

MEMBER AUTHORIZING RESOLUTION
ERIENET LOCAL DEVELOPMENT CORPORATION

County of Erie
Hon. Mark C. Poloncarz, Erie County Executive

WHEREAS, the Erie County Legislature issued a Resolution dated November 29, 2021 (the “County Resolution”), which authorized the establishment of the ErieNet Local Development Corporation (the “Corporation”) pursuant to and in accordance with Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) as a charitable not-for-profit corporation of the State of New York (the “State”) with purposes and powers included and as set forth within N-PCL Section 1411 (hereinafter, the “Act”); and

WHEREAS, the Corporation was established pursuant that certain Certificate of Incorporation establishing the Corporation as filed with the New York Secretary of State on April 26, 2022 (the “Certificate”) and is charged with undertaking the overall ErieNet Project in accordance with the purposes and powers vested with local development corporations pursuant to the Act; and

WHEREAS, the undersigned, being the sole Member of the Corporation (the “Member”) acting on behalf of the County, ex officio, desires to (i) confirm and appoint the Directors of the Corporation; and (ii) approve the form of proposed By-laws of the Corporation, such proposed By-laws being attached hereto as Exhibit A, and (iii) authorize the Board of Director to undertake organizational activities, including the adoption of By-Laws in accordance with the Act.

NOW, THEREFORE, THE UNDERSIGNED, HEREBY AUTHORIZES AND APPROVES:

1. Consistent with the Corporation’s Certificate, the Member hereby confirms the acknowledges the appointment of, and appoints, the following persons (those with a title listed next to their name are deemed appointed to serve ex-officio during the pendency of the identified County office) as Directors of the Corporation until their respective successors are appointed and shall qualify or until their earlier resignations:

Timothy Meyers, Erie County Legislature Majority Leader
Joseph Lorigo, Erie County Legislature Minority Leader
Mark Cornell, Erie County Deputy Budget Director
Michael Breeden, Erie County Chief Information Officer
Jeremy Toth, Erie County Attorney
Daniel Castle, Erie County Commissioner of Environment and Planning
John Spears, Director of the Buffalo and Erie County Public Library
Thomas Baines, Deputy Commissioner of Planning & Economic Development

2. The adoption of By-Laws by the appointed Directors in the form attached hereto as Exhibit A.

3. That the Directors and officers of the Corporation be, and the same hereby are, authorized, empowered and directed to do all things and acts and to execute all documents as may be necessary or advisable and proper to carry on the business of the Corporation.

4. The Member of the Corporation hereby approves and ratifies the actions taken heretofore by the incorporator and/or any initial directors in the incorporation of the Corporation.

5. These resolutions shall take effect immediately.

Dated: _____, 2022

Member

By: Hon. Mark C. Poloncarz, Erie County Executive

Exhibit A

[ErieNet By-laws]