

ERIE CANAL HARBOR DEVELOPMENT CORPORATION

at the offices of

Empire State Development – Buffalo Regional Office

95 Perry Street, Suite 500

Buffalo, NY 14203

Meeting of the Directors

Wednesday

June 12, 2013 - 10:30 AM

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the March 13, 2013 Directors' Meeting

FOR CONSIDERATION

2. Canalside - Branding Phase 1; Minority Outreach; Public Relations – Authorization to Enter into a Contract for Consultant Services; and Authorization to Take Related Actions

FOR INFORMATION

3. President's Report – Oral Report

Erie Canal Harbor Development Corporation
Meeting of the Directors
Held at the Offices of Empire State Development
– Buffalo Regional Office
95 Perry Street – Suite 500
Buffalo, New York 14203

March 13, 2013

MINUTES

In Attendance

Directors: Robert D. Gioia – Chairman
David J. Colligan
Gary L. Ginsberg
Sam Hoyt
Makau W. Mutua
County Executive Mark C. Poloncarz (Non-Voting Director)
Mayor Byron W. Brown (Non-Voting Director)

ECHDC Staff:

Thomas P. Dee, President
Christopher Catanzaro, Assistant Project Manager
Jill Clark, Assistant Project Manager
Mary L. Coleman, Office Manager
Jessica Gage, Assistant Project Manager
Deborah Royce, Corporate Secretary (via videoconference)

ESD Staff:
(Attending via
Videoconference)

Julia Borukhov, Financial Project Manager
Stephen F. Gawlik, V.P., Capital Projects & Senior Counsel (attending
in Buffalo)
Vikas Gera, Project Manager - Office of Contractor & Supplier Diversity
Andrew Grossman, Special Advisor to the Chief Financial and
Administrative Officer
Diane Kinnicutt, Director - Office of Contractor & Supplier Diversity
Howard Kramer, V.P., Internal Audit
Laura Magee, Deputy Director, Public Affairs (attending in Buffalo)
Kathleen Mize, Deputy CFO and Controller
Carlos Otero, V.P., Contracts Administration & ESD Subsidiary Finance

Also Present:

Peter Anderson – Press Secretary, Erie County
Chris Fahey – Office of Congressman Brian Higgins
Gary Witulski – Office of Strategic Planning - City of Buffalo
Members of the Media
Members of the Public

The meeting of the Erie Canal Harbor Development (the “Corporation”), was called to order at approximately 10:30 a.m. It was noted for the record that notices to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law and that the meeting was being webcast. Further, Chairman Gioia noted the Directors had received the relevant written materials in advance of the meeting and noted for the record the Corporation’s policy which welcomes public comments on the items on the current Agenda.

The first order of business was the approval of the Minutes of the January 16, 2013 meeting of the Directors. There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Approval of Minutes and Ratification of Actions Taken at the January 16, 2013 Meeting of the Directors of the Erie Canal Harbor Development Corporation

RESOLVED, that the Minutes of the meeting of the Corporation held on January 16, 2013 as presented to this meeting, are hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Chairman Gioia then asked Tom Dee to present the next item on the Agenda, authorization to ratify and approve the Corporation’s proposed FY 2013/2014 Operating and Capital Budgets.

Before beginning with his presentation of the item, Mr. Dee noted for the Directors that they should be following along with the two updated handouts of the Budgets provided this morning which replace the materials they received in their previously delivered Directors' materials. He explained the first was for the Operating Budget, which relates to staffing, and non-personal services; postage; and office supplies and the second one was for the Capital construction projects.

First Mr. Dee described the Operating Budget for the fiscal year which runs from April 1, 2013 to March 31, 2014. Noting the salaries and fringe benefits and non-personal expenses which are down slightly from the 2013 Spending Plan, he asked for any questions before going on with an explanation of the Capital Budget.

County Executive Poloncarz asked why there was an approximate \$100,000 drop in the 2013 spending plan estimate to the projected expense of \$864,000 noted in the budget. And then, what would be the increase from the projected 2013 to 2014. Mr. Dee responded that it was primarily the staffing. In 2013, the Corporation budgeted for seven staff members, but there were actually six staffers. For most of the year, there was only five, so that is predominantly where the money fell. Chairman Gioia noted that the projected expense for 2013 should really be five staff members and now it will go to six, so that would explain the increase over spending, so the increase between 2013 and 2014 is one head count. Mr. Dee also noted that insurance went up as well.

County Executive Poloncarz then stated that we're seeing a tremendous increase in healthcare costs and other fringe benefits and asked if the Corporation sees a tremendous increase on that or is it just a headcount? Mr. Dee stated he thought it was a one percent point increase in fringe benefits and County Executive Poloncarz stated that was good.

Director Mutua then noted there had been previous discussion about some unfilled positions on the staff and he was wondering if those positions were expected to be filled, and if so, how would that number look on the top line of the budget that was handed out. Mr. Dee indicated that currently there are six approved positions and that is where the Corporation is intending on staying and therefore that is the number reflected in the top line of the budget.

Director Mutua asked if the Corporation expected to fill any more of the unfilled positions. Mr. Dee explained that the one unfilled position is not going to be filled by the Corporation and that the Corporation is not going to add any additional staff to the current count of six. Mr. Hoyt noted that two unfilled positions from previous discussions had been filled.

Director Hoyt stated he was pleased to see that given the challenges fiscally that all levels of government are facing, it was a frugal budget. County Executive Poloncarz noted that he was comfortable with the budget based on increased programming and the amount of events that are going on and with regards to Canalside itself that this is an appropriate budget.

Mr. Dee then went on to explain the Capital Budget. He noted it was for \$70,620,000 for the construction of the historically aligned public canals, towpaths, bridges as well as but not limited to the extensive programming at the Central Wharf along with the Buffalo River; design and construction of the East Canal; site furnishings and amenities at the Aud Block; operations of the Queen City Ferry and other construction costs for unexpected projects that may be designated as a high priority.

He also wanted to comment that the majority of this is a budget and either the amounts entered here were already approved by this Board or anything that will be added in the future will have to come back to this Board for approval. As an example, Mr. Dee noted there is a line item for acquisition costs, but said it's not a real line item right now. It's a budget that is built in so that if this Board wants to acquire properties it can. He noted that originally the Corporation had a \$10 million dollar offer on the table to the City of Buffalo for the Historic Districts in the Webster Block and so it has been carried for the last several years in the budget but it hasn't been spent. The Corporation won't spend it until the Board has a look at it again if that type of situation should occur.

Mr. Dee noted the other items, design and soft costs, that some of those costs were already approved in terms of money that was approved for previous projects such as the Canals and other studies the Corporation has completed. The property management maintenance has to do with the events and the big number in there are the construction costs associated with the building of the Canals and anything that is associated with that in the four quarters coming ahead.

Concluding his presentation of the budgets, Mr. Dee reiterated that while the Capital Budget amount is for \$70,000,000 anything new that would come up in the fiscal year would have to come back to the Board for approval and that any spending that would take place are for things that were previously approved.

County Executive Poloncarz asked what percentage of the \$70 million has already been approved. Mr. Dee answered that it was about \$25 million and Chairman Gioia noted that the majority of that was for the Historic Canals.

Director Colligan then asked for clarification on the fiscal year end date and he was advised that it starts on April 1, 2013 and ends on March 31, 2014.

Hearing no further questions or comments from the Directors and hearing no requests for comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – ECHDC FY 2013/2014 Operating and Capital Budget Proposal – Ratification and Approval of the Corporation’s Operating and Capital Budgets for Fiscal Year 2013/2014 (April 1, 2013 – March 31, 2014)

BE IT RESOLVED, based on the materials at this meeting and ordered filed with the Corporation (the “Materials”), the Corporation’s proposed FY 2013/2014 Operating and Capital Budgets are hereby ratified, approved, and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the Officers of the Corporation and/or appropriate designees, and each of them, hereby authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Corporation’s Budget; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Mayor Brown arrived at the meeting just as the vote on the Budgets was concluded, so Chairman Gioia asked him if he had any questions he wanted to communicate. Mayor Brown stated he was certainly very happy with the progress that we’re seeing taking place but that he had concern about some of the expenditures he saw in the budget. He noted the \$5 million dollar allocation for the lighting of the Grain Elevators and was wondering if there were any corresponding figures on what the return on that investment might be. Mr. Dee advised that the actual \$5 million dollar investment has not yet been approved by the Board or put to the Board yet, and that the goal was to bring it to the Board in April. He stated that to be respectful of that question, the staff would do some research and have it before the next Board meeting.

Mayor Brown thanked Mr. Dee and then said he supported the number of programmatic sorts of items and asked if it could be explained why a number of operational items are coming out of the Capital Budget instead of the Operating Budget. Chairman Gioia answered that in a generic sense the Corporation has an Operating Budget which really relates to staff and the costs related to staff and running the office itself. Everything else comes out of the Capital Budget, whether it be programming with Buffalo Place, whether it be programming for the events and the Buffalo River Projects with Art Services Initiative, etcetera, comes out of that. Chairman Gioia

stated that they were programmatic operating expenses coming out of the capital plan.

Chairman Gioia asked if that answered his question and Mayor Brown answered that with the City budgeting process, some of those items would be looked at as potentially not appropriate to come out of the Capital Budget but the question was certainly answered about how the budget works at the Corporation.

Mayor Brown then asked if the \$10 million dollar amount proposed for land acquisition on what appears to be City owned land could be explained. Mr. Dee stated that it was discussed a little earlier, but to repeat, it has been in the budget the last three or four years. Every year it is left in the budget so that it is a budgeted amount. Originally that was the amount that was dedicated for the Webster Block and the City of Buffalo Historic Districts where at one point the Corporation made an offer to purchase those parcels. So now the Corporation is leaving it in as an acquisition cost and just listing it that way so it can continue that dialogue moving forward with the Historic District.

Further, Mr. Dee noted that none of that moves forward or happens until it is brought back to the Board. Noting the Corporation has also had conversations going on with the Outer Harbor, Mr. Dee thought it would be prudent to leave the line item in here as well on the chance further discussions on that take place during the fiscal year.

Lastly, Mayor Brown asked if the Corporation's consultants and subconsultants had minority and female workforce goals in addition to its MBE and WBE goals and if so, could those be broken out too in the different categories as is done with the MBE and WBE goals. Mr. Dee stated that since enterprise and utilization is required in contracts, the information can be supplied.

Chairman Gioia then noted the next two items that were originally on the proposed Agenda had to have some revisions to them and therefore they would be brought back to the Board at a subsequent meeting.

Mr. Dee then gave his President's Report. He noted that he wanted to talk about the resurgence of pride in Buffalo. He stated there has been a lot of acknowledgment in the press and television stations providing information over the past month on the excitement of the Canalside construction activities and the City of Buffalo and the Sabres at the Harbor Center. Noting it is a boom down at the site in terms of construction activity with the East Canal starting in a week and One Canalside is up and running and looks great in terms of progress and historically aligned public canals which represents four projects on three contiguous lots which provides an amazing amount of anticipation of what's to come. Additionally he noted that on the fourth block of that contiguous block is where all the 725 summer events will happen, so there is an amazing amount of activity.

With momentum building, the Corporation is receiving many inquiries in terms of what's next and staff is doing a lot of presentations on a regular basis. Additional construction is underway with the City for the Ohio Street projects and Parcel OH is another construction project that will be open this summer.

Before concluding his report, Mr. Dee asked the Directors to take a moment to reflect and think about all the things to do which is the Corporation's second guiding principle. There is something to do every day at Canalside and now part of that activity will be construction watching because people love to watch construction projects and cranes that show the activity of construction and that is now vibrant with the four major construction projects on the three contiguous blocks. He ended his report saying there is a lot to be proud of and great magnetism for Buffalo's waterfront will be created and combined with the construction development, Buffalo will continue to launch into its bright future.

Chairman Gioia then took a moment to commend the staff and noted again that he is the beneficiary of other people's hard work having come on in September. He stated that the Capital Budget that was just approved shows the Corporation spent \$5.6 million in FY12 and is going to spend \$39 million in FY13 and then upwards of \$60 million in FY14, if we take out the acquisition costs, and it was all done with a skeleton crew. He noted you see what's happening downtown and now as you drive past you see that the Sabres are very active on the Webster Block and the Donovan's starting to look like something that people can occupy by the end of the year and the Canals are moving along.

Lastly, Chairman Gioia stated that Tom and everyone else involved deserved a great deal of credit for what the Corporation pushes through and for what at times could be challenging. He wanted to compliment everyone for doing that because trying to keep all the balls in the air is not an easy task.

Director Hoyt asked to piggyback on what Chairman Gioia stated and added two comments. First, he said that any one of the success stories we can point to here at Canalside is the synergy that exists between what Mayor Brown is doing and at the City level in terms of downtown development, the cooperation and the collaboration that we have with the County, all the entities working together to create this great success story and that's critical and maybe didn't exist as much in the past. Second, he said the growth we've seen in terms of programming and events is really remarkable. He mentioned that when Mr. Dee tells his story about how about three years ago there may have been 100 events at Canalside and our related entities like Buffalo River, etcetra, and that now we are looking at upwards of 700, it is truly remarkable and we're expanding the season too by recognizing that it isn't just a June, July, August venue and destination. With May and September being added it dramatically expands the excitement that exists. Concluding, Director Hoyt said it's a great success and he echoed the Chairman's thanks to the great staff that is underpaid and who work very, very hard for the people of Western New York.

Chairman Gioia added that he also wanted to thank the Corporation's colleagues in New York City who have been very helpful to the Corporation in ramping up the speed that it is doing. After thanking them he mentioned, he also wanted to note that the Governor, the County Executive and the Mayor always talk about public-private partnership and when you see what is happening down on Canalside with our \$50 million dollars' worth of expenditures, we've got \$200 million of private contracts going on right now, all within two City blocks. He said it was really quite exciting and then the Canals will be open, making it a year round attraction which will be ramping it up even more.

He concluded his remarks by saying it was a great opportunity for everyone to really take some credit for the time being and noted there is a lot of hard work ahead to do.

Hearing no further business, Chairman Gioia adjourned the meeting at 10:58 a.m.

Respectfully submitted,

Deborah Royce
Corporate Secretary

FOR CONSIDERATION

June 12, 2013

TO: The Directors

FROM: Thomas P. Dee

SUBJECT: Canalside - Branding Phase 1; Minority Outreach; Public Relations

REQUEST FOR: Authorization to Enter into a Contract for Consultant Services; and
Authorization to Take Related Actions

CONTRACT NEED AND JUSTIFICATION

I. Contract Summary

Contractor: Eric Mower & Associates

Scope of Services: Canalside - Branding Phase 1; Minority Outreach; Public Relations

Contract Term: July 2013 – July 2016

Contract Amount: Not to exceed \$317,900 (\$289,000 contract amount + 10% contingency of \$28,900).

Funding Source(s): The funding source for the proposed contract is proceeds payable to Erie Canal Harbor Development Corporation (“ECHDC” or the “Corporation”) pursuant to the New York Power Authority Relicensing Agreement.

II. Background

In the summer of 2013, Canalside will be hosting over 800 events which are anticipated to draw over 750,000 visitors; this would nearly double the number of events from 2012 and increase visitation by 250,000 people. With these significant increases in mind, ECHDC has focused a very limited marketing budget through its contract with Buffalo Place, Inc. to help spread the word about the events and Canalside. One example of this is www.canalsidebuffalo.com, which is a mobile responsive, online calendar site that lists events, as well as site directions,

amenities, and parking information. The site went live on May 1, 2013 and has been a huge success both with the public and the media.

As Canalside continues to grow and expand into a mixed-use development site, it will become imperative that it is defined with a specific brand narrative and visual identity that creates value and purpose to its audience. In addition, it will be important to have ready a multi-year strategic plan to market the development as a regional destination to live, work, and play so the brand messaging can be communicated to the right people at the right time.

It is also essential that Canalside have a multi-year plan to administer outreach to the surrounding minority community in order to ensure its awareness and buy-in of overall Canalside development efforts and business opportunities, as well as awareness of events and things to do. Buffalo has a wealth of cultural diversity, and ECHDC needs to better understand how to communicate effectively to the diverse audiences in our community, including women and underserved groups.

Finally, ECHDC does not currently have someone on staff to handle increasing incoming public relations (PR) and media inquiries. Assistance, therefore, is required on an as-needed basis in order to provide strategic communications counsel and message development; media relations; and special event planning advice to ECHDC on all related waterfront projects.

III. Contractor Selection Process

ECHDC advertised on April 11, 2013 for “Canalside Branding Phase 1; Minority Outreach; Public Relations” in the *New York State Contract Reporter* for an entity to develop and assist in the implementation of a branding and marketing plan, as well as to administer outreach to the minority community and provide as-needed assistance with public relations. The procurement announcement was also sent to 384 firms that were either involved in or expressed interest in the project last summer, on ESD’s M/WBE Business Development List, part of a committee of M/WBE’s that ECHDC has met with in the past, or were located in Business First’s “Book of Lists.” On May 3, 2013, ECHDC held a pre-proposal meeting at ECHDC’s offices which was attended by 24 individuals representing various local firms. Proposals were due on May 10, 2013 and 11 proposals were received.

A Selection Committee comprised of ECHDC and Empire State Development staff independently reviewed and scored the eleven proposals. As a result of this review, the Committee shortlisted four firms for interviews. They were: 1) Eric Mower & Associates; 2) J. Fitzgerald Group; 3) Travers Collins; and 4) Dixon Schawbl.

Interviews were conducted on May 22, 2013 with the Selection Committee at which time it was determined Eric Mower & Associates (“EMA”) was best qualified and prepared to complete the scope of work.

EMA was selected based on its knowledge of how to successfully brand and market large regional attractions/public economic development projects, as well as its experience in developing multi-year marketing plans. During its interview with the Selection Committee, EMA proposed a branding and marketing plan for Canalside that they were able to demonstrate, through examples of similar projects with past clients, would help ECHDC establish Canalside with a brand position that is valid, differentiating, and motivating to its audience. ECHDC also believes that EMA could complete a project of this scope within a reasonable time frame and budget.

In addition, EMA established that it could successfully assist ECHDC in outreach to the minority community through its subcontractor, Jackson Parker Communications. The Selection Committee believes that the Minority Outreach plan will be successful not only in helping ECHDC increase awareness of Canalside development and business opportunities to M/WBEs, but also in helping ECHDC develop strong relationships with the diverse ethnic communities that surround Canalside.

Finally, although only needed on a per diem basis, the Selection Committee believes that EMA is well equipped to assist ECHDC with public relations consultation.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation's policy related thereto, staff has: a) considered the proposed contractor's ability to perform the services provided for in the proposed contract; and b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the proposed contractor to be responsible.

IV. Scope of Work

Based upon the scope of work outlined in the RFP and EMA's proposal, EMA shall complete the following:

Task 1. Canalside Branding

Through research with the local community and key stakeholders, create a Canalside brand position and visual identity that is valid, differentiating, and motivating to its audiences. The brand position is a foundation that defines what the Canalside brand stands for, how it is different, and why customers, employees, partners, and key stakeholders should care. A message mapped value proposition will supplement this by delivering the right message to the right people.

Next, EMA will develop a three-year Strategic Marketing and Communications Plan ("The Plan") to activate their findings from the research and branding phases. The Plan will include business and marketing objectives, strategies, and tactical approaches to meet Canalside's goals. EMA will align marketing,

minority outreach, PR, and media at the same time, establishing key metrics in order to track success. In addition, EMA will develop a visual identity for Canalside that has a consistent look and tone to set the stage for all future Canalside communications. The goal is to elevate Canalside in the minds of current and prospective customers and business partners to drive increased visitation and continued economic growth.

Implementation of The Plan, considered Phase 2, would be completed after The Plan is accepted by ECHDC's Board of Directors.

Task 2. **Minority Outreach**

Develop and execute a minority outreach and communications plan, in order to identify and engage diverse audiences, women, and underserved local populations regarding Canalside and ECHDC's overall waterfront redevelopment efforts.

EMA's subcontractor, Jackson Parker Communications, will accomplish this through: 1. grassroots tactics within the community: for example, having a consistent presence within the community by spreading the Canalside message, forming a community advisory committee, and hosting informational sessions. 2. Public relations: for example, radio/print publications/blogs, hosting church groups and block clubs, and creating a special section on www.CanalsideBuffalo.com for M/WBE businesses. 3. Special events: for example, hosting walking tours, meetings with Canalside leadership, and holding a speaker series. 4. Paid advertising.

Task 3. **Public Relations**

On an as-needed basis, EMA will be available to liaise with Empire State Development's Public Affairs staff in order to provide strategic communications counsel and message development; media relations; and special event planning advice to ECHDC on all related waterfront projects.

V. **Contract Term, Price and Funding**

The Contract amount shall not exceed \$317,900 (\$289,000 contract amount + 10% contingency of \$28,900).

The total contract structure will be "cost plus fixed fee," payable in releases as the work is completed. The fee is based on approved person-hour estimates and salary schedules, and includes an allowance for incidental out-of-pocket project expenses (i.e., travel, reproduction costs, postage and delivery charges, permits and miscellaneous fees). Labor and expenses will be reimbursed upon submission of timesheets and acceptable receipted documentation.

The Consultant Agreement will cover consulting fees and direct expenses over an approximate 36-month period.

The funding Source shall be the New York Power Authority Relicensing Agreement.

VI. Non-Discrimination and Contractor & Supplier Diversity

The Corporation's non-discrimination and affirmative action policy will apply to this contract. ECHDC, as part of its responsibility, recognizes the need to promote the employment of minority group members and women and to ensure that certified minority and women-owned business enterprises have opportunities for maximum feasible participation in the performance of ECHDC contracts.

For purposes of this contract originally resulting from the Contract solicitation, ECHDC hereby establishes an overall goal of 25% related to the total value of ECHDC's funding for Minority and Women-Owned Business Enterprises (M/WBE) participation.

Sub-consultants on the EMA team, including M/WBE percentages, are as follows:

Jackson Parker Communications (MBE)	26%
Panther Graphics (MBE)	2%
Jackson Parker Communications (WBE)	5%
Rhea Anna Photography (WBE)	5%
Mercury Print Productions (WBE)	2%

Overall, the consultant team has achieved a combined M/WBE involvement of 40%.

VII. Environmental Review

ESD staff has determined that the action, which involves a consultant contract to assist in continuing agency administrative activities related to branding, minority outreach, and public relations, is a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulation for New York State Department of Environmental Conservation. No further environmental review is required in connection with the requested action.

VIII. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into a contract with EMA for an amount not to exceed \$317,900; and 3) take all related actions.

IX. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

X. Attachments

Resolution

June 12, 2013

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside - Branding Phase 1; Minority Outreach; Public Relations - Authorization to Enter into a Contract for Consultant Services; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Eric Mower & Associates (EMA) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with EMA for an amount not to exceed THREE HUNDRED SEVENTEEN THOUSAND NINE HUNDRED DOLLARS (\$317,900) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *