

**PROPOSED RESOLUTIONS OF THE BOARD OF TRUSTEES OF
NORTHERN MICHIGAN UNIVERSITY**

(the “University”)

Sale of the University’s EAN Network

WHEREAS, there has been presented to The Board of Trustees of Northern Michigan University (the “**Board**”) a proposal for the University to sell and transfer to Upper Peninsula Telephone Company, a corporation duly organized and existing under the laws of the State of Michigan and a wholly owned subsidiary of Michigan Broadband Services (“**Michigan Broadband**”) the assets associated with the University’s wireless fixed/mobile educational broadband LTE Network (the “**EAN**”) pursuant to an Asset Purchase Agreement (the “**APA**”) currently under negotiation and contemplated to be entered into by and between the University and Michigan Broadband; and

WHEREAS, there has been presented to, and reviewed by, the Board an as yet undated and unexecuted draft of the APA proposed to be entered into and providing the terms and conditions upon which the University would sell and transfer to Michigan Broadband the assets associated with the EAN in exchange for (a) a closing cash payment of Twenty One Million Dollars (\$21,000,000) and (b) such other amounts as may ultimately be determined to be payable by Michigan Broadband to the University pursuant to the terms and subject to the conditions set forth in the APA and the Transition Services Agreement contemplated thereby; and

WHEREAS, there has also been presented to, and reviewed by, the Board undated and unexecuted drafts of each of the other agreements and instruments listed as Exhibits to the APA (together with the APA and the Disclosure Schedules annexed thereto and forming a part thereof, the “**Signing Documents**”); and

WHEREAS, the transactions contemplated by the APA, the other Signing Documents, and the Transaction Document (as hereinafter defined) are referred to herein as the “**Transactions**,” and

WHEREAS, the members of the Board of Directors have had the opportunity to discuss and ask questions, and have discussed and asked questions, of management of the University regarding the Transactions, the Signing Documents, and the other Transaction Documents and to receive, and have received, such other information and materials from management of and counsel to the University as such members of the Board have deemed necessary or advisable to consider the approval of the Transactions, the APA, the other Transaction Documents and the other actions and transactions contemplated by these resolutions; and

WHEREAS, the Board deems it advisable, desirable, and in the best interest of the University to authorize and approve the entry by the University into the APA and the other Transaction Documents and approve the Transaction, the Signing Documents and the other Transaction Documents, and each of them, and the documents and instruments contemplated to be entered into in connection therewith, and each of them, and any and all documents, agreements or instruments deemed necessary or advisable in connection with the APA or the Transactions (collectively, the “**Transaction Documents**”).

NOW, THEREFORE BE IT RESOLVED, that the Board does hereby authorize and approve the Transaction upon the terms and conditions set forth in the APA and the other Transaction Documents, and does hereby authorize and approve the consummation by the University of all other transactions contemplated in the APA and the other Transaction Documents and the performance by the University of its covenants and obligations thereunder as ultimately negotiated between the parties and further authorizes, approves and adopts the Transaction Documents, and each of them, in their respective forms presented to

the Board of Directors together with such changes therein as may be approved by the Gavin Leach or any member of the Board (each an “**Authorized Officer**” and, collectively, the “**Authorized Officers**”), in their absolute discretion, such approval to be conclusively evidenced by the execution of the APA or such Transaction Documents by an Authorized Officer (“**Approved Changes**”); and be it

RESOLVED FURTHER, that the Authorized Officers be, and each of them acting individually hereby is, authorized, empowered and directed to negotiate, prepare, execute and deliver, or cause to be negotiated, prepared, executed and delivered, the APA and each of the other Transaction Documents together with Approved Changes; and be it

RESOLVED FURTHER, that the Authorized Officers and the other officers of the University be, and each of them acting individually hereby is, authorized, empowered and directed to negotiate, make, execute and deliver and/or to accept and receive, in the name and on behalf of the University and under its corporate seal or otherwise, any and all agreements, amendments, notifications and reports, filings, applications, instruments, assumptions, undertakings, releases, waivers, certificates, receipts, closing documents, notices, contracts, papers and other documents and further assurances, and to do and perform, or to refrain from doing and performing, any and all acts and things of every conceivable kind and character whatsoever, which in the sole, absolute and uncontrolled discretion of any of such Authorized Officers, or any one of them acting individually, and the other officers of the University shall be or become necessary, proper, convenient, desirable or advisable to carry out, put into effect and/or make operative the APA, the Transactions and the Transaction Documents, and any and all other matters and things hereinbefore in these resolutions authorized, permitted or directed to be done; and be it

RESOLVED FURTHER, that the Authorized Officers and the other officers of the University be, and each of them acting individually hereby is, authorized, empowered and directed, in the name and on behalf of the University, to pay all necessary and reasonable fees incurred by the University in connection with the transactions contemplated by the APA, the Transactions and the Transaction Documents, including, without limitation, printing expenses, governmental filing and review fees (including any such fees required in connection with any and all filings with, notices to or reviews by the Federal Communications Commission), fees and expenses of the University’s legal counsel and financial advisors, and to make all payments as they, or any of them acting individually, shall determine to be necessary, appropriate or advisable, such payment to be conclusive evidence of their determination; and be

RESOLVED FURTHER, that the Authorized Officers and each of the other officers of the University be, and each of them acting individually hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, documents, certificates and undertakings, in the name and on behalf of the University, as such officer shall determine to be necessary, appropriate or desirable to carry into effect the transactions contemplated by the APA, the Transactions and the Transaction Documents and the intent and purpose of any and all of the foregoing resolutions; and be it

RESOLVED FURTHER, that the Authorized Officers and each of the other officers of the University be, and each of them acting individually hereby is, authorized, empowered and directed to prepare, execute, file and deliver, or cause to be prepared, executed and delivered, all such reports, schedules, applications, statements, consents, documents and information with respect to the transactions contemplated by these resolutions, the APA, and the Transaction Documents, and to take all such other actions that such officer deems necessary, appropriate, advisable or desirable in order to comply with the applicable laws of any jurisdiction (domestic or foreign) or otherwise to permit the Transactions to be lawfully made; and be it

RESOLVED FURTHER, that the Authorized Officers and each of the other officers of the University be, and of them acting individually hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, documents, certificates and undertakings in the name and on behalf of the University, as such Authorized Officer or other officer or director of the University shall determine to be necessary, advisable, desirable or appropriate to carry into effect the transactions as contemplated by, and the intent and purpose of, any and all of the foregoing resolutions; and be it

RESOLVED FURTHER, and all actions previously taken by any officer, director or agent of the University in connection with the APA, the Transactions and the Transaction Documents, or any of them, and all other transactions contemplated by any of the same or any of the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the University as fully as if such actions had been presented to this Board for its approval prior to such actions being taken.