

ERIENET LOCAL DEVELOPMENT CORPORATION

RESOLUTION 23-25

A regular meeting of the ErieNet Local Development Corporation was convened on November 21, 2023 at 1:00 p.m.

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

RESOLUTION OF THE ERIENET LOCAL DEVELOPMENT CORPORATION (“ENLDC”) AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN AGREEMENT TO ENGAGE DRESCHER & MALECKI LLP (“D&M”) FOR AUDITING SERVICES

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, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009 (collectively, the “PAAA”), designed to ensure that New York’s public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, pursuant to the PAAA, ENLDC is required to have an annual audit conducted and have comparative financial statements prepared in accordance with auditing standards generally accepted in the United States of America (“U.S. GAAS”) and Government Auditing Standards of the Comptroller General of the United States of America (the “Auditing Services”), and

WHEREAS, relative to same, ENLDC issued a Request for Proposals (“RFP”) on August 23, 2023, seeking a qualified accounting firm (“Accounting Firm”) to provide the Auditing Services; and

WHEREAS, in response to the RFP, ENLDC received two (2) quality responses from Accounting Firms (the “RFP Responses”), which were evaluated on November 15, 2023 by ENLDC’s RFP Selection Committee, comprised of independent members of the ENLDC Board of Directors; and

WHEREAS, following a review of the RFP Responses, the RFP Selection Committee has recommended D&M to complete the Auditing Services on ENLDC’s behalf, and ENLDC desires to retain D&M for the Auditing Services in an amount not to exceed \$20,500.

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 D&M to provide the Auditing Services and hereby authorizes the Chair to execute an engagement letter with D&M, in consultation with the ENLDC's general counsel, to provide the Auditing Services in an amount not to exceed \$20,500.

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: November 21, 2023