

**ERIENET LOCAL DEVELOPMENT CORPORATION  
RESOLUTION 2023-23**

A regular meeting of the ErieNet Local Development Corporation was convened on October 17, 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  
PERSONNEL POLICY FOR 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 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 desires to establish a set of procedures and standards governing the conduct of ENLDC employees in accordance thresholds and requirements established by ENLDC; and

**WHEREAS**, the Board of Directors, at the recommendation of and consultation with the Personnel Committee of ENLDC, consisting of Mark Cornell, Thomas Baines, John Spears and Dan Castle, desire to adopt and approve a Personnel Policy for ENLDC, in the form annexed hereto as **Exhibit A**.

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

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

Section 2. The Board of Directors hereby authorizes the Executive Director to exercise its powers enumerated in the Personnel Policy.

Section 3. 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 4. This resolution shall take effect immediately.

Dated: October 17, 2023

**ERIENET LOCAL DEVELOPMENT CORPORATION  
RESOLUTION 2023-24**

A regular meeting of the ErieNet Local Development Corporation was convened on October 17, 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 MASTER SERVICES AGREEMENT TO ENGAGE DANELLA POWER SERVICES, INC. (“DANELLA”) TO PROVIDE MAKE-READY FIBER OPTIC INFRASTRUCTURE CONSTRUCTION SERVICES RELATED TO NEW YORK STATE GAS AND ELECTRIC CORPORATION (“NSYEG”) INFRASTRUCTURE

**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 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**, on August 15, 2023, ENLDC selected Northline Utilities, LLC (“Northline”), Thayer Power and Communication, LLC (“Thayer”), Haugland Energy Group LLC (“Haugland”), Henkels and McCoy, Inc. (“Henkels”) and Harland Electric Company (“Harlan”) to undertake the Make Ready Construction Services, and authorized the Executive Director to negotiate and execute Master Services Agreements (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; and

**WHEREAS**, subsequent to its selection to complete Make Ready Construction Services on behalf of ENLDC, Henkels was removed from the list of approved NYSEG make-ready contractors, and accordingly is no longer eligible to complete the Make-Ready Construction Work on behalf of ENLDC; and

**WHEREAS**, in an effort to replace Henkels as a make-ready contractor, ECC reconsidered the RFQ Responses, and given the similar pricing proposal offered by Danella, 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 an MSA with Danella 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 Danella to successfully undertake the Make Ready Construction Services, were amendable to the approach recommended by ECC with respect to adding Danella as an additional make-ready contractor, and recommends that Danella be retained as an additional make-ready contractor to undertake the Make Ready Construction 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 selects Danella to undertake the Make Ready Construction Services, and hereby authorizes the Executive Director to negotiate and execute an MSA with Danella, in consultation with the ENLDC’s general counsel, to

undertake the Make Ready Construction Services, provided the amount of Make-Ready Construction Services provided by Danella, in conjunction with Northline, Thayer, Haugland and Harlan, shall not to exceed \$2,700,000 in the aggregate, and any appropriate change orders or scope additions as approved by the Executive Director, in consultation with ENLDC Board Chair.

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: October [ \* ], 2023