

A RESOLUTION FORMING THE PORTSMOUTH COMMUNITY BROADBAND NETWORK AUTHORITY.

WHEREAS, the City of Portsmouth, Virginia, has determined that it is in the best interest of the citizens of the City to form an authority to be known as the Portsmouth Community Broadband Network Authority, under the provisions of the Virginia Wireless Service Authorities Act, Chapter 54.1 of Title 15.2 of the Code of Virginia, 1950, as amended; and

WHEREAS, City Council finds that creation of the Authority will serve an essential public purpose by increasing the quality and availability of broadband internet services in the City of Portsmouth, and further economic development, education, and quality of life for its citizens.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PORTSMOUTH, VIRGINIA, that an Authority is hereby created under the provisions of the Virginia Wireless Service Authorities Act, the Articles of Incorporation of which are as follows:

**ARTICLES OF INCORPORATION
OF THE
PORTSMOUTH COMMUNITY BROADBAND NETWORK
AUTHORITY**

The City of Portsmouth, Virginia, a municipal corporation of the Commonwealth of Virginia, has by resolution adopted these Articles of Incorporation pursuant to the Wireless Service Authorities Act (the “Act”), Chapter 54.1 of Title 15.2 of the Code of Virginia, 1950, as amended, following advertisement and public hearing as required by law.

**ARTICLE I
NAME AND ADDRESS**

The name of the authority is the “Portsmouth Community Broadband Network Authority” (“Authority”). The address of the principal office of the Authority shall be at 801 Crawford Street, Portsmouth, Virginia 23704.

**ARTICLE II
TERM OF THE AUTHORITY**

The Authority shall exist for a term of 50 years as a political subdivision, and as thereafter extended in accordance with the Act, unless earlier dissolved in accordance with the Act.

**ARTICLE III
CREATING JURISDICTION**

The creating jurisdiction is the City of Portsmouth, Virginia, a municipal corporation of the Commonwealth of Virginia. Although the City of Portsmouth will appoint members of the Authority Board of Directors pursuant to Article V of these Articles of Incorporation, the Authority shall have no “members” as that term is defined in the Virginia Non-Stock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, 1950, as amended.

ARTICLE IV JOINDER OR WITHDRAWAL OF JURISDICTIONS; MERGER OF AUTHORITIES

The Authority may merge with another authority created under the Act, or another locality may join the Authority, upon consent of the City of Portsmouth in accordance with this Article.

The governing body of any locality wishing to join the Authority or any authority under the Act wishing to merge with the Authority shall signify its desire by resolution or ordinance. If the Authority’s board of directors and the City of Portsmouth by resolution express their consent to the joinder or merger, the governing body of the locality authority requesting joinder or merger and the governing bodies of the other members shall advertise the ordinance, resolution, or agreement providing for such joinder or merger and hold a public hearing in accordance with Section 15.2-5431.5 of the Code of Virginia, 1950, as amended. Such ordinance, resolution, or agreement shall be adopted in the same manner and with the same formalities as would be necessary to create a new authority, *mutatis mutandis*.

In the event a locality or authority seeks to join or merge with the Authority, the resolutions, ordinances, or agreement creating the new Authority shall specify the number and terms of office of members of the board of directors of the expanded Authority which must be appointed by each of the member localities or the members of the board of directors of the merged authority, and the names, addresses, and terms of office of new initial appointees to the board of directors.

The amended articles of incorporation shall be filed with the State Corporation Commission as provided by law. Upon the date of issuance of the certificate by the State Corporation Commission for the amended articles of incorporation, the terms of office of the board members of the existing Authority shall terminate and the appointments made in the resolutions, ordinances, or agreement creating the new Authority shall begin.

ARTICLE V

BOARD OF DIRECTORS, TERMS OF OFFICE

The powers of the Authority shall be exercised by a board of directors composed of seven members appointed by the City Council of the City of Portsmouth, with terms to coincide with the terms of the members of City Council. In the event the term of a director who is a member of City Council ends, whether by the end of a term, resignation, or removal, the City Council of the City of Portsmouth may appoint a replacement to serve the remainder of the term. The City Council of the City of Portsmouth may appoint a replacement to serve the remainder of the term.

The terms of office of the board of directors members shall be four years. However, the terms of the initial members of the board of directors shall coincide with the terms of the City Council members at the time of the Authority's formation. Members may succeed themselves. Appointments to fill vacancies, however arising, shall be for the remainder of the unexpired term. If at the end of any term of office a successor director has not been appointed, then the director whose term of office has expired shall continue to hold office until his or her successor is appointed and qualifies.

The board of directors shall annually elect from among its members a chairman and a vice-chairman, and shall annually elect a secretary and treasurer who need not be members.

The names and addresses, and terms of office of the members of the initial board of directors of the Authority are as follows:

Term ending December 31, 2020:
Hon. John L. Rowe, Jr.
P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2020:
Hon. Lisa Lucas-Burke
P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2022:
Hon. William E. Moody, Jr.
P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2020:
Hon. Elizabeth M. Psimas

P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2020:
Hon. Nathan J. Clark
P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2022:
Hon. Paul J. Battle
P.O. Box 820
Portsmouth, Virginia 23705

Term ending December 31, 2022:
Hon. Shannon E. Glover
P.O. Box 820
Portsmouth, Virginia 23705

The terms of office of the initial members of the board of directors of the Authority shall begin on the date of the adoption of these Articles by the City Council of the City of Portsmouth.

Each voting member of the board of directors shall have one equal vote in all matters before the board of directors.

ARTICLE VI PURPOSE

The purpose of the Authority is to provide or assist in the provision of qualifying communication services as defined in Article 5.1 (§ 56-484.7:1 *et seq.*) of Chapter 15 of Title 56 of the 1950 Code of Virginia, as amended, and to provide such other services as provided by law and Chapter 54.1 of Title 15.2 of the Code of Virginia, 1950, as amended.

ARTICLE VII POWERS

The Authority shall have all of the powers set forth within Virginia Code § 15.2-5431.11, and any other powers set forth within the Act. The Authority's powers under the Act shall be liberally construed to effect the purposes of the Act.

The board of directors may appoint such committees and employees as it may from time to time deem convenient, including an executive director or chief executive officer and project committees, and

delegate to them such corporate powers on behalf of the Authority as may be permitted by law.

**ARTICLE VIII
DISSOLUTION**

The Authority may be dissolved in the manner set forth in Virginia Code § 15.2-5431.9 upon a resolution by the board of directors finding that the purposes for which it was created have been completed or are impractical or impossible and that all of its obligations have been paid or have been assumed by one or more of the member localities or any authority created thereby or that cash or United States government securities have been deposited for their payment.

The City Manager, City Clerk, and City Attorney are hereby authorized and directed to undertake such other and further administrative acts as may be necessary to cause these Articles of Incorporation to be registered promptly with the State Corporation Commission.

This Resolution shall be effective upon adoption.

ADOPTED by the Council of the City of Portsmouth, Virginia, at a meeting held on September 8, 2020.

Teste:

City Clerk