

RESOLUTION NO. 2282

TOWNSHIP OF EAST NORRITON

**A RESOLUTION TO AUTHORIZE AN INTERGOVERNMENTAL AGREEMENT
WITH OTHER MONTGOMERY COUNTY MUNICIPALITIES
FOR LEGAL SERVICES TO NEGOTIATE A MODEL AGREEMENT WITH VERIZON
FOR CABLE SERVICES**

WHEREAS, the Boroughs pursuant to the provisions of “The Borough Code”, 53 P.S. §45101, et seq., and the Second Class Townships pursuant to the provisions of “The Second Class Township Code”, 53 P.S. §65101, et seq., and the First Class Townships pursuant to the provisions of the “First Class Township Code”, 53 P.S. §55101, et seq., when not inconsistent with state or federal law, are authorized to oversee and regulate trade, commerce, and the use of public streets, ways and property within their jurisdictions; and

WHEREAS, “The Borough Code”, supra., and “The Second Class Township Code”, supra., and the “First Class Township Code”, supra., as well as the provisions of 53 Pa. C.S.A. §2301, et. seq., provide for intergovernmental cooperation between and among municipalities in the exercise or performance of their respective governmental functions, powers, and responsibilities and authorize joint agreements as may be deemed appropriate for such purposes; and

WHEREAS, numerous townships and boroughs in the Montgomery County Consortium of Communities have determined that it is in the best interests of their residents to cooperate in obtaining legal services for the negotiation of a Model Cable Franchise Agreement (“Model Agreement”) with Verizon Pennsylvania Incorporated (“Verizon”) for the provision of cable television services (“cable services”) to the respective municipalities; and

WHEREAS, the Governing Body of East Norriton Township has determined that it is in the best interests of the residents of East Norriton Township to cooperate with other Montgomery County municipalities in obtaining legal services for the negotiation of the Model Agreement with Verizon; and

WHEREAS, the Governing Body of East Norriton Township desires to authorize its appropriate officers to enter into an Intergovernmental Agreement with other Montgomery County municipalities for obtaining legal services for the negotiation of a Model Agreement with Verizon for cable services pursuant to the terms of the Intergovernmental Agreement;

NOW, THEREFORE, BE IT RESOLVED as follows:

The appropriate officers of East Norriton Township are hereby authorized to enter into an Intergovernmental Agreement with other Montgomery County municipalities to obtain legal services for the negotiation of a Model Agreement with Verizon for cable services. A true and correct copy of the Intergovernmental Agreement, which is authorized hereby, is attached hereto as Exhibit "A" and incorporated herein by reference.

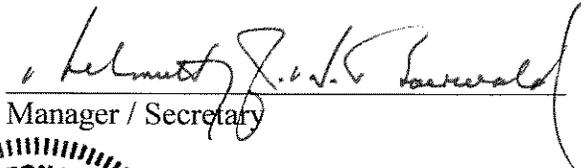
RESOLVED this 28th day of February, 2006 at a public meeting.

BOARD OF SUPERVISORS
EAST NORRITON TOWNSHIP

BY: _____


Chairman

ATTEST:


Manager / Secretary



INTERGOVERNMENTAL AGREEMENT

LEGAL SERVICES FOR NEGOTIATION OF A MODEL AGREEMENT WITH VERIZON FOR THE PROVISION OF CABLE SERVICES

THIS AGREEMENT, by and between the members of the Montgomery County Consortium of Communities (hereinafter the “Participating Municipalities”).

B A C K G R O U N D

WHEREAS, the Boroughs pursuant to the provisions of “The Borough Code”, 53 P.S. §45101, et seq., and the Second Class Townships pursuant to the provisions of “The Second Class Township Code”, 53 P.S. §65101, et seq., and the First Class Townships pursuant to the provisions of the “First Class Township Code”, 53 P.S. §55101, et seq., when not inconsistent with state or federal law, are authorized to oversee and regulate trade, commerce, and the use of public streets, ways and property within their jurisdictions; and

WHEREAS, the Participating Municipalities as cable television franchising authorities pursuant to the provisions of the “Cable Communications Policy Act” of 1984, October 30, P.L. 98-549, 98 Stat. 2779, 47 USC 601 et seq., as amended by the “Cable Television Consumer Protection and Competition Act” of 1992, October 5, P.L. 102-385, 106 Stat. 14 (collectively the “Cable Act”), have the authority, as provided for therein, to franchise, and regulate cable television service (“cable service”) within their jurisdictions; and

WHEREAS, Verizon Pennsylvania Incorporated (“Verizon”) is in the process of installing fiber optic lines known as “fiber to the premises” to provide broadband service to residents of the Participating Municipalities including, inter alia, cable service; and

WHEREAS, the Participating Municipalities wish to negotiate a Model Cable Franchise Agreement (“Model Agreement”) with Verizon for the provision of cable service to the respective municipalities; and

WHEREAS, the Participating Municipalities submitted a request for proposals for legal services to negotiate a Model Agreement with Verizon for cable service to the Participating Municipalities, such legal services and negotiation being hereinafter referred to as the “Project”; and

WHEREAS, the Participating Municipalities wish to accept the proposal submitted by Daniel S. Cohen, Esquire, of Cohen Telecommunications Law; and

WHEREAS, “The Borough Code”, supra., and “The Second Class Township Code”, supra., and the “First Class Township Code”, supra., as well as the provisions of 53 Pa. C.S.A. §2301, et. seq., provide for intergovernmental cooperation between and among municipalities in the exercise or performance of their respective governmental functions, powers, and

responsibilities and authorize joint agreements as may be deemed appropriate for such purposes; and

WHEREAS, the Participating Municipalities wish to enter into an Intergovernmental Agreement providing for intergovernmental cooperation for the negotiation of a Model Agreement with Verizon for cable service in the best interests of the residents of the Participating Municipalities and to set forth the terms and conditions thereof;

NOW, THEREFORE, in consideration of the premises set forth above and intending to be legally bound hereby, the Participating Municipalities do agree as follows:

WITNESSETH:

1. The Participating Municipalities hereby appoint Daniel S. Cohen, Esquire, of Cohen Telecommunications Law Group (hereinafter referred to as the "Special Counsel") to negotiate a Model Agreement between Verizon and the Participating Municipalities on the basis of the terms and conditions set forth in the proposal dated December 13, 2005, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

2. A Negotiating Committee shall be comprised of six (6) members from the Participating Municipalities, appointed by majority vote of the Participating Municipalities.

3. The Negotiating Committee shall appoint a person from the committee as Chairperson.

4. Participating Municipalities shall communicate through the Negotiation Committee.

5. The Negotiation Committee, via the Chairperson, shall communicate directly with the Special Counsel.

6. The Special Counsel shall communicate directly with Verizon.

7. The Participating Municipalities hereby establish an initial budget of Twenty Thousand Dollars (\$20,000.00) for the Project. The Montgomery County Consortium of Communities ("MCCC") will contribute 50% or up to \$10,000.00 of the project cost. The balance of the Project shall be shared proportionally by the Participating Municipalities based on their population as set forth in the 2000 Census. A list of the Participating Municipalities, their 2000 population, and their respective costs for the Project is attached hereto as Exhibit "B" and incorporated herein by reference.

8. Each Participating Municipality shall pay the cost set forth in Exhibit "B" to Lower Merion Township, the MCCC Treasurer, which will maintain an escrow account, pay the Special Counsel for the Project, and provide an accounting of the expenditures made for the Project at the request of any Participating Municipality.

9. The Participating Municipalities acknowledge that there may be additional costs associated with the Project. If additional funds are required for the Project, each Participating Municipality will contribute funds based on the percentage set forth in Exhibit "B"

10. All additional work and costs associated with the Project shall be approved by the Negotiating Committee.

11. Each Participating Municipality shall be responsible for its own out-of-pocket costs and its own solicitor's fees with regard to review of the Model Agreement with Verizon, direct communication with the Special Counsel, and any revisions to the Model Agreement ultimately distributed by the Special Counsel to the Participating Municipalities.

12. If at any time, a Participating Municipality wishes to end its participation in the Project, it shall give thirty (30) days written notice to the President of the Montgomery County Consortium of Communities that it no longer wishes to participate; however, in no event shall any funds already paid for the Project be refunded to any Participating Municipality.

13. Any additional municipality that requests to become a party to this Agreement and participate in the Project shall be admitted by a two-thirds (2/3) vote of the Participating Municipalities. Any new Participating Municipality shall contribute its share of the cost of this project based on its 2000 population plus an additional one thousand dollars (\$1,000), and shall be subject to all terms and conditions of this Agreement.

14. Any funds remaining upon the completion of the Project shall be refunded to the Participating Municipalities according to the percentages set forth in Exhibit "B" hereto.

15. This Agreement shall be construed in accordance with the laws of the Commonwealth of Pennsylvania.

16. This Agreement represents the entire agreement between the parties hereto. Any amendment to this Agreement shall be in writing and must be signed by all parties hereto in order to be valid and enforceable.

17. This Agreement may be executed in counterparts, each Intergovernmental Agreement signed by a Participating Municipality shall become a part of the whole Intergovernmental Agreement and shall bind that Participating Municipality to the terms of this Agreement.

INTENDING to be legally bound hereby, East Norriton Township, as approved by a Resolution on the 28th day of February, 2006, agrees to be a Participating Municipality under the terms and conditions of this Agreement by setting forth the hand and seal of its Chairman and Manager/Secretary this 28th day of February, 2006.

EAST NORRITON TOWNSHIP

BY: *Paul J. ...*
Chairman Board of Supervisors

ATTEST:

Helmut J. ...
Manager / Secretary

