motion was made by the board to accept the reports as provided by the Governance Committee (Wiktor, Havey, passing unanimously)

C. Governance Committee

Mr. Havey reported that the Governance Committee had met earlier that same day, and had reviewed and discussed STERA's current policies, the draft reports for the year ending December 31, 2023, and STERA's structure, governance, and operating activities.

1. Review of Current Policies

After discussion, and with the recommendation of the Governance Committee, the Board adopted a resolution making a finding that STERA was in compliance with all of the current policies and applicable laws and that the policies should not be revised (Kerper, Gray, passing unanimously). These policies are as follows:

- Audit Committee Charter
- Bylaws
- Code of Ethics
- Compensation, Reimbursement, and Attendance Policy
- Competencies and Personal Attributes Required of Board Members Policy
- Defense and Indemnification Policy
- Equal Opportunity and Affirmative Action Policy
- Fee Schedules
- Governance Committee Charter
- Internal Control Procedures
- Investment Policy
- Lobbying Policy
- Management Performance Evaluation Standards
- Measurement Standards Performance Evaluation
- Mission Statement
- New Member Orientation Process
- New Member Orientation Process Reference Document
- Procurement Guidelines (Contract and Procurement Policy)
- Property Disposition Guidelines

Public Access to Records Policy
Public Access to Records - Subject Matter List
Records Management Program
Travel and Use of Discretionary Funds Policy
Uniform Tax Exemption Policy
Whistleblower Policy

2. Review of Reports

After discussion, and with the recommendation of the Governance Committee, the Board adopted a resolution approving these reports (Wiktor, Havey, passing unanimously). These reports are as follows:

Active and Completed Projects
Annual Report
Audit FYE Dec 31, 2023, including Audit Management Letter FYE Dec 31, 2023
Audit Committee Charter Review Report
Audit Committee Self-Evaluation Report
Authority Performance Self-Evaluation Report
Board Member Attendance Report
Board Performance Self-Evaluation Report
Compliance Report
Effectiveness of Internal Controls Report
Executive Committee Self-Evaluation Report
Financial Disclosure and Ethics Report
Governance Committee Charter Review Report
Governance Committee Self-Evaluation Report
Investment Report
Management Evaluation Report
Operations and Accomplishments Report
Procurement Report
Property Disposition Report
Property Listing Report
Records Management Program Report
Schedule of Debt Report

Old or Unfinished Business

8. WNYP RR Operating Status Report

Andrew Lawton (Chief Engineer) from the WNYP RR, provided a Management Report to the STERA Board. The Management Report covered the areas of Safety and Security, Grant Activities, Real Property, Operations and Customer Service, Marketing and Freight Business, Mechanical Issues, and Engineering and Maintenance of Way.

Highlights of his report are:

9. Status Reports on Current and Proposed Rehabilitation Projects

A. Active Projects:

1) Active Projects:

NYS DOT PFRAP Bridge Repair and Tie Installation Project (Southern Tier Extension Line and Buffalo Line) - should be completed in 2024

NYS DOT PFRAP Olean Enginehouse and Yard Improvement Project • STERA Tie and Rail Replacement PFRAP Project (Southern Tier Extension Line) – should be completed in 2024

NYS DOT PFRAP Track and Bridge rehab (Queen Street) – may have some remaining work in 2025

NYS DOT PFRAP Allegany to Niobe – should begin in 2024 and be completed in 2025.

B. Proposed Projects

Proposed Bridge NY Project (Salamanca Main Street Bridge Replacement and Track Realignment, Southern Tier Extension Line)

In 2017, STERA had discussions with the City of Salamanca and the Seneca Nation of Indians regarding a project that would involve replacement of the Salamanca Main Street rail bridge (replacing the 6 lane rail bridge with a two lane bridge, with higher clearance for Main Street underpass traffic) and the realignment of track just to the west of the bridge (re-routing of the main line in this area to remove the curvature of the line, which is a safety issue and which keeps train speeds down). Such a project (or at least the bridge replacement component) would be eligible for NYS DOT Bridge NY funding. The project grant application would not be submitted until a future year. The Seneca Nation of Indians representatives indicated that there would have to be approval by the Seneca Nation of Indians for both the bridge and track realignment projects to move forward.

10. Seneca Nation of Indians Representation on STERA Board

Angie Kennedy represented the Seneca Nation of Indians at the meeting.

11. Compliance with NYS Public Authorities Accountability Act (PAAA) and Public Authorities Reform Act (PARA) and Other Statutory and Regulatory Requirements

Compliance Status – NYS ABO Training Requirements

Mr. Zink noted that all STERA Board members and staff are in compliance with NYS ABO training requirements with the exception of Mr. Barnes.

Discussion of Any Desired Policy Modifications

Mr. Zink encouraged Board members to bring any desired policy modifications forward at any time of the year.

12. Other Old or Unfinished Business

There was no other old or unfinished business discussed at the meeting.

New Business

13. New Business

A. Appointment of Nominating Committee

This will be completed in the next few weeks and requests will be sent to the board.

B. Annual Ethics Form Filing

Mr. Zink directed Board members to complete the filings and submit them to the Cattaraugus County Attorney’s office. He indicated that the Cattaraugus County Attorney’s office would be transmitting blank forms to STERA Board members.

C. Other New Business

There was no new business discussed at the meeting.

14. Public Comment

There was no public comment.

15. Next Meeting Date and Agenda for Next Meeting

The remaining regularly scheduled 2024 meetings of the STERA Board will be on the following dates: June 10, 2024; October 21, 2024. The next Board meeting (June 10) will be the Annual Meeting. Special meetings may also be called as needed. Unless otherwise amended, all meetings of the STERA Board will be at 9:30 AM in the Conference Room in the office of the Southern Tier West Regional Planning and Development Board, 4039 Route 219, Suite 200, Salamanca, New York.

There will be an Audit Committee meeting immediately preceding each scheduled Board meeting. The Governance Committee and Executive Committee will meet as required. Additional special meetings of the committees may be called as needed during 2024. The meetings of the committees will be held at the office of the Southern Tier West Regional Planning and Development Board in Salamanca, NY.

16. Adjournment

The meeting adjourned at 10:16 AM (Wiktor, Havey, passing unanimously).

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

Name: _____

Office: _____ CEO _____

Date: _____ March 25, 2024 _____