

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 23-01**

A regular meeting of the ErieNet Local Development Corporation was convened on January 23, 2023 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 AN AGREEMENT TO ENGAGE LEIDOS ENGINEERING OF NY, PC TO PROVIDE ENGINEERING AND DESIGN SERVICES FOR ATTACHMENT OF BROADBAND ASSETS UPON AND WITHIN NATIONAL GRID INFRASTRUCTURE AND (ii) THE NEGOTIATION AND EXECUTION OF AN AGREEMENT TO ENGAGE ECC TECHNOLOGIES, INC. TO PROVIDE SALES, MARKETING, AND OPERATIONS SUPPORT SERVICES

WHEREAS, the ENLDC is an affiliate of the County of Erie (the “County”) and 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 Erie 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 internet 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 pre-construction survey and engineering design and make ready work analysis and studies of the National Grid Infrastructure (the “Infrastructure Analysis”) for purposes of ensuring that Broadband Assets installation and operations can utilize and not otherwise adversely impact National Grid Infrastructure; and

WHEREAS, National Grid has preapproved five engineering firms, and otherwise will only permit one of these preapproved five engineering firms, to undertake the required Infrastructure Analysis; and

WHEREAS, on September 8, 2022, ECC Technologies, Inc. (“ECC”), on behalf of ENLDC, and in compliance with National Grid’s requirements, issued a request for proposals to the five preapproved engineering firms seeking to procure a service provider to undertake the required Infrastructure Analysis (the “Infrastructure RFP”); and

WHEREAS, only two of the five preapproved engineering firms responded to the Infrastructure RFP, and

WHEREAS, the Chair and ECC have reviewed the two RFP responses, and based upon cost a differential of approximately \$200,000, recommend that ENLDC engage Leidos Engineer of NY, PC (“Leidos”) to undertake the Infrastructure Analysis; and

WHEREAS, ENLDC desires to engage a consultant to provide operations management services, sales and operations administration, marketing services, general administration services, customer services, pre-sales design services, and network operations services (collectively, “Sales, Marketing, and Operations Support Services”); in support of the Project; and

WHEREAS, ENLDC desires that the Sales, Marketing, and Operations Support Services consultant will, as ENLDC transitions from design and construction to operations, facilitate and oversee the buildout and maintenance of the Project’s client base, including municipalities and those in the telecommunications, healthcare, and education industries; and

WHEREAS, on November 30, 2022, ENLDC issued a Sales, Marketing, and Operations Support Services request for proposals for (the “Sales, Marketing and Operations RFP”), in a manner consistent with its Procurement Policy, to seven qualified firms and posted the Sales, Marketing and Operations RFP on the Erie County Division of Purchase Procurement website: and

WHEREAS, ECC was the only respondent to the Sales, Marketing and Operations RFP; and

WHEREAS, an ENLDC selection committee met on January 11, 2023 to review the ECC Sales, Marketing and Operations RFP response and based upon ECC’s knowledge of the industry and the Project, the selection committee recommends that ENLDC engage ECC to undertake the activities as so specified within the Sales, Marketing and Operations RFP.

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

Section 1. The ENLDC hereby ratifies, authorizes, and approves of the issuance of the Leidos RFP and the Sales, Marketing and Operations RFP.

Section 2. In accordance with the New York State Environmental Quality Review Act (“SEQRA”), the Infrastructure Analysis is a Type II action exempt from review pursuant to Section 617.5(c)(27) of the SEQRA regulations.

Section 3. In accordance with SEQRA, the action so specified within the Sales, Marketing and Operations RFP is a Type II action exempt from review pursuant to Section 617.5(c)(25) and (26)) of the SEQRA regulations.

Section 4. Based upon the foregoing, and in compliance with ENLDC’s Procurement Policy, the ENLDC hereby selects Leidos to undertake the Infrastructure Analysis, and hereby authorizes the Chair to negotiate and execute a contract with

Leidos, in consultation with the ENLDC's general counsel, to undertake the Infrastructure Analysis, in an amount not to exceed \$1,238,400 and any appropriate change orders or scope additions as approved by the Chair.

Section 5. Based upon the foregoing, and in compliance with ENLDC's Procurement Policy, the ENLDC hereby selects ECC to undertake the services described in the Sales, Marketing and Operations RFP and hereby authorizes the Chair to negotiate and execute a contract with ECC, in consultation with the ENLDC's general counsel, in an amount not to exceed \$1,440,000 and any appropriate change orders or scope additions as approved by the Chair.

Section 5. 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 6. Any and all actions heretofore taken or authorized by the ILDC and/or its officers, employees and agents with respect to this resolution are hereby ratified, approved and confirmed in all aspects.

Section 7. This resolution shall take effect immediately.

Dated: January 23, 2023