

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Patankar-Stoll, Anita	FCC
Salvator, Charles	USAC
Smith, Chris	USAC
Smith, Michael	DP George
Spade, Gina – <i>by telephone</i>	FCC
Thannikkary, Audra	USAC

OPEN SESSION

a1. Consent Items.

On a motion duly made and seconded and after discussion, the Committee adopted the following resolution:

RESOLVED, that the USAC Audit Committee hereby approves the Committee meeting minutes of April 27, 2015, and discussion in *Executive Session* of one USAC IAD Finance Division operational audit report, the annual Audit Committee Executive Session with USAC's independent audit firm, and the annual executive session with USAC's Vice President of Internal audit; and

RESOLVED FURTHER, that the USAC Audit Committee, having reviewed the USAC Internal Audit Division USAC Business Continuity Plan Follow-Up Audit Report, accepts the recommendation USAC management, and hereby deems the report final.

a2. Acceptance of USAC's 2014 Annual Financial Audit and Agreed-Upon Procedures Review. Mr. Scott introduced Mr. George and Mr. Smith of DP George & Company, LLC to present this item for consideration.

On a motion duly made and seconded and after discussion, the Committee adopted the following resolutions:

RESOLVED, that the USAC Audit Committee, having reviewed the USAC 2014 Financial Audit Report as submitted by DP George and Company LLC, hereby deems the report final; and

RESOLVED FURTHER, that the USAC Audit Committee, having reviewed the USAC 2014 Agreed-Upon Procedures Review Report as submitted by DP George and Company hereby deems such report final.

i1. Business Update. Mr. Scott presented this item for discussion.

- General business update.
 - Beneficiary and Contributor Audit Program (BCAP).
 - Payment Quality Assurance (PQA).

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- Corporate audits.
- Key Measurements.
- Strategic Initiatives.

At 9:25 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items above.

EXECUTIVE SESSION

- a3. Action on One USAC Internal Audit Division Finance Division Operational Audit Report.** Mr. Scott presented this item for discussion.

On a motion duly made and seconded and after discussion, the Committee adopted the following resolution:

RESOLVED, that the USAC Audit Committee, having reviewed the USAC Internal Audit Division (IAD) Finance Division operational audit report, accepts the recommendations of the USAC Executive Committee and USAC management and hereby deems the report final.

At 9:30 a.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Board, Mr. Scott and representatives of DP George present for the purpose of discussing the confidential items below.

- i2. Audit Committee Executive Session with USAC's Independent Audit Firm.** Mr. Scott and representatives of DP George & Company met with the Audit Committee.
- i3. Annual Executive Session with USAC's Vice President of Internal Audit.** Mr. Scott met with the Audit Committee.

At 9:50 a.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that in *Executive Session*, the Committee discussed and took action on item a3 and discussed items i2 and i3.

On a motion duly made and seconded, the Committee adjourned at 9:50 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary