

CITY OF CORAL GABLES, FLORIDA

RESOLUTION NO. 2009-296

**A RESOLUTION APPROVING A MEMORANDUM OF
UNDERSTANDING BETWEEN THE CITY OF CORAL
GABLES AND THE MIAMI DADE BROADBAND
COALITION FOR THE CITY TO PARTICIPATE AS A
MEMBER TO IMPLEMENT A BROADBAND NETWORK
INITIATIVE FOR SOUTH FLORIDA.**

WHEREAS, the Miami Dade Broadband Coalition (MDBC) has applied for an \$82,000,000.00 grant from the \$7.2 billion of the American Recovery and Reinvestment Act (ARRA) allocated to provide broadband access to underserved populations across Miami-Dade County; and

WHEREAS, in addition, the Knight Foundation has approved a \$900,000.00 grant for a pilot project providing broadband access to underserved communities in Miami-Dade County; and

WHEREAS, the mission of the MDBC is to build and support an advanced, open, shared, high-speed broadband network that connects diverse stakeholders in order to collaborate and pool resources to create positive community transformation in the areas of education, healthcare, economic growth, jobs creation, digital inclusion, public safety and government efficiency; and

WHEREAS, the features and benefits of the broadband network are intended to (i) reduce costs and aggregate bandwidth; (ii) support public safety applications; (iii) share data center, application, archival system, and database resources; (iv) enable smart grid service; and (v) electronic health records exchange, research between institutions, and distance learning applications between educational institutions and students, and

WHEREAS, the City of Coral Gables wishes to participate as a member of the MDBC in order to advance its mission as well as utilize its features and benefits;

**NOW, THEREFORE, BE IT RESOLVED BY THE COMMISISON OF
THE CITY OF CORAL GABLES:**

**Memorandum of Understanding
Between
Miami-Dade Broadband Coalition
And
“Coalition Member Organizations”**

Whereas, representatives of the diverse organizations listed below have joined together for a common purpose and, on behalf of their respective organizations, have unanimously adopted the attached Charter forming the Miami-Dade Broadband Coalition (“the Coalition”), which Charter establishes a voluntary membership structure including an Interim Executive Committee and processes for meetings, voting, conflict of interest, and other matters;

Whereas, the Coalition’s stated vision is to create a connected community that advances economic development, individual empowerment, and quality of life; its mission is to connect, enable and transform our community through universal broadband, applications, and participation; and its principles include the inherent value of building a sustainable coalition that actively promotes technological progress, the importance of shared or inter-operable technologies, and the universal nature of the Coalition’s technology access and participation goals;

Whereas, the Coalition Member Organizations (“Members”) include local government, education, health, business, civic, and other community based organizations that use and support the development of community broadband network infrastructure and community partnerships with local facilities and service based providers to deliver high-speed data communication network services that can serve all of the region’s constituents,

Whereas, to implement the Coalition’s shared vision and mission the Members have collaborated to develop an initial operating plan and priorities, which reflect a common agenda for the Coalition whose details may be refined from time to time under the direction and with the approval of the Interim Executive Committee, which plan is intended to aggregate the knowledge and capacity of the Members and to leverage additional resources towards those ends; and

Whereas, in furtherance of the shared vision, mission, and common agenda, it was agreed that the Coalition be established as a nonprofit organization to facilitate the aggregation, sharing, and leveraging of resources, to be incorporated under Florida law and to operate for exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code, as reflected in the attached Articles of Incorporation;

Now, therefore, be it resolved that the Miami-Dade Broadband Coalition and its Members commit to this non-binding Memorandum of Understanding (“Memorandum”) such that the undersigned agree:

That collaborative action through a sustained and viable Coalition represents the best opportunity for Members and for the Miami-Dade region to maximize support and achievement of technology initiatives that promote digital inclusion and use of broadband technology to improve government, education, research, healthcare, and economic development;

That the fundamental purposes of this Memorandum are:

- to authorize the Coalition to develop a sustainable, collaborative, and long-term business and operating plan which reflects the shared vision, mission, and common agenda and advances the shared interests of Members and the public interests of the region;
- to endorse the Coalition governance structures and processes described herein for purposes of refining, further developing, and implementing the shared vision, mission, and common agenda;
- to authorize the Coalition to pursue in a timely manner the funding opportunities, partnerships, or other actions it deems necessary to implement the shared vision, mission, and common agenda, provided that such proposals, agreements, or actions are adopted pursuant to the Coalition's rules of governance; and
- to clarify that the Coalition, in initiating funding proposals or other actions on behalf of the shared vision, mission, and common agenda, is authorized to represent the Coalition and to propose terms of participation by individual Members, but that the Coalition shall not bind Members individually or as a group to specific commitments except as agreed to by Members in formal letters of support, signed agreement with the Coalition, or express approval pursuant to the Member's governance procedures.

That upon incorporation of the Coalition as a not-for-profit organization the Interim Executive Committee ("IEC") shall serve as the Coalition Board and the Charter shall serve as the Coalition By-Laws, with appropriate modifications from time to time to be approved pursuant to the rules and procedures therein;

That the operating plan and priorities agreed to by vote of Members shall serve as the basis for seeking and allocating resources, with interim modifications approved by the IEC/Coalition Board as needed and to sustain and advance the Coalition's not-for-profit purposes, including further definition of strategies and long-term objectives, response to emerging needs and priorities, and such changes as needed to address the specific limitations or requirements of potential funding sources;

That in-kind support and participation from Member organizations is essential to the success of the Coalition, and that the Charter/By-Laws shall therefore be modified by developing an equitable plan approved by the IEC/Coalition Board for annual membership fees, obligations, and benefits based on membership categories, to be ratified by a vote of the Members; and

That the aggregation and sharing of existing service needs among Member organizations is essential to the success of the Coalition, and that the Charter/By-Laws shall therefore be modified by developing an equitable plan approved by the IEC/Coalition Board and ratified by a vote of the Members to offer network services, in conjunction with the other community network providers and network consortium, and to use the proceeds of such activities to further the not-for-profit purposes of the Coalition consistent with the operating plan and priorities.

This Memorandum between Coalition and Members will commence upon the date that a majority of Members have executed this resolution, as set forth above, and may be terminated by any party as provided in the Charter/By-Laws.

IN WITNESS WHEREOF, the Members have executed this Memorandum on the dates set forth below.

Members:

Name	Organization	Signature	Date
Gee Chow	City of Coral Gables		
Gerardo Garza	FPL FiberNet		
Karl Herleman	Miami Dade College		
Debbie Karcher	Miami-Dade Public Schools		
Peter Korinis	City of Miami		
Daniella Levine	Human Services Coalition		
Kim Marcille	Knight Center		
Mark Needle	Collins Center		
Rafael Alpizar	City of Doral		
Angel Petisco	Miami-Dade County		
Linda Quick	So Fl Hospital & Healthcare Assn.		
Alex Romillo	Health Choice Network		
Brooks Weisblat	Miami Museum of Science		
Jackie Zelman	University of Miami		
Yvette Brown	Barry University		
Mark Wyllie	InternetCoast		

Approved as to form and legal sufficiency:


Elizabeth M. Hernandez, City Attorney

CITY OF CORAL GABLES

By _____ Date _____
Patrick Salerno
City Manager

ATTEST:

By _____ Date _____
Walter Foeman
City Clerk

Miami-Dade Broadband Coalition (preliminary name)

The vision: Creating a connected community that advances economic development, individual empowerment and quality of life.

The mission: To connect, enable and transform our community through universal broadband, applications, and participation.

Principles & Values

Value of Coalition: There is inherent value, both for participants and for the region, in building a sustainable, accountable, and transparent network of organizational partners to aggregate and leverage knowledge, capacity, and outcomes related to technological progress.

Inter-Connectivity: Shared or inter-operable technologies, standards, resources, and program strategies will progressively enhance the potential for expanded infrastructure, reduced costs, and widespread benefits.

Universality: The universal nature of the coalition's technology access and participation goals will be reflected in the equity, diversity, and inclusiveness of its membership, its processes, and its broad activities and objectives.

Membership Structure

Composition: The Miami-Dade Broadband Coalition (MDBC) is created by the stakeholder charter member organizations attached hereto. From time to time additional organizations may join the Coalition, or incumbent members may cease participation. An organization is defined for these purposes as an independent business or company, and/or a discrete unit of government. All members are to select/specify/identify/designate individuals by position and name who serve as their representatives and alternates to the Coalition for a term of one year and may be reappointed for up to three consecutive terms.

Membership Responsibilities: Members shall have the following responsibilities:

- Members will be expected to work within the vision, mission and goals of the Miami-Dade Broadband Coalition and will be broadly representative of the diverse categories of broadband interest groups.
- Members will be expected to contribute assets and expertise needed by the collaborative to pursue its mission and vision.
- All statements issued by members speaking on behalf of the MDBC shall not be used to promote one organization, agency or individual.
- Members will be expected to have designated representatives and/or alternates attend meetings and to maintain active communication with the Chair, the subcommittees, and the staff/consultants.

Leadership: An Interim Executive Committee (IEC) consisting of no fewer than 7 and no more than 13 members shall be appointed by vote of the membership at an officially called meeting. The Interim Executive Committee will be authorized to conduct affairs specifically authorized by the membership or to bring new matters before the membership. The chairs of

any current standing workgroups will serve on this Interim Executive Committee in addition to those elected by the membership at an officially called meeting. The IEC members will be representative of the diverse categories of Coalition membership. The members of each committee will select its own Chairman, and the members of the Interim Executive Committee shall designate by majority vote a Chair or Co-chairs, a Secretary, and an Acting Executive Director. .

Meetings: The entire membership of the MDBC shall meet at least two (2) times per year in such ways and at such times and places within South Florida as may be designated by the Executive Committee. In addition, subsets or working groups of the membership may convene meetings on an ad hoc basis in order to conduct the business of the Coalition

Voting: Although multiple people from a member entity may be in attendance at a workgroup or membership meeting of the Coalition, each member shall have only one voting representative at any officially called meeting. A member representative may request an alternate representative to attend the meeting and vote in their place. Working Groups of the Coalition may develop recommendation, priorities and/or resolutions for Interim Executive Committee disposition. Advanced notice of IEC meetings with agenda items being recommended for discussion and action should be given to all Coalition members with a reasonable comment period timeframe. All members may provide input to the IEC during their deliberations. If the Interim Executive Committee should not be able to reach a mutually acceptable consensus, an recommendation or resolution may go to the entire Coalition for disposition. As a general rule, major issues impacting the entire direction of the Coalition, would amend the charter, or entail selection of leadership, would go to the entire Coalition membership.

Quorum: A quorum for conducting the business of the MDBC shall consist of individual representatives of at least 35% of the membership being present at the meeting. No less than 50% of Interim Executive Committee members need to be present for a quorum at its meetings.

Minutes: Minutes of membership and other meetings shall be prepared by the Secretary with staff/consultant assistance. Minutes shall show attendance (designated representatives and guests), action taken, and a summary of issues discussed. The Coalition shall approve such minutes at each subsequent meeting.

Conflict of Interest: All individuals representing members of the Coalition and any committee established by the Coalition shall declare any and all conflicts of interest and refrain from voting on any issue in which such conflict of interest may exist. Conflicts of interest are defined as those matters in which the individual member has an indirect or direct financial interest, or other interest, which creates a benefit to the member personally, to the organization that the member represents, or to the organization with which the member is affiliated.

Each member representative and Coalition staff/consultant shall disclose to the individuals officiating a meeting any possible conflict of interest. Although a conflict shall not preclude participation in discussion or debate, no one with a conflict may vote on any matter involving a conflict for that person.

The minutes of any meeting shall include written records of all conflict of interest transactions.