

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 2024-08**

A regular meeting of the ErieNet Local Development Corporation was convened on April 16, 2024 at 2:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE ERIENET LOCAL DEVELOPMENT CORPORATION (“ENLDC”) AUTHORIZING (i) THE EXPENDITURE OF ADDITIONAL FUNDS NOT TO EXCEED \$2,805,000 (THE “ADDITIONAL AUTHORIZED EXPENDITURE”) IN FURTHERENCE OF THE COMPLETION OF CERTAIN MAKE-READY FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES RELATED TO NEW YORK STATE GAS AND ELECTRIC CORPORATION (“NSYEG”) INFRASTRUCTURE (ii) THE NEGOTIATION AND EXECUTION OF AMENDMENTS TO THE MASTER SERVICES AGREEMENTS BETWEEN ENLDC AND NORTHLINE UTILITIES, LLC (“NORTHLINE”), THAYER POWER AND COMMUNICATION LLC (“THAYER”), HAUGLAND GROUP LLC (“HAUGLAND”), HARLAN ELECTRIC COMPANY, INC. (“HARLAN”) DANELLA POWER SERVICES, INC (“DANELLA”), AND H. RICHARDSON & SONS, LLC (“H. RICHARDSON”) TO INCREASE THE ALLOWABLE EXPENDITURES THEREUNDER FOR THE PROVISION MAKE-READY FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES RELATED TO THE NSYEG INFRASTRUCTURE

WHEREAS, the ENLDC is authorized and empowered by Section 1411 of the Not-for-Profit Corporation Law of the State of New York, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities in the County of Erie (the “County”) and to lessen the burdens of government and act in the public interest; and

WHEREAS, ENLDC was specifically created and empowered by the County to study, design, and engineer an Open Access Network and to ultimately install fiber optic network services within and throughout the County to ensure growth, equity and prosperity for the County (the “Project”); and

WHEREAS, certain portions of the Project, including but not limited to certain fiber optic cable and supporting equipment (collectively, the “Broadband Assets”) will necessarily need to be installed upon and/or located within existing distribution poles, ducts and rights-of-ways owned and under the jurisdiction of NYSEG (the “NYSEG Infrastructure”); and

WHEREAS, prior to installing Broadband Assets upon/within the NYSEG Infrastructure, NYSEG requires that ENLDC undertakes certain required make ready activities within the NYSEG Infrastructure (the “Make Ready Construction Services”) for

the purpose of ensuring that Broadband Assets are installed in a manner which will not otherwise adversely impact existing infrastructure installed on the NYSEG Infrastructure; and

WHEREAS, ENLDC has selected Northline, Thayer, Haugland, Harlan, Danella, and H. Richardson (collectively, the “Make-Ready Contractors”) to undertake the Make Ready Construction Services, and executed certain Master Services Agreements (MSA’s) with the Make-Ready Contractors, in consultation with the ENLDC’s general counsel, to undertake the Make Ready Construction Services in an aggregate amount not to exceed \$2,700,000 (the “Original Authorized Amount”), and any appropriate change orders or scope additions as approved by the Executive Director, in consultation with ENLDC Board Chair; and

WHEREAS, it is now anticipated that additional funding in an amount not to exceed \$2,805,000 (the “Additional Authorized Expenditure”) will be necessary to complete the Make-Ready Construction Services; and

WHEREAS, ENLDC desires to (i) authorize the Additional Authorized Expenditure in furtherance of the completion of the Make-Ready Construction Services, and (ii) authorize the Executive Director to negotiate and execute, in consultation with ENLDC’s general counsel, amendments to the MSA’s for each Make-Ready Contractor to contemplate the Additional Authorized Expenditure.

NOW, THEREFORE, BE IT RESOLVED BY THE ERIENET LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. In compliance with ENLDC’s Procurement Policy, the ENLDC hereby authorizes the Additional Authorized Expenditures in furtherance of the completion of the Make-Ready Construction Services.

Section 2. ENLDC and hereby authorizes the Executive Director to negotiate and execute, in consultation with the ENLDC’s general counsel, amendments to the MSA’s for each Make-Ready Contractor to contemplate the Additional Authorized Expenditure, and any appropriate change orders or scope additions as approved by the Executive Director, in consultation with ENLDC Board Chair.

Section 3. The officers, employees and agents of the ENLDC are hereby authorized and directed for and in the name and on behalf of the ENLDC to do all acts and things required and to negotiate, execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the ENLDC with all of the terms, covenants and provisions of the documents executed for and on behalf of the ENLDC as related thereto and hereto.

Section 4. Any and all actions heretofore taken or authorized by ENLDC and/or its officers, employees and agents with respect to this resolution are hereby ratified, approved and confirmed in all aspects.

Section 5. This resolution shall take effect immediately.

Dated: April 16, 2024

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 2024-09**

A regular meeting of the ErieNet Local Development Corporation was convened on April 16, 2024 at 2:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE ERIENET LOCAL DEVELOPMENT CORPORATION (“ENLDC”) AUTHORIZING (i) THE NEGOTIATION AND EXECUTION OF MASTER SERVICES AGREEMENTS TO ENGAGE NORTHLINE UTILITIES LLC (“NORTHLINE”), HARLAN ELECTRIC COMPANY, INC. (“HARLAN”), HAUGLAND ENERGY GROUP LLC (“HAUGLAND”), HENKELS & MCCOY, INC (“HENKELS”), O’CONNELL ELECTRIC COMPANY, INC (“O’CONNELL”), AND H. RICHARDSON & SONS, LLC (“H. RICHARDSON”) TO PROVIDE MAKE-READY FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES RELATED TO NIAGARA MOHAWK POWER CORPORATION D/B/A NATIONAL GRID (“NATIONAL GRID”) INFRASTRUCTURE IN A TOTAL AMOUNT NOT TO EXCEED \$2,655,000

WHEREAS, the ENLDC is authorized and empowered by Section 1411 of the Not-for-Profit Corporation Law of the State of New York, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities in the County of Erie (the “County”) and to lessen the burdens of government and act in the public interest; and

WHEREAS, ENLDC was specifically created and empowered by the County to study, design, and engineer an Open Access Network and to ultimately install fiber optic network services within and throughout the County to ensure growth, equity and prosperity for the County (the “Project”); and

WHEREAS, it is contemplated that certain portions of the Project, including but not limited to certain fiber optic cable and supporting equipment (collectively, the “Broadband Assets”) will necessarily need to be installed upon and/or located within existing distribution poles, ducts and rights-of-ways owned and under the jurisdiction of National Grid (the “National Grid Infrastructure”); and

WHEREAS, prior to installing Broadband Assets upon/within the National Grid Infrastructure, National Grid requires that ENLDC undertakes certain required make ready activities within the National Grid Infrastructure (the “Make Ready Construction Services”) for the purpose of ensuring that Broadband Assets are installed in a manner which will not otherwise adversely impact existing infrastructure installed on the National Grid Infrastructure; and

WHEREAS, in accordance with the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as “SEQRA”), the Make Ready Construction Services are Type II actions exempt from review pursuant to Section 617.5(c)(27) of the SEQRA regulations; and

WHEREAS, on March 8, 2024, 2024, ECC Technologies, Inc. (“ECC”), on behalf of ENLDC and in compliance with ENLDC’s Procurement Policy, issued a Request for Quotations (the “RFQ”) to nine (9) make ready contractors pre-approved by National Grid with respect to the Make Ready Construction Services; and

WHEREAS, there were six (6) responses to the RFQ (the “RFQ Responses”); and

WHEREAS, ECC reviewed the RFQ Responses, and given the similar pricing proposals offered by Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson, and to ensure the Make Ready Construction Services can be completed in an efficient, cost-effective manner, ECC has made the recommendation for ENLDC to enter separate Master Services Agreements (the “MSA’s”) with Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson to ensure the Make Ready Construction Services can be completed if one company fails due to equipment or manpower issues; and

WHEREAS, the ENLDC Selection Committee, consisting of ENLDC board members (Thomas E. Baines, Dan Castle, and Jason Keding) and representatives from ECC, have reviewed the RFQ Responses and considered ECC’s findings as heretofore described with respect to the ability and capability of Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson to successfully undertake the Make Ready Construction Services, were amendable to the approach recommended by ECC with respect to sharing the contract between Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson, and recommends that Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson be retained to undertake the Make Ready Construction Services.

NOW, THEREFORE, BE IT RESOLVED BY THE ERIENET LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Based upon the foregoing, and in compliance with ENLDC’s Procurement Policy, the ENLDC hereby selects Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson to undertake the Make Ready Construction Services, and hereby authorizes the Executive Director to negotiate and execute MSA’s with Northline, Harlan, Haugland, Henkels, O’Connell and H. Richardson, in consultation with the ENLDC’s general counsel, to undertake the Make Ready Construction Services in an aggregate amount not to exceed \$2,655,000, and any appropriate change orders or scope additions as approved by the Executive Director, in consultation with ENLDC Board Chair.

Section 2. The officers, employees and agents of the ENLDC are hereby authorized and directed for and in the name and on behalf of the ENLDC to do all acts and things required and to negotiate, execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the ENLDC with all of the terms, covenants and provisions of the documents executed for and on behalf of the ENLDC as related thereto and hereto.

Section 3. Any and all actions heretofore taken or authorized by ENLDC and/or its officers, employees and agents with respect to this resolution are hereby ratified, approved and confirmed in all aspects.

Section 4. This resolution shall take effect immediately.

Dated: April 16, 2024