

STATE OF ILLINOIS

Intergovernmental Agreement

This agreement is made and entered into by and between the State of Illinois, Department of Central Management Services, (hereinafter CMS”) and Macoupin County and Montgomery County (collectively the “Two Counties”).

WHEREAS, CMS is responsible for the administration and management of the State’s information technology and telecommunications resources; and

WHEREAS, the State of Illinois has allocated funding to allow for the Vince Demuzio Rural Broadband Initiative, a Pilot Project in the Two Counties (hereinafter called “Demuzio Initiative”), to examine the potential positive impact on economic and community development that may be achieved via the increased availability of high speed broadband services; and

WHEREAS, a Request for Proposals for the Demuzio Initiative, Reference Number CMS 23239 (hereinafter called “Demuzio RFP”), was issued on February 21, 2007; and

WHEREAS, the following entities have agreed to work cooperatively to further the objectives of the Demuzio Initiative: CMS, Macoupin County, and Montgomery County;

NOW THEREFORE, in consideration of these premises and the mutual promises set forth herein, the parties hereby agree as follows:

1. **Services:** As a result of the Demuzio RFP, the State of Illinois will enter into a contract with Norlight, Inc. (hereinafter “Vendor”) to provide a wireless backbone network to provide wireless internet service coverage for the Two Counties. The Two Counties agree that CMS will pay only those Vendor invoices for the Demuzio Initiative that have been approved by the Two Counties, or their designee(s), insofar as the invoices are directly related to the Vendor’s duties under the Contract. Specific guidelines of the invoice approval and payment process are outlined as follows:

- a. Vendor submits invoices to the Two Counties, or to their designee(s), and submits duplicate invoices (or copies of invoices) to CMS, Bureau of Communications and Computer Services.
- b. The Two Counties, or their designee(s), approve the invoices for payment based upon the completion of certain milestones as established by the Contract and implementation plan.
- c. The Two Counties provide written notice of approval for payment to CMS, which approval will advise that the invoices meet the guidelines for payment.
- d. Macoupin or Montgomery County may raise issues for resolution by the Vendor prior to payment (for contracted services that are not completed), if such is appropriate.

2. **Expenses:** Funding for the Demuzio Initiative shall only be expended in accordance with the Contract. The Two Counties understand and agree that the funding provided via this Intergovernmental Agreement does not obligate the State to provide any additional funding for the Demuzio Initiative.

3. **Agreement Amount:** The total amount to be paid to Vendor by CMS under this agreement shall not exceed \$750,000.

4. **Term:** The term of this agreement shall extend to such time as the funding has been expended, or seven years.

5. **Termination:** This agreement may be terminated by any party upon thirty (30) days written notice.

6. **Work Product:** All documents, including Demuzio Initiative project reports and payment schedules, shall be available to CMS and to Macoupin County and Montgomery County, insofar as the information relates to the activities undertaken by the Vendor as a result of the Contract.

7. **Laws of Illinois:** This agreement shall be governed in all respects by the laws of the State of Illinois.

8. **Entire Agreement:** This agreement constitutes the entire agreement between the Parties, and may be amended only by written agreement of all Parties.

Illinois Department of Central
Management Services

By: _____

Date: _____

Macoupin County

By: Sheila

Date: 11/4/09

Montgomery County

By: _____

Date: _____