



RESOLUTION OF THE BOARD OF DIRECTORS OF WIREDWEST

WHEREAS we are the delegates or alternate delegates appointed by the Select Boards of our towns to represent the Municipal Lighting Plants ("MLPs") of our towns on the Board of Directors of the WiredWest Municipal Lighting Plant Cooperative, in which our MLPs are members;

WHEREAS our Select Boards passed a nonbinding resolution to participate in funding a regional fiber-to-the-premises broadband network to serve homes, businesses and other organizations in our towns (hereinafter the "participating towns");

WHEREAS collectively the participating towns are anticipated to provide through their MLPs over 60% of the funding to construct the network, with the Massachusetts Broadband Institute ("MBI") providing the remaining funds;

WHEREAS in order for funds from the participating towns to be made available to MBI for it to construct the network, we require assurance that such funds will be spent cost-effectively and in accordance with the needs and interests of our towns and taxpayers;

WHEREAS MBI has repeatedly and publicly stated that upon completion of the network title in the network will transfer to WiredWest, which will be responsible for its operation;

THEREFORE, we hereby resolve:

1) that WiredWest is the instrumentality through which we will work cooperatively to oversee the construction and operation of the network for the benefit of our towns;

2) that funds authorized by participating towns for the network will be transferred from their MLPs to WiredWest and subsequently made available by WiredWest to MBI in accordance with an agreement between WiredWest and MBI empowering WiredWest to exercise substantial authority on our behalf to oversee the expenditure of those funds;

3) that WiredWest will own the network and each participating town shall have an undivided interest in the network as a whole in proportion to the funding it provided;

4) that governance and operation of the network shall be under the direction of a Board comprised of representatives of the MLPs of the participating towns;

5) that in order to best effectuate these principles WiredWest may form a successor or related cooperative ("NewCoop"), whose membership is comprised solely of MLPs of towns participating in the network.

ADOPTED by the WiredWest Board of Directors on this 7th day of March, 2015 by a vote of 30 to 0, with 2 abstaining.