

**ERIENET LOCAL DEVELOPMENT CORPORATION  
RESOLUTION 23-12**

**RESOLUTION TO ENGAGE UNDERGROUND FIBER OPTIC INFRASTRUCTURE  
CONSTRUCTION FIRMS**

A regular meeting of the ErieNet Local Development Corporation was convened on June 20, 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 SB&C SERVICES (“SB&C”) TO PROVIDE UNDERGROUND FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES, AND (ii) THE NEGOTIATION AND EXECUTION OF AN AGREEMENT TO ENGAGE M&C UTILITIES LLC (“M&C”) TO PROVIDE UNDERGROUND FIBER OPTIC INFRASTRUCTURE CONSTRUCTION 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 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 (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, the Project requires the construction/installation of approximately 362 miles of fiber optic cable, including the furnishment and installation of approximately 10 miles of buried 2” HDPE duct as part of the overall fiber optic network, to be placed underground within existing state, county, or local Rights-of-Way (ROW) in locations where poles are either too congested or do not exist, and for highway, railroad and/or river crossings, and ancillary thereto, it is necessary to procure labor, certain equipment, tools, materials, project management, and other services or components to accomplish the foregoing (collectively, the “Underground Fiber Optic Infrastructure Installation Project”, being a component part of the Project); and

WHEREAS, on January 12, 2023, ECC Technologies, Inc. (“ECC”), on behalf of ENLDC and in compliance with ENLDC’s Procurement Policy, issued an RFP (the “RFP”) with respect to the Underground Fiber Optic Infrastructure Installation Project; and

WHEREAS, there were two (2) responses to the RFP (the "RFP Responses"), provided by SB&C Services ("SB&C") and M&C Utilities LLC ("M&C"); and

WHEREAS, given the highly technical nature of the Underground Fiber Optic Infrastructure Installation Project, ECC reviewed both responses and given the similar pricing proposals offered by SB&C and M&C, made the recommendation to share the contract between SB&C and M&C to ensure the work 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 RFP Responses and considered ECC's findings as heretofore described with respect to the ability and capability of SB&C and M&C to successfully undertake the Underground Fiber Optic Infrastructure Installation Project, were amendable to the approach recommended by ECC with respect to sharing the contract between SB&C and M&C, and recommends that SB&C and M&C be retained to undertake the Underground Fiber Optic Infrastructure Installation Project; and

WHEREAS, all work associated with the Underground Fiber Optic Infrastructure Installation Project shall meet or exceed appropriate local, city, county, state, or federal codes and regulations, including, but is not limited to, OSHA, NEC, and EPA and SEQRA requirements, and SB&C and M&C shall work with ENLDC and its Project Engineers, Construction Manager, Contract Administrators, and other designees to secure all required inspections, permits, and/or approvals, including any electrical, traffic and safety permits required.

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 SB&C and M&C to jointly undertake the Underground Fiber Optic Infrastructure Installation Project, and hereby authorizes the Executive Director to negotiate and execute contracts with SB&C and M&C, in consultation with the ENLDC's general counsel, to undertake the Underground Fiber Optic Infrastructure Installation Project (i) in an amount not to exceed \$718,226 with respect to the SB&C services, and (ii) in an amount not to exceed \$728,437 with respect to the M&C services.

Section 2. In the event a change order exceeds (i) \$718,226 with respect to the SB&C services, or (ii) \$728,437 with respect to the M&C services, the Executive Director, in consultation with the Chair, is hereby authorized to negotiate and execute any work order changes and amendments as he/she shall deem necessary, his/her signature being conclusive evidence that he/she did so deem said change(s) and amendment(s) to be necessary or desirable and in the best interest of the ENLDC.

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: June 20, 2023

**ERIENET LOCAL DEVELOPMENT CORPORATION**

**CREDIT CARD POLICY RESOLUTION  
RESOLUTION 23-13**

A regular meeting of the ErieNet Local Development Corporation was convened on June 20, 2023 at 1:00 p.m.

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

**RESOLUTION OF THE ERIENET LOCAL DEVELOPMENT CORPORATION (“ENLDC”) ADOPTING AND APPROVING A CREDIT CARD POLICY FOR ENLDC**

WHEREAS, ENLDC was established 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, ENLDC was specifically created and empowered by the County of Erie (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, ENLDC anticipates making certain expenditures in furtherance of the Project and its powers and purposes by credit card; and

WHEREAS, to ensure expenditures made by credit card meet the thresholds and requirements established in the Procurement Policy and Travel and Disbursements Policy of ENLDC, the Board of Directors desire to adopt and approve a Credit Card Policy for ENLDC, in the form annexed hereto as **Exhibit A**; and

NOW, THEREFORE, BE IT RESOLVED BY ENLDC AS FOLLOWS:

Section 1. The Credit Card Policy attached hereto as **Exhibit A** is hereby adopted and approved.

Section 2. The Board of Directors hereby approve the issuance of, and hereby directs the Treasurer of ENLDC to, apply for one or more credit cards on behalf of ENLDC through ENLDC’s primary bank.

Section 3. The Board of Directors hereby authorize the Treasurer to exercise its powers enumerated in the Credit Card Policy, including, but not limited to, serving as the custodian for all ENLDC credits cards not in use by an Authorized User, monitoring expenditures made on ENLDC credit cards, and approving the payment of credit card charges in consultation with the Executive Director.

Section 4. In accordance with Article IV of the Credit Card Policy, the Board of Directors hereby authorize the Treasurer, in consultation with the Board of Directors, to take any and all actions necessary to recoup unauthorized or improper expenditures made on ENLDC's credit cards.

Section 5. The officers, employees and agents of the ENLDC are hereby authorized to do all things necessary or appropriate for the accomplishment of the purpose of this resolution and all acts heretofore taken by the Board of Directors and/or officers, employees and agents of the ENLDC with respect to such activities are hereby ratified and approved.

Section 6. This resolution shall take effect immediately.

Dated: June 20, 2023