

Instructions for Completing the PennDOT Agreements

Purpose:

The purpose of this document is to provide instructions on how telecommunications carriers should complete the 511 Pennsylvania agreements with PennDOT. Adhering to these instructions will ensure that all required information and signatures on the agreement are completed correctly and will expedite the execution process once PennDOT receives the agreement.

Instructions:

1. On Page 1, in the upper right-hand corner, please enter the Federal ID number of the business entity. If there is more than one entity involved, Federal ID numbers are required for all entities.
2. DO NOT fill in the effective date.
3. Both agreements should be **Signed** and **Dated** by the proper signatory. The proper signatory depends on the type of business entity and relevant Pennsylvania law (Please see Appendix A: Signatory Guidelines). Please be sure to indicate the **Title and Date** on the signature page. For corporations, if someone other than a Senior Officer will sign the agreement, a Senior Officer must delegate signature authority to the person signing or documentation establishing signature authority must be attached to the Agreement.

4. Please send the original signed Agreement via overnight mail to:

Pennsylvania Department of Transportation
Bureau of Infrastructure and Operations
Attn: Chris de Leon
400 North Street, 5th Floor
Harrisburg, PA 17120

5. Once the Agreements are received by PennDOT, the execution process will begin. The process is as follows:
 - PennDOT Signature
 - Office of Chief Counsel Signature
 - Comptroller Signature
 - Office of General Counsel
 - OAG
6. The agreement is not effective until executed by all required Commonwealth signatories.

Appendix A: Signature Authority Guidelines

A. SOLE PROPRIETORS

General Rule: Sole proprietors doing business under (or even without) a registered fictitious name should sign as “Owner.”

B. CORPORATIONS

General Rule: **A senior officer can bind a Corporation.** Examples of senior officers include, but are not limited to, President, any “type” of Vice President, generally, Chief Executive Officer (C.E.O.), Chief Operating Officer (C.O.O.) and Chairman of the Board.

Exceptions: Signature delegation by Resolution, letter or other means can change the above rule. Corporate By-Laws (which are the Corporation’s “Rules”) can also provide signature authority to persons (or entities) other than Senior Officers. *This would require documentation if signing as anything other than the General Rule.*

C. LIMITED LIABILITY COMPANIES (“LLC”):

General Rule: A “member” of a LLC is statutorily presumed to have power to contractually bind the LLC, unless the member or members designate a “manager” to run the daily operations of the LLC. If a manager is appointed, the agreement must be signed by the “manager.”

Exceptions: An Operating Agreement (which is the LLC’s “Rules”) can provide signature authority for persons other than members or managers.

D. GENERAL PARTNERSHIP (G.P.):

General Rule: **Any partner can bind the partnership** by signing as “Partner.”

Exceptions: A Partner need not be a natural person. For example, two corporations or LLCs could be Partners. Thus, any partner can sign, provided that they follow the applicable rule from above for corporations

and LLCs, respectively. *This would require documentation if signing as anything other than the General Rule.* Less likely, although possible, a Partnership Agreement (the Partnership's "Rules") could provide for a deviation from the General Rule.

E. LIMITED PARTNERSHIP (L.P.):

General Rule: A limited partnership is composed of a general partner(s) and limited partner(s). **Any general partner(s) can bind the LP.**

Exceptions: Note that again, a general partner can be a natural person or any type of entity. The applicable rule for that entity's signature authority would apply. *This would require documentation if signing as anything other than the General Rule.*

F.L LIMITED LIABILITY PARTNERSHIP (L.L.P.):

General Rule: The signature rules for the underlying LP or GP apply.

G. JOINT VENTURE:

General Rule: For a joint venture, **each entity must sign** an agreement according to the applicable General Rule for each entity's signature authority. If for example, a typical Corporation and LLC enter into a Joint Venture, an Agreement should be signed by the Corporation's Senior Officer and the LLC's Member, respectively.