

**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