

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 23-04**

A regular meeting of the ErieNet Local Development Corporation was convened on April 18, 2023 at 1:00 p.m.

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

RESOLUTION OF THE ERIENET LOCAL DEVELOPMENT CORPORATION (“ENLDC”) APPPOINTING AN EXECUTIVE DIRECTOR AND AUTHORIZING THE ENLDC CHAIRPERSON IN CONSULTATION WITH THE PERSONNEL COMMITTEE AND LEGAL COUNSEL TO NEGOTIATE AND EXECUTE AN EMPLOYMENT AGREEMENT BETWEEN THE EXECUTIVE DIRECTOR AND ENLDC

WHEREAS, the ENLDC 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 of Erie 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, ENLDC has determined that it is necessary to hire an Executive Director to manage the day-to-day operations of the Project and the Corporation; and

WHEREAS, after an extensive recruitment and interview process, the Personnel Committee, consisting of Thomas E. Baines, Dan Castle, John Spears, and Mark Cornell, has unanimously recommended Melissa Hartman be appointed to serve as and employed as Executive Director of the Corporation; and

WHEREAS, in consultation with the Personnel Committee, Legal Counsel and within the parameters previously established by the Board or Directors, the Chairperson has offered Melissa Hartman the Executive Director position, subject to ENLDC approval, and she has accepted the position, subject to ENLDC approval, all of the foregoing subject to execution of an employment agreement by and between the ENLDC and Melissa Hartman; and

WHEREAS, upon accepting the position as Executive Director, Ms. Hartman has agreed to a start date of May 1, 2023, ending her current position within sixty (60) days thereafter.

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

Section 1. The ENLDC hereby ratifies and approves the actions taken by the Chairperson and the Personnel Committee and the offering of the position of Executive Director to Melissa Hartman, at a salary that is consistent with the salary range, and benefits, as same were included in the job posting for the position.

Section 2. The ENLDC hereby appoints Melissa Hartman as its Executive Director.

Section 3. The Board hereby authorizes the Chairperson in consultation with the Personnel Committee and Legal Counsel, to negotiate and execute an employment agreement with Melissa Hartman consistent with the foregoing.

Section 4. All actions of any member of the Board of Directors or Officer that were taken or made prior to the date of this resolution are ratified and approved.

Dated: April 18, 2023

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 23-05**

A regular meeting of the ErieNet Local Development Corporation was convened on April 18, 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 A SHARED SERVICES AGREEMENT WITH THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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 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 of Erie 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, the ENLDC is authorized to enter into contracts to carry out its corporate purposes; and

WHEREAS, the ENLDC requires payroll and human resources services to properly handle employee relations and payroll functions for employees of the ENLDC; and

WHEREAS, the Erie County Industrial Development Agency (the “Agency”) provides payroll and human resources services for organizations that have similar public service and public benefit powers and purposes as those of the ENLDC; and

WHEREAS, pursuant to the ENLDC’s Procurement Policy, a contract in the amount of \$5,000 or less does not require formal bidding, and the cost of retaining the Agency for such payroll and human resources services is less than \$5,000; and

WHEREAS, it is in the best interest of the ENLDC to engage payroll and human resources services to provide such services to its employees; and

WHEREAS, the ENLDC desires to engage the Agency to provide payroll and human resource 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 authorizes the Chair in consultation with ENLDC Legal Counsel to negotiate and execute a Shared Services Agreement with the Agency for purposes of providing payroll and human resources services, in an amount not to exceed \$5,000.

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 the 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 18, 2023

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 23-06**

A regular meeting of the ErieNet Local Development Corporation was convened on April 18, 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 WITH GRAYBAR TO PROVIDE OUTSIDE PLANT FIBER OPTIC CABLE AND TELECOMMUNICATIONS CABINETS

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 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 of Erie 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 necessary for the construction of the Project’s infrastructure to purchase fiber optic cabling and pole mounted telecommunication cabinets to build out the broadband network; and

WHEREAS, pursuant to a resolution adopted by the ENLDC on December 16, 2022, the ENLDC authorized the purchase of Project related equipment (the “Project Equipment”) as so described therein; and

WHEREAS, with respect to certain components of the Project Equipment, the ENLDC obtained six (6) quotes for fiber optic cabling and three (3) quotes for the telecommunications cabinets, both in a manner consistent with the ENLDC Procurement Policy; and

WHEREAS, the ENLDC Selection Committee consisting of three members of the Board of Directors Board (Thomas E. Baines, Dan Castle, and Mike Breeden) and a representative from ECC Technologies, reviewed the quotes so obtained and based on cost, product type, location of manufacturing, and warranty, the Selection Committee unanimously recommends that ENLDC engage Graybar to provide fiber optic cabling and telecommunications cabinets; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as "SEQRA"), the purchase of fiber optic cabling and the telecommunications cabinets is a Type II action exempt from review pursuant to Section 617.5(c)(31) of the SEQRA regulations.

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 selects Graybar to provide fiber optic cabling and telecommunications cabinets for the Project, and hereby authorizes the Chair to negotiate and execute a contract with Graybar, in consultation with the ENLDC's Legal Counsel, to provide fiber optic cabling and telecommunications cabinets, in an amount not to exceed \$1,975,036 and \$293,644 respectively.

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 18, 2023

**ERIENET LOCAL DEVELOPMENT CORPORATION
RESOLUTION 23-07**

A regular meeting of the ErieNet Local Development Corporation was convened on April 18, 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 (i) THE NEGOTIATION AND EXECUTION OF AN AGREEMENT TO ENGAGE THE DDS COMPANIES TO PROVIDE PROFESSIONAL ENGINEERING SERVICES TO ENLDC

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 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 of Erie 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 necessary for the construction of the Project’s infrastructure to be contracted directly with a New York State (“NYS”) authorized and licensed professional engineering firm to produce any permits, applications, surveys, documents, and/or drawings that require a NYS licensed professional engineer or licensed land surveyor to stamp and seal with respect to the Project; and

WHEREAS, the Project may impact lands owned by the NYS Department of Transportation, the New York State Thruway Authority, and various other parcels of municipal property and right of ways that may require professional services, in particular underground construction permits; and

WHEREAS, in recognition of the need to obtain professional engineering services with respect to this portion of the Project, the ENLDC obtained three (3) quotes in a manner consistent with the ENLDC Procurement Policy; and

WHEREAS, the ENLDC Selection Committee, consisting of consisting of ENLDC board members (Thomas E. Baines, Dan Castle, and Mike Breeden) and a representative from ECC Technologies, reviewed the three (3) quotes so obtained and based on cost and industry reputation, the Selection Committee

recommends that ENLDC engage The DDS Company to provide professional engineering services to ENLDC for the Project as described herein.

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 The DDS Company to provide professional engineering services for the Project and hereby authorizes the Chair to negotiate and execute a contract with The DDS Company, in consultation with the ENLDC's general counsel, to provide professional engineering services, in an amount not to exceed \$710,186.

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 18, 2023