

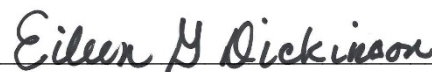
VERMONT STATE COLLEGES SYSTEM
BOARD OF TRUSTEES

RESOLUTION 2021 – 021 (Corrected)

Authorizing Settlement related to EBS Licenses

- WHEREAS, Vermont State Colleges own three Educational Broadband Service (“EBS”) licenses through its three residential institutions; and
- WHEREAS, Since 2007, the licenses have been under lease to Utopian Wireless Corporation (“Utopian”) which leases extend until 2037; and
- WHEREAS, Recent changes in the regulation of these licenses substantially increase their value and commercial potential; and
- WHEREAS, VSC declared Utopian in default due to long-standing non-payment under the leases and other performance matters, after which Utopian attempted to cure the default, which VSC rejected, leading Utopian to file suit to address the status of the leases; and
- WHEREAS, The parties have reached mutually agreeable terms to resolve the lawsuit; and
- WHEREAS, The terms of the settlement include that Utopian will market the licenses, in accordance with VSC Policy 427, with the parties sharing the proceeds of any sale; and
- WHEREAS, The proposed settlement is reasonable because it is consistent with the goal of maximizing assets, as the amounts VSC should receive from a sale should be in excess of the value of the current lease payments, and as well, settlement recognizes and reduces the costs and uncertainty of continuing the litigation with Utopian; therefore be it
- RESOLVED, That pursuant to VSC Policy 426, the Board authorizes Vermont State Colleges to enter into a settlement agreement by which Utopian Wireless Corporation shall publicly market and sell the EBS licenses, and divide the proceeds of such sale pursuant to the terms of the settlement agreement with Utopian; and be it further
- RESOLVED, That the Chancellor of the Vermont State Colleges, or her designee, is hereby authorized to negotiate terms and conditions consistent with the foregoing and to execute and deliver on behalf of the VSC the necessary documents.

Approved: August 4, 2021



Eileen “Lynn” Dickinson, Chair of the Board of Trustees