A BILL TO BE ENTITLED

AN ACT TO ESTABLISH THE RURAL BROADBAND AUTHORITY AND TO AUTHORIZE FORMATION OF BROADBAND MEMBERSHIP CORPORATIONS IN ORDER TO FOSTER DEPLOYMENT OF BROADBAND SERVICES TO UNSERVED AREAS OF THE STATE TO ATTRACT INVESTMENT IN LOCAL ECONOMIES, TO PROVIDE FOR EDUCATIONAL AND CAREER OPPORTUNITIES, AND TO PROVIDE FOR IMPROVED HEALTH CARE.

The General Assembly of North Carolina enacts:

SECTION 1.(a) The General Statutes are amended by adding a new Chapter to read:

"Chapter 117A.  
"Broadband for Rural and Unserved Areas."

"Article 1."

"Rural Broadband Authority."

"§ 117A-1. Rural Broadband Authority created; appointments; terms of members."

An agency to be known as the "North Carolina Rural Broadband Authority" is hereby created as an agency of the State of North Carolina, such agency to consist of nine members, two of which shall be appointed by the Speaker of the House of Representatives, two of which shall be appointed by the President Pro Tempore of the Senate, and five of which to be appointed by the Governor of North Carolina. All appointments shall be made for terms of four years.

"§ 117A-2. Definitions."

As used in this Chapter, unless the context otherwise requires, the term:

(1) "Acquire" means to acquire by purchase, lease, devise, gift, or other mode of acquisition.

(2) "Authority" means the North Carolina Rural Broadband Authority.

(3) "Board" means the board of directors of a corporation formed under Article 2 of this Chapter.

(4) "Broadband infrastructure" means wireline or wireless infrastructure capable of providing terrestrially deployed broadband service.

(5) "Broadband service" has the same meaning as provided in G.S. 62-3(1).

(6) "Corporation" shall mean a corporation formed under Article 2 of this Chapter.

(7) "Federal agency" shall mean and include the United States of America, the President of the United States of America, and any other authorities, agencies, and instrumentalities of the United States of America.
(8) "Person" shall mean and include natural persons, firms, associations, corporations, business trusts, partnerships, and bodies politic.

(9) "Unserved area" means a designated geographic area that is presently without access to broadband service, as defined in this section, offered by a wireline or fixed wireless provider.


The purpose of the North Carolina Rural Broadband Authority is to secure broadband service for areas of the State where service is not now being rendered, or service is otherwise inadequate, and it is hereby empowered to do the following in order to accomplish that purpose:

(1) To investigate all applications from communities unserved, or inadequately served, by broadband in North Carolina and to determine the feasibility of obtaining broadband service for such communities.

(2) To employ such personnel as shall be necessary to conduct surveys, assist communities to organize and finance extensions of broadband, and negotiate with telecommunications providers for and on behalf of the unserved communities that desire broadband service.

(3) To contact telecommunications providers contiguous to areas desiring service, for the purpose of facilitating extension of service by such providers or other agencies, in that community as may be feasible for the telecommunications providers or other agencies, contiguous to the area.

(4) To make estimates of costs of extension which the telecommunications providers would not be willing to finance and report such findings to the citizens of the community desiring service or to the corporations organized under this Chapter, to be known as "broadband membership corporations."

(5) To estimate the service charges to which a community would be subject in addition to the rates for broadband as may be found necessary in order to make extension self-liquidating.

(6) To have the power of eminent domain for the purpose of condemning rights-of-way necessary for broadband infrastructure, either in its own name, or in its own name on behalf of the broadband membership corporations to be formed as provided by law. For the purposes of exercising the powers of eminent domain, the North Carolina Rural Broadband Authority shall be deemed a private condemnor and shall follow the procedures of Chapter 40A of the General Statutes for a private condemnor.

(7) To have such right and authority to secure for local communities or broadband membership corporations as may be set up assistance from any agency of the United States government, either by gift or loan, as may be possible to aid local communities in securing broadband for a community.

(8) To investigate all applications from communities for the formation of broadband membership corporations, make determinations on eligibility, and grant the authority to form such corporations; to provide forms for making such applications; and to do all things necessary to a proper determination of the question of establishment of the local broadband membership corporations.

(9) To act as agent for any broadband membership corporations formed under direction or permission of the North Carolina Rural Broadband Authority in securing loans or grants from any agency of the United States government.

(10) To prescribe rules and regulations for the broadband membership corporations in making applications for grants or loans from any agency of the United States government.
(11) To receive and investigate complaints from members of broadband membership corporations.

(12) To do all other acts that may be necessary to aid the rural communities in North Carolina to secure broadband.

"§ 117A-4. Authority not granted power to fix rates or order broadband service extensions.

The Authority itself shall not be a rate-making body and shall have no power to fix the rates or service charges or to order the extension of broadband by telecommunications providers.

"§ 117A-5. Regulatory fee.

(a) Fee Imposed. – It is the policy of the State of North Carolina to provide fair regulation of broadband membership corporations in the interest of the public. The cost of regulating broadband membership corporations is a burden incident to the privilege of operating as a broadband membership corporation. Therefore, for the purpose of defraying the cost of regulating broadband membership corporations, every broadband membership corporation subject to the jurisdiction of the Authority shall pay a quarterly regulatory fee, in addition to all other fees and taxes, as provided in this section. The fees collected shall be used only to pay the expenses of the Authority in regulating broadband membership corporations in the interest of the public.

(b) Rate. – For each fiscal year, the regulatory fee shall be the greater of the following:

(1) The rate established by the General Assembly for that year based upon the number of customer connections for broadband service for each broadband membership corporation.

(2) Twenty-five cents (25¢) for each customer connection for broadband service for each broadband membership corporation.

When the Authority prepares its budget request for the upcoming fiscal year, the Authority shall propose a rate for the regulatory fee. For fiscal years beginning in an odd-numbered year, that proposed rate shall be included in the budget message the Governor submits to the General Assembly pursuant to G.S. 143C-3-5. For fiscal years beginning in an even-numbered year, that proposed rate shall be included in a special budget message the Governor shall submit to the General Assembly. If the General Assembly decides to set the regulatory fee at a rate higher than the rate in subdivision (2) of this subsection, it shall set the regulatory fee by law.

The regulatory fee may not exceed the amount necessary to generate funds sufficient to defray the estimated cost of the operations of the Authority for the upcoming fiscal year, including a reasonable margin for a reserve fund. The amount of the reserve may not exceed the estimated cost of operating the Authority for the upcoming fiscal year. In calculating the amount of the reserve, the General Assembly shall consider all relevant factors that may affect the cost of operating the Authority.

(c) When Due. – The regulatory fee imposed under this section is due and payable to the Authority on or before the fifteenth day of the second month following the end of each quarter. Every broadband membership corporation subject to the regulatory fee shall, on or before the date the fee is due for each quarter, prepare and render a report on a form prescribed by the Authority. The report shall state the broadband membership corporation’s total North Carolina customer connections for broadband service for the preceding quarter and shall be accompanied by any supporting documentation that the Authority may require by rule.

(d) Use of Proceeds. – A special fund in the office of the State Treasurer, the North Carolina Rural Broadband Authority Fund (NCRBA Fund), is created. The fees collected pursuant to this section and all other funds received by the Authority shall be deposited in the NCRBA Fund. The NCRBA Fund shall be placed in an interest-bearing account, and any interest or other income derived from the NCRBA Fund shall be credited to the NCRBA Fund. Moneys in the NCRBA Fund shall only be spent pursuant to an appropriation by the General Assembly.

The NCRBA Fund shall be subject to the provisions of the State Budget Act except that no unexpended surplus of the NCRBA Fund shall revert to the General Fund. All funds credited to
the NCRBA Fund shall be used only to pay the expenses of the Authority in regulating broadband membership corporations in the interest of the public as provided by this Chapter.

§ 117A-6. Organization meeting of Authority; chairman and secretary.

Promptly after their appointment, the Authority shall meet and organize at such meeting, and at the first meeting of each year thereafter, the members shall choose from their number a chairman. They shall also choose a secretary, who shall be a competent engineer and shall fix the secretary's salary subject to the approval as provided in Article 2 of Chapter 126 of the General Statutes.


All members of the Authority, except the secretary, shall receive as compensation for their services per diem and actual expenses incurred while in the performance of their duties in accordance with the provisions of G.S. 138-5.

"Article 2.

"Broadband Membership Corporations.

§ 117A-8. Title of Article.

This Article may be cited as the "Broadband Membership Corporation Act."


When one or more persons residing in an unserved area desire to secure broadband service for the area and desire to form a broadband membership corporation for that purpose, the person shall file an application with the North Carolina Rural Broadband Authority for permission to form such a corporation.

§ 117A-10. Issuance of privilege for formation of such corporation.

Whenever an application is submitted pursuant to G.S. 117A-9, the North Carolina Rural Broadband Authority shall cause a survey of the area to be conducted in order to determine whether the area is unserved, and if so, whether formation of a broadband membership corporation to provide service to the area is feasible. If the Authority determines an area subject to an application is unserved and formation of a broadband membership corporation is feasible, the Authority shall issue a privilege for the formation of a corporation as provided in this Chapter.


Upon issuance of a privilege by the Authority pursuant to G.S. 117A-10, any number of natural persons not less than three may, by executing, filing, and recording a certificate as provided in this Article, form a corporation not organized for pecuniary profit for the purpose of promoting and encouraging the deployment of broadband in unserved areas of the State by making broadband available to inhabitants of the State at the lowest cost consistent with sound economy and prudent management of the business of such corporations.

§ 117A-12. Municipal franchises.

A broadband membership corporation shall be eligible to receive a franchise pursuant to G.S. 160A-319 from any city or town.

§ 117A-13. Restriction on service in municipalities.

Except as otherwise provided in this section, no broadband membership corporation shall furnish broadband service to, or within the limits of, any incorporated city or town, except pursuant to a franchise that may be granted under the provisions of G.S. 117A-12. In addition, a broadband membership corporation may furnish broadband service to, or within the limits of, any incorporated city or town if the city or town and all public or private broadband providers then furnishing broadband to or within such city or town consent thereto in writing.


(a) Required Provisions. – The certificate of incorporation shall be entitled and endorsed "Certificate of Incorporation of ______ Broadband Membership Corporation" (the blank space being filled in with the name of the corporation) and shall state:
(1) The name of the corporation, which name shall be such as to distinguish it from any other corporation.

(2) A reasonable description of the territory comprising the unserved area in which its operations are principally to be conducted.

(3) The location of its principal office and the post office address thereof.

(4) The maximum number of directors, not less than three.

(5) The names and post office addresses of the directors, not less than three, who are to manage the affairs of the corporation for the first year of its existence, or until their successors are chosen.

(6) The period, if any, limited for the duration of the corporation. If the duration of the corporation is to be perpetual, this fact should be stated.

(7) The terms and conditions upon which members of the corporation shall be admitted.

(b) Permissible Provisions. – The certificate of incorporation of a corporation may also contain any provision not contrary to law that the incorporators may choose to insert for the regulation of its business, and for the conduct of the affairs of the corporation, and any provisions, creating, defining, limiting, or regulating the powers of the corporation, its directors and members.

§ 117A-15. Execution and filing of certificate of incorporation by residents of territory to be served.

The natural persons executing the certificate of incorporation shall be residents of the territory in which the principal operations of the corporation are to be conducted for the provision of broadband service to the unserved area. The certificate of incorporation shall be acknowledged by the subscribers before an officer qualified to administer oaths. When so acknowledged, the certificate may be filed in the office of the Secretary of State, who shall prepare a certified copy or copies thereof and forward one to the register of deeds in each county in which a portion of the territory of the corporation is located, who shall then file such certified copy or copies in their respective offices and record the same as other certificates of incorporation are recorded. As soon as the provisions of this section have been complied with, the proposed corporation described in the certificate so filed, under its designated name, shall be and constitute a body corporate.

§ 117A-16. Board of directors; compensation; president and secretary.

Each corporation formed under this Article shall have a board of directors, in which management of the affairs of the corporation is vested. The directors of the corporation, other than those named in its certificate of incorporation, shall be elected annually by the members entitled to vote. Provided, however, if the bylaws so provide the directors may be elected on a staggered-term basis. In the event members are elected on a staggered-term basis, the total number of directors on a board shall be so divided that not less than one third of them, or as nearly thereto as their division for that purpose will permit, shall be elected annually, (ii) no term shall be longer than for three years, and (iii) except as may be necessary in inaugurating such a plan, all directors shall be elected for terms of equal duration. The directors shall be entitled to receive for their services only such compensation as is provided in the bylaws. The board shall elect annually from its own number a president and a secretary. The directors must be members of the corporation.

§ 117A-17. Powers of board.

The board shall have power to do all things necessary or convenient in conducting the business of a corporation, including, but not limited to:

(1) To adopt and amend bylaws for the management and regulation of the affairs of the corporation; provided, however, that the certificate of incorporation may reserve to the members of the corporation the power to amend the bylaws. The bylaws of a corporation may make provisions not inconsistent with law or its certificate of incorporation, regulating the admission, withdrawal,
suspension or expulsion of members; the transfer of membership; the fees and dues of members and the termination of memberships on nonpayment of dues or otherwise; the number, times and manner of choosing, qualifications, terms of office, official designations, powers, duties, and compensations of its officers; defining a vacancy in the board or in any office and the manner of filling it; the number of members to constitute a quorum at meetings, the date of the annual meeting and the giving of notice thereof, and the holding of special meetings and the giving of notice thereof; the terms and conditions upon which the corporation is to render service to its members; the disposition of the revenues and receipts of the corporation; regular and special meetings of the board and the giving of notice thereof.

(2) To appoint agents and employees and to fix their compensation and the compensation of the officers of the corporation.
(3) To execute instruments.
(4) To delegate to one or more of the directors or to the agents and employees of a corporation such powers and duties as it may deem proper.
(5) To make its own rules and regulations as to its procedure.

"§ 117A-18. Certificates of membership."
A corporation may issue to its members certificates of membership, and each member shall be entitled to only one vote at the meetings of the corporation.

"§ 117A-19. Corporate purpose; terms and conditions of membership."
The corporate purpose of each corporation formed hereunder shall be to provide broadband service to its members only, and no person shall become or remain a member unless such person shall use broadband supplied by such corporation and shall have complied with the terms and conditions in respect to membership contained in the bylaws of such corporation; provided, that such terms and conditions of membership shall be reasonable; and provided further, that no bona fide applicant for membership, who is able and willing to satisfy and abide by all such terms and conditions of membership, shall be denied arbitrarily, capriciously, or without good cause.

"§ 117A-20. Discrimination prohibited."
No broadband membership corporation shall, as to rates or services, make or grant any unreasonable preference or advantage to any member or subject any member to any unreasonable prejudice or disadvantage. No broadband membership corporation shall establish or maintain any unreasonable difference as to rates or services either as between localities or as between classes of service. No broadband membership corporation shall give, pay, or receive any rebate or bonus, directly or indirectly, or mislead or deceive its members in any manner as to rates charged for the services of the broadband membership corporation.

"§ 117A-21. General grant of powers."
Each corporation formed under this Article is hereby vested with all power necessary or requisite for the accomplishment of its corporate purpose and capable of being delegated by the legislature, and no enumeration of particular powers hereby granted shall be construed to impair any general grant of power herein contained, nor to limit any such grant to a power or powers of the same class as those so enumerated.

"§ 117A-22. Specific grant of powers."
Subject only to the Constitution of the State, a corporation created under the provisions of this Article shall have power to do any and all acts or things necessary or convenient for carrying out the purpose for which it was formed, including all of the following:

(1) To sue and be sued.
(2) To have a seal and alter the same at pleasure.
(3) To acquire, hold, and dispose of property, real and personal, tangible and intangible, or interests therein, and to pay therefor in cash or on credit, and to
secure and procure payment of all or any part of the purchase price thereof on
such terms and conditions as the board shall determine.

(4) To provide broadband service and to acquire, own, operate, maintain, and
improve broadband infrastructure.

(5) To pledge all or any part of its revenue or mortgage or otherwise encumber all
or any part of its property for the purpose of securing the payment of the
principal of and interest on any of its obligations.

(6) The right to apply to the North Carolina Rural Broadband Authority for
permission to construct or place broadband infrastructure in and along any
State highway or over any lands that are now, or may be, the property of this
State, or any political subdivision thereof. In all questions involving the
right-of-way, or the right of eminent domain, the rulings of the North Carolina
Rural Broadband Authority are final. Notwithstanding the foregoing sentence
and notwithstanding subdivision (6) of G.S. 117A-3, broadband corporations
may, without necessity of the Authority's rulings or participation, exercise the
right of eminent domain for the purposes of constructing, operating, and
maintaining broadband infrastructure, individually and solely in their own
names, pursuant to the provisions of Chapter 40A of the General Statutes. The
foregoing grant of the power of eminent domain to broadband membership
corporations is supplementary to the power of eminent domain already
devolved upon the Authority.

(7) To accept gifts or grants of money, property, real or personal, from any person
or federal agency, and to accept voluntary and uncompensated services.

(8) To make any and all contracts necessary or convenient for the full exercise of
the powers in this Article granted, including contracts with any person or for
the sale of broadband services, for the management and conduct of the
business of the corporation, including the regulation of the rates, fees, or
charges for service rendered by the corporation.

(9) To sell, lease, mortgage, or otherwise encumber or dispose of all or any part
of its property.

(10) To contract debts, borrow money, and to issue or assume the payment of
bonds.

(11) To fix, maintain, and collect fees, rents, tolls, and other charges for service
rendered.

(12) To perform any and all of the foregoing acts and to do any and all of the
foregoing things under, through, or by means of its own officers, agents, and
employees, or by contracts with any person or federal agency.


(a) No broadband membership corporation organized, reorganized, or domesticated
under the provisions of this Chapter shall be a public agency, nor shall any such corporation be,
or have the rights of, a political subdivision of the State.

(b) With respect to its properties owned and revenues, each broadband membership
corporation operating within the State shall be subject to, and shall pay taxes and assessments
under, all laws relative to State, county, municipal, and other local taxes and assessments
applicable to telecommunication providers in this State, except income tax.


(a) No corporation may sell, mortgage, lease, or otherwise encumber or dispose of any
of its property (other than merchandise and property which lie within the limits of an incorporated
city or town, or which shall represent not in excess of ten percent (10%) of the total value of the
corporation's assets, or which in the judgment of the board are not necessary or useful in operating
the corporation) unless both of the following criteria apply:
(1) The corporation is authorized so to do by the votes cast in person or by proxy by at least two-thirds of its total membership.

(2) The consent of the holders of seventy-five percent (75%) in amount of the bonds of such corporation then outstanding is obtained.

(b) Notwithstanding subsection (a) of this section, the members of a corporation may, by the affirmative majority of the votes cast in person or by proxy at any meeting of the members, delegate to the board of directors the power and authority to (i) borrow moneys from any source and in such amounts as the board may from time to time determine, (ii) mortgage or otherwise pledge or encumber any or all of the corporation's property or assets as security therefor, and (iii) sell and lease back any of the corporation's property or assets.


A corporation formed pursuant to this Article shall have power and is hereby authorized, from time to time, to issue its bonds in anticipation of its revenue for any corporate purpose. Said bonds may be authorized by resolution or resolutions of the board and may bear such date or dates, mature at such time or times, not exceeding 40 years from their respective dates, bear interest at such rate or rates, be in such denominations, be in such form, either coupon or registered, carry such registration privileges, be executed in such manner, be payable in such medium of payment, at such place or places, and be subject to such terms of redemption, not exceeding par and accrued interest, as such resolution or resolutions may provide. Such bonds may be sold in such manner and upon such terms as the board may determine at not less than par and accrued interest. Any provision of law to the contrary notwithstanding, any bonds and the interest coupons appertaining thereto, if any, issued pursuant to this Article shall possess all of the qualities of negotiable instruments.


In connection with the issuance of any bonds, a corporation may make covenants or agreements and do any and all acts or things that a business corporation can make or do under the laws of the State in order to secure its obligations or which, in the absolute discretion of the board, tend to make the obligations more marketable, notwithstanding that such covenants, agreements, acts, and things may constitute limitations on the exercise of the powers herein granted.


A corporation shall have power out of any funds available therefor to purchase any bonds issued by it at a price not exceeding the principal amount thereof and accrued interest thereon. All bonds so purchased shall be canceled.


(a) Any corporation created hereunder may be dissolved by filing, as hereinafter provided, a certificate which shall be entitled and endorsed "Certificate of Dissolution of ______" (the blank space being filled in with the name of the corporation) and shall state all of the following:

(1) Name of the corporation, and if such corporation is a corporation resulting from a consolidation as herein provided, the names of the original corporations.

(2) The date of filing of the certificate of incorporation, and if such corporation is a corporation resulting from a consolidation as herein provided, the dates on which the certificates of incorporation of the original corporations were filed.

(3) That the corporation elects to dissolve.

(4) The name and post office address of each of its directors, and the name, title, and post office address of each of its officers.

(b) A certificate of dissolution shall be subscribed and acknowledged in the same manner as an original certificate of incorporation by the president or a vice-president, and the secretary or an assistant secretary, who shall make and annex an affidavit, stating that they have been
authorized to execute and file such certificate by the votes cast in person or by proxy by at least two-thirds of its total membership.

(c) A certificate of dissolution and a certified copy or copies thereof shall be filed in the same place as an original certificate of incorporation and thereupon the corporation shall be deemed to be dissolved.

(d) A corporation dissolved pursuant to this section shall continue for the purpose of paying, satisfying, and discharging any existing liabilities or obligations and collecting or liquidating its assets, and doing all other acts required to adjust and wind up its business and affairs, and may sue and be sued in its corporate name. Any assets remaining after all liabilities or obligations of the corporation have been satisfied or discharged shall be distributed among the members in such manner as is provided for in the corporation’s charter or bylaws, and the charter or bylaws may provide for distributions to persons who were members in one or more prior years.

§ 117A-29. Amendment of certificate of incorporation.

A corporation created pursuant to this Article may amend its certificate of incorporation to change its corporate name, to increase or reduce the number of its directors, or change any other provision therein; provided, however, that no corporation shall amend its certificate of incorporation to embody any purpose, power, or provisions which would not be authorized if its original certificate, including such additional or changed purpose, power, or provisions, were offered for filing at the time a certificate under this section is offered. Such amendment may be accomplished by filing a certificate which shall be entitled and endorsed “Certificate of Amendment of ______ Broadband Membership Corporation” and state all of the following:

(1) The name of the corporation, and if it has been changed, the name under which it was originally incorporated.

(2) The date of filing the certificate of incorporation in each public office where filed.

(3) The purposes, powers, or provisions, if any, to be amended or eliminated, and the purposes, powers, or provisions, if any, to be added or substituted.

The certificate shall be subscribed in the same manner as an original certificate of incorporation hereunder by the president or a vice-president, by the secretary or the assistant secretary, who shall make and annex an affidavit stating that they have been authorized to execute and file such certificate by the votes cast in person or by proxy by a majority of the members of the corporation entitled to vote. The certificate shall be filed in the same places as an original certificate of incorporation, and thereupon the amendment shall be deemed to have been effected.

§ 117A-30. Application for grant or loan from governmental agency.

Whenever any corporation organized hereunder desires to secure a grant or loan from any agency of the United States government now in existence or hereafter authorized, they shall apply through the North Carolina Rural Broadband Authority and not direct to the United States agency, and the North Carolina Rural Broadband Authority alone shall have the authority to make applications for grants or loans to any corporations established pursuant this Article.

"Article 3.

"Consolidation and Merger.


(a) Any two or more broadband membership corporations, organized and operating under this Chapter (each of which is hereinafter designated a "consolidating corporation"), may consolidate into a new corporation (hereinafter designated the "new corporation"), by complying with the requirements of this section and of G.S. 117A-33.

(b) The proposition for the consolidation of the consolidating corporations into the new corporation and proposed articles of consolidation to give effect thereto shall be submitted to a meeting of the members of each consolidating corporation, the notice of which shall have attached thereto a copy of the proposed articles of consolidation.
(c) If the proposed consolidation and the proposed articles of consolidation, with any
amendments, are approved by the affirmative vote of not less than two-thirds of those members
of each consolidating corporation voting thereon at each such meeting, articles of consolidation
in the form approved shall be executed and acknowledged on behalf of each consolidating
corporation by its president or vice-president and its seal shall be affixed thereto and attested by
its secretary. The articles of consolidation shall recite that they are executed pursuant to this
Chapter and shall state all of the following:

   (1) The name of each consolidating corporation and the address of its principal
       office,

   (2) The name of the new corporation and the address of its principal office,

   (3) A statement that each consolidating corporation agrees to the consolidation,

   (4) The names and addresses of the directors of the new corporation,

   (5) The terms and conditions of the consolidation and the mode of carrying the
       same into effect, including the manner in which members of the consolidating
       corporations may or shall become members of the new corporation, and may
       contain any provisions not inconsistent with this Chapter deemed necessary
       or advisable for the conduct of the business of the new corporation. The
       president or vice-president of each consolidating corporation executing such
       articles of consolidation shall make and annex thereto an affidavit stating that
       the provisions of this section in respect of such articles were duly complied
       with by such corporation.

"§ 117A-32. Merger."

(a) Any one or more electric membership corporations, organized and operating under
this Chapter (each of which is hereinafter designated a "merging corporation"), may merge into
another like corporation (hereinafter designated the "surviving corporation"), by complying with
the requirements of this section and G.S. 117A-33.

(b) The proposition for the merger of the merging corporation(s) into the surviving
corporation and proposed articles of merger to give effect thereto shall be submitted to a meeting
of the members of such merging corporation(s) and of the surviving corporation, the notice of
which shall have attached thereto a copy of the proposed articles of merger.

(c) If the proposed merger and the proposed articles of merger, with any amendments,
are approved by the affirmative vote of not less than two-thirds of those members of each
corporation voting thereon at each such meeting, articles of merger in the form approved shall
be executed and acknowledged on behalf of each such corporation by its president or
vice-president, and its seal shall be affixed thereto and attested by its secretary. The articles of
merger shall recite that they are executed pursuant to this Chapter and shall state all of the
following:

   (1) The name of each merging corporation and the address of its principal office,

   (2) The name of the surviving corporation and the address of its principal office,

   (3) A statement that each merging corporation and the surviving corporation
       agree to the merger,

   (4) The names and addresses of the directors of the surviving corporation,

   (5) The terms and conditions of the merger and the mode of carrying the same
       into effect, including the manner in which members of the merging
       corporations may or shall become members of the surviving corporation, and
       may contain any provisions not inconsistent with this Chapter deemed
       necessary or advisable for the conduct of the business of the surviving
       corporation. The president or vice-president of each corporation executing
       such articles of merger shall make and annex thereto an affidavit stating that
       the provisions of this section in respect of such article were duly complied
       with by such corporation.
§ 117A-33. Filing and recording of articles of consolidation or merger.

Articles of consolidation or merger shall be filed with the Secretary of State, who shall prepare one or more certified copies of the articles and forward one to the register of deeds of each county in which a portion of the territory of the of the filing corporation is authorized to furnish service. Each register of deeds shall then file the certified copy in their respective offices and record the same as articles of incorporation are recorded. Once the requirements of this section have been satisfied, the new consolidated corporation or the surviving merged corporation, described and named in the articles filed, shall become and constitute a body corporate in accordance with the provisions of such articles.

§ 117A-34. Effect of consolidation or merger.

(a) In the case of a consolidation, upon compliance with the requirements of this section, the existence of the consolidating corporations shall cease, and the articles of consolidation shall be deemed to be the articles of incorporation of the new corporation.

(b) In the case of a merger, upon compliance with the requirements of this section, the separate existence of the merging corporations shall cease and the articles of incorporation of the surviving corporation shall be deemed to be amended to the extent, if any, that changes therein are provided for in the articles of merger.

(c) In case of consolidation or merger, upon compliance with the provisions of the requirements of this section, all of the following apply:

1. All the rights, privileges, immunities, and franchises and all property, real and personal, including without limitation applications for membership, all debts due on whatever account and all other choses in action, of each of the consolidating or merging corporations shall be deemed to be transferred to and vested in the new or surviving corporation without further act or deed.

2. The new or surviving corporation shall be responsible and liable for all the liabilities and obligations of each of the consolidating or merging corporations and any claim existing or action or proceeding pending by or against any of the consolidating or merging corporations may be prosecuted as if the consolidation or merger had not taken place, but the new or surviving corporation may be substituted in its place.

3. Neither the rights of creditors nor any liens upon the property of any of such corporations shall be impaired by such consolidation or merger.

§ 117A-46. Indemnification of directors, officers, employees, or agents.

The powers, authority, and requirements as to indemnification, payment of expenses, and purchase of liability insurance for directors, officers, employees, and agents, as provided in Part 5 of Article 8 of Chapter 55A of the General Statutes shall apply to and may be exercised by any corporation formed under this Chapter. The indemnification of a director, officer, employee, or agent of a corporation provided by this section shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise with respect to any liability or litigation expenses arising out of the person's activities as director, officer, employee, or agent.

SECTION 1.(b) G.S. 160A-319(a) reads as rewritten:


(a) A city shall have authority to grant upon reasonable terms franchises for a telephone system, broadband service provided by a broadband membership corporation established pursuant to Chapter 117A of the General Statutes, and any of the enterprises listed in G.S. 160A-311, except a cable television system. A franchise granted by a city authorizes the operation of the franchised activity within the city. No franchise shall be granted for a period of more than 60 years. A franchise granted for a sanitary landfill shall be subject to all requirements
pertaining thereto under G.S. 130A-294. A franchise for solid waste collection or disposal systems and facilities, other than sanitary landfills, shall not be granted for a period of more than 30 years. Except as otherwise provided by law, when a city operates an enterprise, or upon granting a franchise, a city may by ordinance make it unlawful to operate an enterprise without a franchise."

SECTION 2. This act is effective when it becomes law.