

STATE OF MISSISSIPPI
OFFICE OF THE GOVERNOR



HALEY BARBOUR
GOVERNOR

JOINT MEMORANDUM OF UNDERSTANDING
BETWEEN
THE STATE OF ALABAMA AND
THE STATE OF MISSISSIPPI
GOVERNING THE START-UP OF
THE WEST ALABAMA AND EAST MISSISSIPPI
WIRED GRANT

Authority over the operation of the West Alabama and East Mississippi WIRED grant shall remain with the Governors of each state except as designated in this Memorandum of Understanding (MOU). Alabama shall designate the fiscal agent for the grant and Mississippi shall designate the managing entity for the grant as set forth in the grant agreement submitted by both Governors and approved by the U.S. Department of Labor (DOL).

1. In accordance with the "Pulling Together – Rural West Alabama and East Mississippi at the Crossroads of Economic Transformation" WIRED grant proposal accepted and approved by DOL, Alabama and Mississippi jointly establish a Commission to provide advisory oversight and leadership to this WIRED initiative. The Commission shall meet at least quarterly at a regular time and place to be determined by the Commission.
2. Alabama shall appoint four voting members and Mississippi shall appoint four voting members to the Commission to serve at the will and pleasure of each Governor.
3. In accordance with the grant proposal, the president of The Montgomery Institute is hereby appointed as the *ex officio* and non-voting chairman of the Commission. The role of the chairman shall be to seek consensus and to bring organization to the work of the Commission. The chairman shall have the following powers and duties:
 - a. to convene, recess, and adjourn meetings of the Commission;
 - b. to prepare the agenda for Commission meetings, which the Commission may adopt or amend;
 - c. to place motions before the Commission, tally votes, and record the official actions of the Commission;
 - d. in cases of tie votes, to recommend changes or amendments to motions and proposals in an effort to arrive at consensus or achieve the required majority vote. In cases where the Commission is hopelessly deadlocked, the chairman may delay action on the proposal

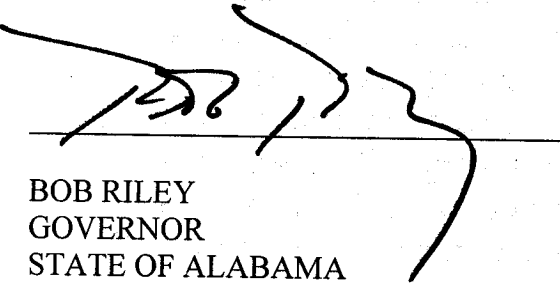
until the next meeting and shall seek guidance from the two Governors and the U.S. Department of Labor (DOL). If the two Governors and DOL reach agreement, this agreement shall be presented to the Commission at its next meeting and shall be adopted by the Commission as submitted.

4. The function of the Commission is to provide advisory oversight and leadership to the WIRED grant initiative. The function of the fiscal agent is to manage the fiscal and accounting operations. The function of the managing entity is to implement the plan of work. The duties and powers of each shall be as follows:
 - a. In accordance with the grant proposal, the Alabama Office of Workforce Development shall serve as the fiscal agent for the grant and shall manage the fiscal and accounting operations in accordance with the approved budget. The budget submitted in the grant proposal, as amended by DOL and paragraph 8 below, shall be the initial budget. Budget changes may be proposed by the fiscal agent or the managing entity, but no change to the budget shall take effect until it has been presented for review to the Commission and the Commission by affirmative vote (see paragraph 6) recommends the change take effect. Upon such recommendation, the fiscal agent shall implement the change, pending DOL approval if required. Also, in accordance with the grant proposal, the fiscal agent shall designate The Montgomery Institute as a grant sub-recipient so that it may conduct its work and shall designate an Alabama Community College (or other Alabama agency) and the Mississippi Development Authority as grant sub-recipients in accordance with paragraph 8 below.
 - b. In accordance with the grant proposal, The Montgomery Institute shall serve as the managing entity, hire and manage necessary staff, and implement the plan of work within the scope of the budget. The plan of work submitted in the grant proposal, as amended by DOL, shall be the initial plan of work. Plan of work changes may be recommended by the managing entity or the fiscal agent but no change to the plan of work shall take effect until it has been presented for review to the Commission and the Commission by affirmative vote (see paragraph 6) recommends the amendment take effect. Upon such recommendation, the managing entity shall implement the change, pending DOL approval if required.
 - c. The performance and accountability standards submitted in the grant proposal, as amended by the U.S. Department of Labor, shall be the

initial performance and accountability standards. The managing entity and fiscal agent shall jointly prepare a performance and accountability plan but no such plan shall take effect, or be amended at a later date, until the plan or changes have been presented for review to the Commission and the Commission by affirmative vote (see paragraph 6) recommends the amendment take effect.

- d. The Commission shall also have the authority to establish its name; establish program, finance, or other committees; adopt policy guidance; and undertake other initiatives related to its purpose.
5. A quorum of the Commission voting members shall be required to conduct business and this quorum shall be six of the voting members. Members of the Commission may participate electronically and be counted in the quorum so long as they remain electronically connected.
6. Five affirmative votes shall be required for the Commission to act affirmatively on any motion or proposal; however it shall take a two-thirds vote of the membership or six votes to establish or amend the by-laws of the Commission.
7. The Commission may expand the provisions in this MOU into by-laws and guidelines as it sees fit to provide for the effective operation of this initiative, provided that the core provisions of this MOU may not be substantially changed or omitted without approval of the two governors.
8. Governor Barbour shall designate a senior manager from the Mississippi Development Authority to serve as the grant program director. Governor Riley shall designate a program officer from an Alabama Community College or other agency to serve as the grant program associate director. Both agencies shall be grant sub-recipients for the purpose of covering the costs of these staff members as set by their employing agencies. The work of both staff members shall be overseen and coordinated by The Montgomery Institute as the managing entity for the grant.

SO ORDERED, THIS THE 10th DAY OF MAY, 2006



BOB RILEY
GOVERNOR
STATE OF ALABAMA



HALEY BARBOUR
GOVERNOR
STATE OF MISSISSIPPI