A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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 EXECUTION OF A LEASE AGREEMENT FOR OFFICE SPACE AT SERENDIPITY LABS LOCATED AT SENECA ONE TOWER, CITY OF BUFFALO, NEW YORK ("LEASE")

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 internet services within and throughout the County to ensure growth, equity and prosperity for the County (the "Project"), and

WHEREAS, ENLDC has limited needs for office space and desires to occupy flexible and efficient and cost-effective space to be utilized for its operational and management activities; and

WHEREAS, ENLDC solicited quotations from various landlords in the Buffalo metropolitan area for the lease of office space consistent with its needs and obtained three (3) quotes for prospective office space leases, receiving one (1) from Hansa Workspace, and two (2) from Douglas Development (the "Lease Options"); and

WHEREAS, the Executive Director reviewed and evaluated the Lease Options and conducted site visits to each proposed lease location, and has made the recommendation that ENLDC enter into a lease with Douglas Development for the lease of certain property located at Serendipity Labs in Seneca One Tower, 29th Floor, Buffalo, New York for a term of twelve (12) months (the "Lease"), in consideration of relevant factors including Douglas Development offering a monthly rent cost of \$2,400 per month as requested by ENLDC, the inclusion of furniture and utilities such as high speed internet in the cost of monthly rent, adequate parking for customers and business associates of ENLDC, and the access to conference rooms; and

WHEREAS, pursuant to the ENLDC Real Property Acquisition Policy, ENLDC may acquire an interest in real property provided that the interest in real property is acquired for not more than its fair market value, as determined by an independent real property appraiser; and

WHEREAS, ENLDC has utilized the Lease Options to determine the fair market value of similarly sized office space leases in the Buffalo metropolitan area that best suit its needs in lieu of obtaining an independent appraisal for same, and has determined that the value of the Lease is for not more than fair market value.

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

Section 1. Based upon the foregoing, and in compliance with the ENLDC Real Property Acquisition Policy, the ENLDC hereby agrees to enter into a Lease with Douglas Development for an initial twelve (12) month term, at a cost not to exceed \$28,800 annually (\$2,400 per month), subject to adjustment for any renewal terms.

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.

<u>Section 3</u>. 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: August [*], 2023

A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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 HIRING OF AN ADMINISTRATIVE COORDINATOR

WHEREAS, the ENLDC is authorized and empowered by Section 1411 of the Notfor-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 of Erie 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 Executive Director recommended the hiring of an Administrative Coordinator to assist the Executive Director with managing the day-to-day operations of the Project and ENLDC; and

WHEREAS, after undertaking a recruitment and interview process, the Personnel Committee, consisting of Mark Cornell, Thomas Baines, John Spears and Dan Castle, has recommended a qualified candidate for the position of Administrative Coordinator, and recommends the creation of the Administrative Coordinator position for ENLDC; and

WHEREAS, in consultation with the Personnel Committee, and subject to ENLDC approval, the Executive Director has offered the candidate the Administrative Coordinator position and the candidate has accepted the position with an agreed upon start date of September 5, 2023.

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

<u>Section 1</u>. The ENLDC hereby ratifies and approves the actions taken by the Executive Director and the Personnel Committee (i) related to the creation of the position of Administrative Coordinator, and (ii) the offer of employment extended by the Executive Director for the Administrative Coordinator position.

<u>Section 2</u>. The ENLDC hereby approves the creation of the Administrative Coordinator position, with a starting salary range of \$55,000 to \$60,000 and benefits.

<u>Section 3</u>. The Board hereby authorizes the Executive Director, in consultation with the Personnel Committee and ENLDC Legal Counsel, to finalize the hiring process with the qualified candidate consistent with the foregoing.

A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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 MASTER SERVICES AGREEMENTS TO ENGAGE NORTHLINE UTILITIES. LLC ("NORTHLINE"). THAYER POWER AND COMMUNICATION LLC ("THAYER"), HAUGLAND GROUP ("HAUGLAND"), HENKELS AND MCCOY, INC. ("HENKELS") AND HARLAN ELECTRIC COMPANY ("HARLAN") TO PROVIDE MAKE-READY FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES RELATED TO NEW YORK STATE GAS AND ELECTRIC CORPORATION ("NSYEG") INFRASTUCTURE IN A TOTAL AMOUNT NOT TO EXCEED \$2,700,000

WHEREAS, the ENLDC is authorized and empowered by Section 1411 of the Notfor-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, 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 NYSEG (the "NYSEG Infrastructure"); and

WHEREAS, prior to installing Broadband Assets upon/within the NYSEG Infrastructure, NYSEG requires that ENLDC undertakes certain required make ready activities within the NYSEG Infrastructure (the "Make Ready Construction Services") for the purpose of ensuring that Broadband Assets are installed in a manner which will not otherwise adversely impact existing infrastructure installed on the NYSEG Infrastructure; and

WHEREAS, in accordance with the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as "SEQRA"), the Make Ready Construction Services are Type II actions exempt from review pursuant to Section 617.5(c)(27) of the SEQRA regulations; and

WHEREAS, on July 23, 2023, ECC Technologies, Inc. ("ECC"), on behalf of ENLDC and in compliance with ENLDC's Procurement Policy, issued a Request for Quotations (the "RFQ") to thirteen (13) make ready contractors pre-approved by NYSEG with respect to the Make Ready Construction Services; and

WHEREAS, there were ten (10) responses to the RFQ (the "RFQ Responses"); and

WHEREAS, ECC reviewed the RFQ Responses, and given the similar pricing proposals offered by Northline, Thayer, Haugland, Henkels and Harlan, and to ensure the Make Ready Construction Services can be completed in an efficient, cost-effective manner, ECC has made the recommendation for ENLDC to enter separate Master Services Agreements (the "MSA's") with Northline, Thayer, Haugland, Henkels and Harlan to ensure the Make Ready Construction Services 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 RFQ Responses and considered ECC's findings as heretofore described with respect to the ability and capability of Northline, Thayer, Haugland, Henkels and Harlan to successfully undertake the Make Ready Construction Services, were amendable to the approach recommended by ECC with respect to sharing the contract between Northline, Thayer, Haugland, Henkels and Harlan, and recommends that Northline, Thayer, Haugland, Henkels and Harlan be retained to undertake the Make Ready Construction Services.

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

<u>Section 1</u>. Based upon the foregoing, and in compliance with ENLDC's Procurement Policy, the ENLDC hereby selects Northline, Thayer, Haugland, Henkels and Harland to undertake the Make Ready Construction Services, and hereby authorizes the Executive Director to negotiate and execute MSA's with Northline, Thayer, Haugland, Henkels, and Harlan in consultation with the ENLDC's general counsel, to undertake the Make Ready Construction Services in an aggregate amount not to exceed \$2,700,000, and any appropriate change orders or scope additions as approved by the Executive Director, in consultation with ENLDC Board Chair.

<u>Section 2</u>. 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.

<u>Section 3</u>. 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.

A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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) RATIFICATION AND APPROVAL OF A CERTAIN POLE ATTACHMENT AGREEMENT (THE "POLE ATTACHMENT AGREEMENT") BY AND BETWEEN ENLDC AND VERIZON NEW YORK INC. ("VERIZON"); (ii) THE NEGOTIATION AND EXECUTION OF A CERTAIN CONDUIT LICENSE AGREEMENT BY AND BETWEEN ENLDC AND VERIZON (THE "CONDUIT AGREEMENT"); AND (iii) AUTHORIZE THE EXPENDITURE OF FUNDS (A) NOT TO EXCEED \$960,000 IN FURTHERANCE OF THE COMPLETION OF CERTAIN "MAKE-READY" SERVICES, AND NOT TO EXCEED \$89,700 IN FURTHERANCE OF THE PAYMENT OF THE ANNUAL POLE OCCUPANCY FEE AS PROVIDED FOR IN THE POLE ATTACHMENT AGREEMENT, (B) NOT TO EXCEED \$10,000 IN FURTHERANCE OF CERTAIN "MAKE- READY" SERVICES, AND NOT TO EXCEED \$5,280 IN FURTHERANCE OF THE PAYMENT OF THE ANNUAL CONDUIT OCCUPANCY FEE AS PROVIDED FOR IN THE CONDUIT AGREEMENT, RESPECTIVELY

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, 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 Verizon (the "Verizon Infrastructure"); and

WHEREAS, to access and utilize the Verizon Infrastructure to install and operate the Broadband Assets, Verizon has requested that ENLDC enter into a certain Pole Attachment Agreement and Conduit Agreement (collectively, the "Infrastructure Agreements") with Verizon, which shall grant ENLDC the right to attach its Broadband Assets to the Verizon Infrastructure, subject to the terms and conditions contained in the Infrastructure Agreements; and

WHEREAS, on or about October 4, 2022, the ENLDC and Verizon entered into a certain Pole Attachment Agreement; and

WHEREAS, prior to installing Broadband Assets upon/within the Verizon Infrastructure, and pursuant to the Infrastructure Agreements, Verizon requires that certain required pre-construction survey and engineering design and make ready work analysis and studies of the Verizon Infrastructure (the "Infrastructure Analysis") and certain make-ready construction activities (the "Infrastructure Construction", and collectively with the Infrastructure Analysis, the "Make-Ready Work") be undertaken for purpose of ensuring that the Broadband Assets can be utilized and the installation and operation of the Broadband Assets shall not otherwise adversely impact the Verizon Infrastructure; and

WHEREAS, per Verizon's internal policy requirements, Verizon shall manage and retain contractors for the required Make-Ready Work; and

WHEREAS, to undertake the Make-Ready Work as required by the Infrastructure Agreements, ENLDC is required to reimburse Verizon for the costs of the Make-Ready Work; and

WHEREAS, pursuant to the terms and conditions of the Pole Attachment Agreement, (i) Make-Ready Work will need to be conducted on approximately 10,000 poles, and such service shall not exceed \$960,000 (the "Pole Attachment Make-Ready Expenditure"), and (ii) ENLDC shall pay to Verizon an annual Occupancy Fee of \$8.97 per pole (the "Annual Pole Occupancy Fee") for ENLDC's annual use and maintenance of the Broadband Assets within the Verizon Infrastructure; and

WHEREAS, pursuant to the terms and conditions of the Conduit Agreement, (i) Make-Ready Work will need to be conducted on approximately 10,560 feet of conduit, and such service shall not exceed \$10,000 (the "Conduit Make-Ready Expenditure"), and (ii) ENLDC shall pay to Verizon an annual Occupancy Fee of \$0.50 per linear foot (the "Annual Conduit Occupancy Fee") for ENLDC's annual use and maintenance of the Broadband Assets within the Verizon Infrastructure; and

WHEREAS, in conformity with Section B(2)(b)(e) of the ENLDC Procurement Policy, ENLDC may enter into the Infrastructure Agreements

pursuant to the "sole source" procurement exemption, as (i) there was only one possible source to obtain access to the Verizon Infrastructure, (ii) no other services provide substantially equivalent or similar benefits, and (iii) considering the benefits, the cost to the ENLDC was reasonable; and

WHEREAS, ENLDC desires to ratify and approve the Pole Attachment Agreement, and further desires to authorize the expenditure of funds (i) not to exceed \$960,000 in furtherance of the Pole Attachment Make-Ready Expenditure, and (ii) not to exceed \$89,700 in furtherance of the payment of the Annual Pole Occupancy Fee, as collectively provided for in the Pole Attachment Agreement; and

WHEREAS, ENLDC desires to enter into the Conduit Agreement, and further desires to authorize the expenditure of funds (i) not to exceed \$10,000 in furtherance of the Conduit Make-Ready Expenditure, and (ii) not to exceed \$5,280 in furtherance of the payment of the Annual Conduit Occupancy Fee, as collectively provided for in the Conduit Agreement.

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

- Section 1. In accordance with the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as "SEQRA"), the Make-Ready Work is a Type II action exempt from review pursuant to Section 617.5(c)(27) of the SEQRA regulations.
- <u>Section 2</u>. ENLDC hereby ratifies, confirms, and approves the Pole Attachment Agreement.
- Section 3. Based upon the foregoing, and in compliance with ENLDC's Procurement Policy, the ENLDC hereby authorizes the Executive Director to negotiate and execute the Conduit Agreement, in consultation with ENLDC Legal Counsel, to provide access to the Verizon Infrastructure, and shall include such other terms and conditions as the Executive Director determines to be appropriate and in the best interest of ENLDC.
- Section 4. The ENLDC hereby authorizes the expenditure of funds (i) not to exceed \$960,000 in furtherance of the Pole Attachment Make-Ready Expenditure, and (ii) not to exceed \$89,700 in furtherance of the payment of the Annual Pole Occupancy Fee, as collectively provided for in the Pole Attachment Agreement.
- Section 5. The ENLDC hereby authorizes the expenditure of funds (i) not to exceed \$10,000 in furtherance of the Conduit Make-Ready Expenditure, and (ii)

not to exceed \$5,280 in furtherance of the payment of the Annual Conduit Occupancy Fee, as collectively provided for in the Conduit Agreement.

Section 6. 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.

<u>Section 7</u>. 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.

<u>Section 8</u>. This resolution shall take effect immediately.

A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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 A CERTAIN AGREEMENT AUTHORIZING ATTACHMENT OF COMMUNICATION CABLE AND FACILITIES ON CERTAIN NIAGARA MOHAWK POWER CORPORATION ELECTRIC TRANSMISSION POLES BY AND BETWEEN ENLDC AND THE NIAGARA MOHAWK POWER CORPORATION ("NATIONAL GRID" AND THE AGREEMENT SO REFERENCED BEING HEREINAFTER REFERRED TO AS THE "TRANSMISSION POLE ATTACHMENT AGREEMENT"); (ii) THE NEGOTIATION AND EXECUTION OF A CERTAIN CONDUIT OCCUPANCY AGREEMENT BY AND BETWEEN ENLDC AND NATIONAL GRID (THE "CONDUIT AGREEMENT"); (iii) THE RATIFIATION AND APPROVAL OF A CERTAIN CLEC POLE ATTACHMENT AGREEMENT BY AND BETWEEN ENLDC AND NATIONAL GRID (THE "CLEC AGREEMENT"); AND (iv) AUTHORIZE THE EXPENDITURE OF FUNDS (A) NOT TO EXCEED \$67,200 IN FURTHERANCE OF MAKE READY CHARGES, AND NOT TO EXCEED \$3,135 IN FURTHERANCE OF THE PAYMENT OF THE ANNUAL POLE OCCUPANCY FEE AS PROVIDED FOR IN THE TRANSMISSION POLE ATTACHMENT AGREEMENT, (B) NOT TO EXCEED \$10,000 IN FURTHERANCE OF MAKE READY CHARGES. AND NOT TO EXCEED \$5.280 IN FURTHERANCE OF THE PAYMENT OF THE ANNUAL CONDUIT OCCUPANCY FEE AS PROVIDED FOR IN THE CONDUIT AGREEMENT, AND (C) NOT TO EXCEED \$2,655,000 IN FURTHERANCE OF MAKE READY CHARGES, AND NOT TO EXCEED \$80,358 IN FURTHERANCE OF THE PAYMENT OF THE ANNUAL CLEC POLE OCCUPANCY FEE AS PROVIDED FOR IN THE CLEC AGREEMENT, RESPECTIVELY

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 of Erie 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, 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, to access and utilize the National Grid Infrastructure to install and operate the Broadband Assets, National Grid has requested that ENLDC enter into a certain Transmission Pole Attachment Agreement, Conduit Agreement, and CLEC Agreement (collectively, the "Infrastructure Agreements") with National Grid; and

WHEREAS, prior to installing Broadband Assets upon/within the National Grid Infrastructure, and pursuant to the Infrastructure Agreements, National Grid requires that certain required pre-construction survey and engineering design and make ready work analysis and studies of the National Grid Infrastructure (the "Infrastructure Analysis") and certain make-ready construction activities (the "Infrastructure Construction", and collectively with the Infrastructure Analysis, the "Make-Ready Work") be undertaken for purpose of ensuring that the Broadband Assets can be utilized and the installation and operation of the Broadband Assets shall not otherwise adversely impact the National Grid Infrastructure, the cost of which shall be borne by ENLDC pursuant to the Infrastructure Agreements; and

WHEREAS, pursuant to the terms and conditions of the Transmission Pole Attachment Agreement (i) Make-Ready Work will need to be conducted on approximately 100 poles, and such service shall not exceed \$67,200 (the "Transmission Pole Make-Ready Expenditure"), and (ii) ENLDC shall pay to National Grid an annual Occupancy Fee of \$31.35 per pole (the "Annual Pole Occupancy Fee") for ENLDC's annual use and maintenance of transmission poles within the National Grid Infrastructure; and

WHEREAS, pursuant to the terms and conditions of the Conduit Agreement (i) Make-Ready Work will need to be conducted on approximately 10,560 feet of conduit, and such service shall not exceed \$10,000 (the "Conduit Make-Ready Expenditure"), and (ii) ENLDC shall pay to National Grid an estimated annual Occupancy Fee of \$0.50 per linear foot (the "Annual Conduit Occupancy Fee") for ENLDC's annual use and maintenance of the conduits within the National Grid Infrastructure; and

WHEREAS, pursuant to the terms and conditions of the CLEC Agreement (i) Make-Ready Work will need to be conducted on approximately 5,900 poles, and such service shall not exceed \$2,655,000 (the "CLEC Make-Ready Expenditure"), and (ii) ENLDC shall pay to National Grid an annual Occupancy Fee of \$13.62 per

pole (the "Annual CLEC Pole Occupancy Fee") for ENLDC's annual use and maintenance of the CLEC Distribution poles within the National Grid Infrastructure; and

WHEREAS, in conformity with Section B(2)(b)(e) of the ENLDC Procurement Policy, ENLDC may enter into the Infrastructure Agreements pursuant to the "sole source" procurement exemption, as (i) there was only one possible source to obtain access to the National Grid Infrastructure, (ii) no other services provide substantially equivalent or similar benefits, and (iii) considering the benefits, the cost to the ENLDC was reasonable; and

WHEREAS, ENLDC desires to enter into the Transmission Pole Attachment Agreement, and further desires to authorize the expenditure of funds (i) not to exceed \$67,200 in furtherance of the Transmission Pole Make-Ready Charges, and (ii) not to exceed \$3,135 in furtherance of the payment of the Annual Pole Occupancy Fee, as collectively provided for in the Transmission Pole Attachment Agreement; and

WHEREAS, ENLDC desires to enter into the Conduit Agreement, and further desires to authorize the expenditure of funds (i) not to exceed \$10,000 in furtherance of the Conduit Make-Ready Charges, and (ii) not to exceed \$5,280 in furtherance of the payment of the Annual Conduit Occupancy Fee, as collectively provided for in the Conduit Agreement; and

WHEREAS, ENLDC desires to ratify and approve the CLEC Distribution Pole Attachment Agreement, and further desires to authorize the expenditure of funds (i) not to exceed \$2,655,000 in furtherance of the CLEC Make-Ready Charges, and (ii) not to exceed \$80,358 in furtherance of the payment of the Annual CLEC Pole Occupancy Fee as provided for in the CLEC Agreement.

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

Section 1. In accordance with the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as "SEQRA"), Make-Ready Work is a Type II action exempt from review pursuant to Section 617.5(c)(27) of the SEQRA regulations.

Section 2. Based upon the foregoing, and in compliance with ENLDC's Procurement Policy, the ENLDC hereby authorizes the Executive Director to negotiate and execute the Transmission Pole Attachment Agreement and Conduit Agreement, respectively, in consultation with ENLDC Legal Counsel, to provide access to the National Grid Infrastructure, and shall include such other terms and conditions as the Executive Director determines to be appropriate and in the best interest of ENLDC.

<u>Section 3</u>. The ENLDC hereby ratifies and approves the CLEC Pole Agreement.

<u>Section 4</u>. The ENLDC hereby authorizes the expenditure of funds (i) not to exceed \$67,200 in furtherance of the Transmission Pole Make-Ready Charges, and (ii) not to exceed \$3,135 in furtherance of the payment of the Annual Pole Occupancy Fee, as collectively provided for in the Transmission Pole Attachment Agreement.

Section 5. The ENLDC hereby authorizes the expenditure of funds (i) not to exceed \$10,000 in furtherance of the Conduit Make-Ready Charges, and (ii) not to exceed \$5,280 in furtherance of the payment of the Annual Conduit Occupancy Fee, as collectively provided for in the Conduit Agreement.

<u>Section 6</u>. The ENLDC hereby authorizes the expenditure of funds (i) not to exceed \$2,655,000 in furtherance of the CLEC Make-Ready Charges, and (ii) not to exceed \$80,358 in furtherance of the payment of the Annual CLEC Pole Occupancy Fee as provided for in the CLEC Agreement.

<u>Section 7</u>. 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.

<u>Section 8</u>. 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 9. This resolution shall take effect immediately.

A special meeting of the ErieNet Local Development Corporation was convened on August 15, 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 AND APPROVING THE DEVELOPMENT AND CONSTRUCTION OF OPEN ACCESS DARK FIBER-OPTIC NETWORK IN ERIE COUNTY

WHEREAS, the ENLDC is authorized and empowered by Section 1411 of the Notfor-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, the Erie County Department of Environment and Planning ("DEP") previously engaged ECC Technologies, Inc. ("ECC") to perform a broadband feasibility study to provide analysis and guidance for the planning and development of broadband improvement strategies to support economic development in the County; and

WHEREAS, ECC issued a Final Report, dated March 31, 2017 (the "ECC Final Report"), which concluded that an open access network of high-speed broadband infrastructure ("Open Access Network") is an essential utility and critically needed asset to establish enhanced communication infrastructure among communities within the County; and

WHEREAS, the ECC Final Report recommended that a County-controlled provider be established to finance, build-out, control and maintain the Open Access Network to provide a not-for-profit broadband "dark fiber" infrastructure that is accessible by public and private organizations, including private providers which would light the Open Access Network with broadband service for customers; and

WHEREAS, in accordance with the ECC Final Report, pursuant to a certain Resolution of the Erie County Legislature dated as of November 29, 2021 (the "Authorizing Resolution"), the County authorized, among other things, the establishment of the ENLDC to study, design, and engineer the Open Access Network and to ultimately install fiber optic network services within and throughout the County (the "Project"); and

WHEREAS, in consultation with ECC, ENLDC has developed a model for the Project, which shall consist of constructing a middle market Open Access Network of approximately 400 miles in length, creating a broadband fiber optic infrastructure interconnecting the County's cities, towns and villages with existing fiber optic

infrastructure installed by public and private internet service providers and data centers within the County, to be constructed in the locations more particularly described in **Exhibit A**, attached hereto and made part hereof (the "Project Model"); and

WHEREAS, in furtherance of the Project, the ENLDC, by and through contractors, shall undertake various planning and construction activities, including conducting preconstruction surveys of various existing fiber assets (the "Infrastructure Analysis"), installing fiber optic cable on existing utility poles and conduits throughout Erie County (the "Cable Installation Activities"), and constructing ENLDC owned conduit facilities on private property as needed to facilitate the planned construction of the Project (the "Boring Activities"); and

WHEREAS, in furtherance of the recommendations described in the ECC Final Report and the mission of ENLDC, the ENLDC desires to approve the Project and construct the Project in accordance with the Project Model.

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

- <u>Section 1</u>. Based upon the recommendations made in the ECC Final Report and other correspondence submitted by ECC to ENLDC, and ENLDC board member review, discussion, and consideration of same, the ENLDC hereby finds and determines that:
- (A) ENLDC has been vested with all powers necessary and convenient to carry out and undertake the Project, and has the authority to take the actions contemplated herein; and
- (B) It is desirable and in the public interest for ENLDC to undertake the Project 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, in furtherance of supporting economic development in the County; and
- (C) ENLDC has assessed all material information included in connection with the Project Model necessary to afford a reasonable basis for the decision by the ENLDC to undertake the Project as described herein; and
- (D) Based upon a thorough and complete review of the Project Model and its accompanying materials and information, and the deliberation proceedings conducted by the ENLDC board members in contemplation of the Project, the ENLDC hereby determines that in accordance with the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations promulgated thereto at 6 NYCRR Part 617 (collectively referred to as "SEQRA"), the Infrastructure Analysis and the Cable Installation Activities and Boring Activities to be

conducted in furtherance of the Project are Type II actions exempt from review pursuant to Sections 617.5(c)(7) and 617.5(c)(27) of the SEQRA regulations.

<u>Section 2</u>. ENLDC hereby authorizes the undertaking of the Project in accordance with the Project Model and as described herein.

<u>Section 3</u>. 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.

<u>Section 4</u>. 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.

<u>Section 5</u>. This resolution shall take effect immediately.

EXHIBIT A PROJECT MODEL

[Attached]

-78.8896449
78 6143095
-78.91918844
-78.6402284
-78.7848402
-78.7190118
-78.8721547
-78.9048569
-78.8767449
-78.8918233
-78.8234431
-78.8051552
-78.8544988
-78.8128581
-78.8717035
-78.73291026
-79.02797542
-78.74002284
-78.7453444
-78.7794554
-78.78062243
-78.4932637
-78.5015203
-78.7546168
-78.8862665
-78.8664491
-78.66527034
-78.7478832
-78.6222094
-78.8251901
-78.8238537
-78.87838109
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79.04181697
78 6134063
70 COSETAS
-78.75337808
-78.8736051
-78.78030171
-78.68622989
-78.8853014
-78.55082978
-78.74429969
-78.51022032
-78.7250435
-78.61503425
-78.7496576
-78.8314052
-78.8696691
-78.78031733
-78.8753185
-78.87565078

1881 Bedell Rd, Grand Island, NY 14072, USA	-78.9620113	43.0378526		110 1881 Bedell Rd	11
310 Baseline Rd, Grand Island, NY 14072, USA	-78.9652206	42.96991599		9 318 Baseline Rd	109
3500 Baseline Rd, Grand Island, NY 14072, USA	-78.9669975	43.0569861		8 3500 Baseline Rd	108
3789 Walden Ave, Lancaster, NY 14086, USA	-78.6614147	42.916664	SEWER	7 3789 Walden Ave	107
260 Lehigh St, Lackawanna, NY 14218, USA	-78.83912691	42.81938795	SEWER		106
457 N Main St, Holland, NY 14080, USA	-78.549074	42.65082	SEWER		105
201 Main St, East Aurora, NY 14052, USA	-78.6274842	42.7676826	SEWER	4 201 Main St Mac says it's a hair cutting place (should be 211 Mill Rd)	104
9910 Wehrle Dr, Clarence, NY 14031, USA	-78.62039011	42.96613982	SEWER		103
3690 Lake Shore Rd, Buffalo, NY 14219, USA	-78.8501653	42.7861854	SEWER	2 3690 Lake Shore	102
8443 Lake Shore Rd, Angola, NY 14006, USA	-79.05695801	42.6559566	SEWER		101
86 Franklin St, Springville, NY 14141, USA	-78.66624531	42.50953619	CNTYIT		100
4295 S Buffalo St, Orchard Park, NY 14127, USA	-78.7434141	42.7664131	CNTY IT	4295 S Buffalo St Orchard Park Police Department	99
1 Sheriff Dr, Orchard Park, NY 14127, USA	-78.7424595	42.7194657	CNTY IT	8 1 Sheriff Dr	98
1272 Brant N C Rd, Brant, NY 14027, USA	-79.01554615	42.58919961	CNTY IT	7 1272 Brant N Collins Rd	97
10571 Main St, North Collins, NY 14111, USA	-78.9407654	42.5941351	CNTY IT	6 10571 Main St	96
50 West Ave, Hamburg, NY 14075, USA	-78.84259969	42.7172074	CNTY IT		95
100 Main St, Hamburg, NY 14075, USA	-78.8331984	42.715882	CNTY IT		94
1856 Whitehaven Rd, Grand Island, NY 14072, USA	-78.9603796	43.0212793	CNTY IT	3 1856 Whitehaven Rd	93
100 Legion Dr, Gowanda, NY 14070, USA	-78.9324926	42.4624474	CNTY IT	2 27 E Main St	92
1910 Bowen Rd, Elma, NY 14059, USA	-78.637081	42.8232861	CNTY IT		91
2070 Girdle Rd, Elma, NY 14059, USA	-78.6071421	42.83247299	CNTY IT	0 1711 Girdle Rd	98
2795 E Church St Suite 1, Eden, NY 14057, USA	-78.8954489	42.6522156	CNTY IT	89 2795 E Church St	90
201 Mill Rd, East Aurora, NY 14052, USA	-78.6332392	42.7626966	CNTY IT	8 201 Mill Rd	88
8812 NY-240, Colden, NY 14033, USA	-78.6845875	42.64343821	CNTY IT	7 8812 State Rd Colden Town Hall	87
6185 Goodrich Rd, Clarence Center, NY 14032, USA	-78.6362388	43.0154595	CNTY IT		
5095 Salt Rd. Clarence, NY 14031, USA	-78.5873748	42.9843193	CNTYIT	5 5101 Salt Rd	88
1 Town Pl. Clarence, NY 14031, USA	-78.63878367	42.99460062	CNTY IT	84 5 Town PI	
3080 William St. Buffalo, NY 14227, USA	-78.7563351	42.8853049	CNTYIT		20 5
2875 Union Rd Cheektowaga, NY 14227, CON	-78.7520487	42.07310300	CNITY	2 2875 Union Rd	82 02
1004 Harlam Bd. Charlesonana NV 14207, USA	70.07030000	42.0035015	CMITAL	d 1004 Harlan Bd	94 00
of Franks, St. Hasse Buffalo, NY 14211, USA	1000007	42.913366	CNITT	29 Back Bids (15 Bid)	
OLO E Carros St. Buffalo, NY 14206, USA	70.03564	42.8854074	CNIT	78 BUS WILLIAM ST	إ
462 Grider St T-80, Buffalo, NY 14215, USA	-78.8317672	42.92646444	CNTYIT	7 503 Kensington Ave ECMC. IT contact John 716-898-3984	77
43 Court St #910, Buffalo, NY 14202, USA	-78.876133	42.8863234	CNTYIT		2
332 Ellicott St, Buffalo, NY 14203, USA	-78.871861	42.8876279	CNTY IT	5 332 Elicott St	75
1500 Broadway, Buffalo, NY 14212, USA	-78.8194609	42.8965447	CNTY IT		74
1 Peace Brg, Buffalo, NY 14213, USA	-78.8980176	42.9035711	CNTY IT	73 1 Peace Bridge	7.
121 Miriam Ave, Blasdell, NY 14219, USA	-78.8299251	42.7982485	CNTY IT	2 121 Miriam Av	72
500 Commerce Dr, Buffalo, NY 14228, USA	-78.8046368	43.028389	CNTY IT		71
11581 Walden Ave, Alden, NY 14004, USA	-78.5555457	42.9329115	CNTY IT		70
11580 Walden Ave, Alden, NY 14004, USA	-78.55774524	42.93606362	CNTY IT	69 11580 Walden Av	9
1300 Union Rd, West Seneca, NY 14224, USA	-78.75478387	42.83553147			68
333 Main St, Tonawanda, NY 14150, USA	-78.87963221	43.01076661			67
318 Montrose Ave, Buffalo, NY 14223, USA	-78.8291737	42.9620557			66
160 Delaware Rd, Kenmore, NY 14217, USA	-78.86860762	42.96662993			65
18 Chapel St, Springville, NY 14141, USA	-78.6657135	42.5105431		4 18 Chapel St Library	64
4570 S Buffalo St, Orchard Park, NY 14127, USA	-78.74611531	42.75895639			90
2095 School St, North Collins, NY 14111, USA	-78.93663151	42.59825531			62
11637 Bullis Rd, Marilla, NY 14102, USA	-78.553597	42.8401508		1 11637 Bullis Rd Marilla Free Library	61
5462 Broadway, Lancaster, NY 14086, USA	-78.66767741	42.90013065			2
560 Ridge Rd. Buffalo, NY 14218, USA	-78.8308745	42.8262102		9 560 Ridge Rd	9
4857 Lake Shore Rd. Hamburg, NY 14075, USA	-78.8953605	42.7507036		8 4857 Lake Shore Rd	SS
102 Buffalo St, Hamburg, NY 14075, USA	-78.8297141	42.7189329			50
1715 Bedell Rd. Grand Island, NY 14072, USA	-78 95519965	43.03704023		6 1715 Bedell Rd	SG
1860 Bowen Rd. Elma, NY 14059, USA	-78.637135	42.8220497	_	55 1860 Bowen Rd Elma Public Library	Len.

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462 Grider St, Buffalo, NY 14215, USA	-78.83331247	42.92641262		146 EC Health Dept (pink palace)
100 W Highland Ave, Orchard Park, NY 14127, USA	-78.74829986	42.75958		145 Village of OP
1600 Bowen Rd, Elma, NY 14059, USA	-78.63865338	42.81441021		144 Erie Co Sheriff and Elma Town Hall
6100 South Park Ave, Hamburg, NY 14075, USA	-78.82354193	42.72947207		143 Hamburg Police Dept
21 Main St, Akron, NY 14001, USA	-78.50197199	43.01976972		142 21 Main St?
4884 Camp Rd, Hamburg, NY 14075, USA	-78.85851118	42.75415642		141 feedmore
5583 Main St, Williamsville, NY 14221, USA	-78.74465444	42.96257919		140 Amherst Town Hall
5565 Main St, Williamsville, NY 14221, USA	-78.74573457	42.96228463		139 Williamsville Village Hall
9 Highland Pkwy, Buffalo, NY 14223, USA	-78.86458491	42.97367309		138 Kenmore West High School
40 Commerce Dr, Springville, NY 14141, USA	-78.68159253	42.50308286	ior Center	137 40 Commerce Drive, Springville, NY Senior Center
85 Manitou St, Depew, NY 14043, USA	-78.68598422	42.905038	nicipal Building and Depew Police	136 85 Manitou Street Village of Depew Municipal Building and Depew Police
8500 Boston State Rd, Boston, NY 14025, USA	-78.74518939	42.65257895	all	135 8500 Boston State Road Boston Town Hall
425 Reiman St, Buffalo, NY 14212, USA	-78.7937561	42.8953395		134 425 Reiman St., Sloan, NY 14212
1902 West Ave, Marilla, NY 14102, USA	-78.55771922	42.8367628	ept	133 11550 Webster Lane Marilla Highway Dept
1800 Two Rod Rd, Marilla, NY 14102, USA	-78.5556599	42.8388735	enter	132 1810 Two Rod Rd Marilla Community Center
4620 Seneca St, West Seneca, NY 14224, USA	-78.732321	42.8321451	iter	131 4620 Seneca St West Seneca Senior Center
1740 Two Rod Rd, Marilla, NY 14102, USA	-78.55562851	42.83924851		130 1740 Two Rod Rd Marilla Town Hall
West Seneca Veterans Memorial, 1250 Union Rd, West Seneca, NY 14224, USA	-78.7546168	42.8346611		129 1250 Union Rd
4295 S Buffalo St, Orchard Park, NY 14127, USA	-78.74341425	42.76641296	epartment	128 4295 S Buffalo St Orchard Park Police Department
11065 Gowanda State Rd, North Collins, NY 14111, USA	-78.9398289	42.58079229		127 11065 Gowanda State Rd
2982 Shirley Rd, North Collins, NY 14111, USA	-78.8857215	42.5771742		126 2982 Shirley Rd
10569 Main St, North Collins, NY 14111, USA	-78.9405668	42.5940039		125 10569 Main St
5 Clarence Center Rd, Akron, NY 14001, USA	-78.5032958	43.0120602		124 5 Clarence Center Rd
2255 Baseline Rd, Grand Island, NY 14072, USA	-78.9651682	43.0228915		123 2255 Baseline Rd
8787 Erie Rd, Angola, NY 14006, USA	-79.04181687	42.64644811		122 8787 Erie Rd
8097 E Eden Rd, Eden, NY 14057, USA	-78.82715971	42.66613549		121 8097 E Eden Rd
2795 E Church St Suite 1, Eden, NY 14057, USA	-78.8954489	42.6522156		120 2795 E Church St
3301 Broadway, Cheektowaga, NY 14227, USA	-78.7532243	42.9030661		119 3301 Broadway St
1272 Brant N C Rd, Brant, NY 14027, USA	-79.0155463	42.5891996		118 1272 N Collins Rd
575 Oakwood Ave, East Aurora, NY 14052, USA	-78.61349527	42.76542723	all	117 575 Oakwood Ave East Aurora Village Hall
65 Niagara Square, Buffalo, NY 14202, USA	-78.8793539	42.8866413		116 Buffalo City Hall 65 Niagara Sq
12345 Big Tree Rd, Wales Center, NY 14169, USA	-78.52732962	42.76782577		115 Wales Town Hall
1526 Eden Evans Center Rd, Angola, NY 14006, USA	-78.99059479	IT 42.65500987	CNTY IT	114 Agribusiness Park
2558 Hamburg Turnpike, Lackawanna, NY 14218, USA	-78.84589773	IT 42.81499638	CNTY IT	113 Entry to Renaissance Commerce Park
470 Main St, Buffalo, NY 14202, USA	-78.87436746	IT 42.88673895	CNTY II	112 Buffalo Niagara Convention Center
1020 Whitehaven Kd, Grand Island, NT 14072, OSA	0000000	40.020000		and animaly was a supplied to the