

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

Thursday, January 26, 2012 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036

<u>ACTION ITEMS</u>
a1. Approval of Executive Committee Meeting Minutes of October 20, 2011, and November 10, 2011
a2. Approval of USAC 2011 Annual Report to the FCC and Congress <i>Same as iBOD11</i>
a3. Miscellaneous. Solicit ideas for April 2012 Committee meeting agenda.

<u>INFORMATION ITEMS</u>
i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD08cf</i>
i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD9cf</i>
i3. USAC 2011 Accomplishments <i>Same as iBOD12</i>
i4. USAC 2012 Objectives <i>Same as iBOD13</i>
i5. Miscellaneous

Next Scheduled USAC Executive Committee Meeting

Thursday, April 19, 2012 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, January 26, 2012

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, January 26, 2012. At Dr. Brian Talbott's request, Mr. Barash, Acting Chief Executive Officer, called the meeting to order at 11:02 a.m. Eastern Time with a quorum of seven of the nine Committee members present:

Anderson, D. Michael – Vice Chair – *by telephone*
Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair – *by telephone*

Ms. Anne Campbell joined the meeting by telephone at 11:04 a.m. Eastern Time. She did not vote on item a1.

Members of the Committee not present:

McClure, Dave

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Davis, Craig	USAC
Iversen, Eric	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of October 20, 2011, and November 10, 2011.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of October 20, 2011, and November 10, 2011.
- a2. Approval of USAC 2011 Annual Report to the FCC and Congress.** Mr. Eric Iversen, Director of External Relations, presented this item to the Committee requesting feedback from members by January 3, 2012.

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

RESOLVED, that the USAC Executive Committee approves the draft USAC 2011 Annual Report to the FCC and Congress as presented by USAC management and directs USAC management to provide a copy to the FCC and Congress by March 31, 2012, and further directs USAC management to provide each Board member with a copy of the final 2011 Annual Report. The USAC Executive Committee authorizes management to exercise appropriate editorial privilege and discretion in the preparation of the final report.

- a3. Miscellaneous. Solicit Ideas for the April 2012 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that

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discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. USAC 2011 Accomplishments.** Mr. Barash introduced this item and with the agreement of the Committee noted that the materials would be discussed at the January Board of Directors meeting.
- i4. USAC 2012 Goals.** Mr. Barash introduced this item and with the agreement of the Committee noted that the materials would be discussed at the January Board of Directors meeting.

At 11:08 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item to the Committee.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item to the Committee.

At 11:19 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1 and i2 above. On a motion duly made and seconded, the Committee adjourned at 11:20 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Tuesday, February 28, 2012
12:00 p.m. – 1:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- | |
|---|
| a1. Consideration of Contract Award for USAC's Employee Health and Welfare Benefits – Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a2. Consideration of Contract Award for Construction General Contractor Services – Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a3. Consideration of Contract Award for Financial Statement and Agreed Upon Auditing Services, and Tax Preparation Services – Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a4. Consideration of Contract Award for Customer Call Center Services To Support Low Income Program Duplicate Detection – Confidential & Proprietary – <i>Executive Session Recommended</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 19, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Tuesday, February 28, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Tuesday, February 28, 2012. Dr. Brian Talbott, Board Chair, called the meeting to order at 12:02 p.m. Eastern Time with a quorum of six of the eight Committee members present (there is one vacancy)

Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
McClure, Dave – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair– *by telephone*

Members of the Committee not present:

Campbell, Anne
Lubin, Joel

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Consideration of Contract Awards for USAC's Employee Health and Welfare Benefits.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive*

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Session because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract awards to acquire employee health and welfare benefits shall be conducted in *Executive Session*.

- a2. Consideration of Contract Award for Construction General Contractor Services.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to acquire construction general contractor services shall be conducted in *Executive Session*.

- a3. Consideration of Contract Award for Financial Statement and Agreed Upon Auditing Services, and Tax Preparation Services.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to acquire financial statement and agreed-upon-procedures auditing services, and tax preparation services shall be conducted in *Executive Session*.

- a4. Consideration of Contract Award for Customer Call Center Services To Support Low Income Program Duplicate Detection.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to acquire customer call center services shall be conducted in *Executive Session*.

At 12:04 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Contract Award for USAC’s Employee Health and Welfare Benefits.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award contracts, subject to FCC approval, for one base-year plus three one-year renewal options to acquire USAC employee medical and prescription drug benefits to CIGNA Corporation and dental, vision and employee assistance plan benefits to The Guardian Life Insurance Company.

- a2. Consideration of Contract Award for Construction General Contractor Services.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract, subject to FCC approval, to acquire commercial interior remodeling and construction services to Innovative Facilities Solutions, Inc., for a total firm-fixed price of \$414,969; and hereby authorizes management to increase the contract amount, if necessary, up to a not-to-exceed amount of \$452,000 to cover any unforeseen requirements identified during construction.

- a3. Consideration of Contract Award for Financial Statement and Agreed Upon Auditing Services, and Tax Preparation Services.** Mr. Belden presented this item to the Committee.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract, subject to FCC approval, for one base-year plus three one-year priced renewal options to acquire auditing and tax preparation services described in the issue paper to DP George & Company, LLC, for a total not-to-exceed price of \$4,790,883.06.

- a4. Consideration of Contract Award for Customer Call Center Services To Support Low Income Program Duplicate Detection.** Mr. Belden presented this item to the Committee. A motion to approve the contract award was made and seconded. After discussion, the Committee requested that additional information concerning the contract be provided by USAC management. A motion was made and seconded to table the motion to award the contract, have USAC management provide additional information to the Committee concerning the contract, then have the Committee vote electronically by unanimous consent whether to approve the contract. Following discussion, the motion was approved by the Committee with Dr. Sanders abstaining.

At 12:34 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on items a1, a2, a3 and a4 above. On a motion duly made and seconded, the Committee adjourned at 12:36 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Tuesday, March 20, 2012
11:30 a.m. – 12:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1. Consideration of Contract Award for Furnishings and Installation Services –
Confidential & Proprietary – *Executive Session Recommended***

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 19, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Tuesday, March 20, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Tuesday, March 20, 2012. Dr. Brian Talbott, Board Chair, called the meeting to order at 11:31 a.m. Eastern Time with a quorum of six of the eight Committee members present (there is one vacancy)

Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
McClure, Dave – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair– *by telephone*

Mr. Wayne Jortner joined the meeting by telephone at 11:32 a.m. Eastern Time and Mr. Joel Lubin joined the meeting by telephone at 11:33 a.m. Eastern Time; both participated in the discussion and voted on item a1.

Members of the Committee not present:

Campbell, Anne

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Consideration of Contract Award for Furnishings and Installation Services.**
In accordance with the approved criteria and procedures for conducting USAC

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Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to acquire furnishings and installation services shall be conducted in *Executive Session*.

At 11:32 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION:

a1. Consideration of Contract Award for Furnishings and Installation Services.

Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract, subject to FCC approval, to acquire commercial furnishings and installation services to Price Modern, LLC, for a total firm-fixed price of \$446,149.98; and hereby authorizes management to increase the contract amount, if necessary, up to a not-to-exceed amount of \$460,000 to cover any unforeseen requirements identified during delivery and installation.

At 11:40 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on item a1 above. On a motion duly made and seconded, the Committee adjourned at 11:42 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

Thursday, April 19, 2012 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036

<u>ACTION ITEMS</u>

- | |
|--|
| a1. Approval of Executive Committee Meeting Minutes of January 26, 2012, February 28, 2012 and March 20, 2012 |
| a2. Miscellaneous. Solicit ideas for July 2012 Committee meeting agenda. |

<u>INFORMATION ITEMS</u>

- | |
|---|
| i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i>
<i>Same as iBOD07cf</i> |
| i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i>
<i>Same as iBOD8cf</i> |
| i3. Miscellaneous |

Next Scheduled USAC Executive Committee Meeting

Thursday, July 26, 2012 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, April 19, 2012

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, April 19, 2012. Dr. Brian Talbott Board Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of seven of the nine Committee members present (there is one vacancy):

Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbot, Dr. Brian – Chair– *by telephone*

Members of the Committee not present:

Campbell, Anne

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Gulick, Donna	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of January 26, 2012, February 28, 2012 and March 20, 2012.** On a motion duly made and seconded,

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the Committee approved the minutes, as written, of the Executive Committee meetings of January 26, 2012, February 28, 2012 and March 20, 2012.

- a3. Miscellaneous. Solicit Ideas for the July 2012 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

At 11:05 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item to the Committee.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item to the Committee.

At 11:13 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1 and i2 above. On a motion duly made and seconded, the Committee adjourned at 11:14 a.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Monday, June 4, 2012
12:30 p.m. – 1:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1.** Consideration of Contract Award for Switching and Routing Equipment for the Sixth Floor Office Space– **Confidential & Proprietary – *Executive Session Recommended***
- a2.** Consideration of Request to Reimburse a Board Member to Attend an Event Other Than a USAC Board or Committee Meeting

Next Scheduled USAC Executive Committee Meeting

**Thursday, July 26, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Monday, June 4, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Monday, June 4, 2012. At the request of Dr. Brian Talbott, Board Chair, Mr. Barash, called the meeting to order at 12:33 p.m. Eastern Time with a quorum of five of the eight Committee members present (there is one vacancy)

Barash, Scott – Acting Chief Executive Officer – *by telephone*
Campbell, Anne – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbot, Dr. Brian – Chair – *by telephone*

Members of the Committee not present:

Jortner, Wayne – Treasurer
McClure, Dave

Other Board members and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Greiner, Colleen – Vice President and Chief Information Officer.

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. **Consideration of Contract Award for Switching and Routing Equipment for the Sixth Floor Office Space.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to purchase Cisco networking equipment and SMARTnet maintenance agreements shall be conducted in *Executive Session*.

At 12:34 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary item noted above.

EXECUTIVE SESSION:

- a1. Consideration of Contract Award for Switching and Routing Equipment for the Sixth Floor Office Space.** Mr. Case presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes USAC to award a contract to purchase Cisco networking equipment and SMARTnet services plans listed in this issue paper from Iron Bow Technologies, LLC for the firm fixed price of \$104,286.69.

At 12:36 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Scott reported that in *Executive Session*, the Committee took action on item a1 above.

OPEN SESSION:

- a2. Consideration of Request to Reimburse a Board Member to Attend an Event Other Than a USAC Board or Committee Meeting.** Mr. Barash introduced this item to the Committee.

On a motion duly made and seconded and after discussion, with Dr. Talbott abstaining, the Committee adopted the following resolution:

RESOLVED, that in accordance with the *Procedures for Requesting Approval and Reimbursing a Member of the Board of Directors for*

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Expenses Incurred in Conducting USAC Business other than Board of Directors Meetings approved by the USAC Board of Directors, the Executive Committee authorizes management to reimburse Dr. Talbott for his travel to Washington, D.C. for the purpose of meeting with the Chairman of the Federal Communications Commission.

On a motion duly made and seconded, the Committee adjourned at 12:39 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

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**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

<p>Thursday, July 26, 2012 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036</p>

ACTION ITEMS

<p>a1. Approval of Executive Committee Meeting Minutes of April 19, 2012, and June 4, 2012</p>
<p>a2. Miscellaneous. Solicit ideas for October 2012 Committee meeting agenda.</p>

INFORMATION ITEMS

<p>i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD06cf</i></p>
<p>i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD7cf</i></p>
<p>i3. Mid-Year Report on USAC 2012 Objectives <i>Same as iBOD08</i></p>
<p>i4. FCC-USAC Executive Committee Quarterly Meeting Agenda – Confidential & Proprietary – <i>Executive Session Recommended</i></p>
<p>i5. Miscellaneous</p>

Next Scheduled USAC Executive Committee Meeting

<p>Thursday, October 25, 2012 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.</p>
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, July 26, 2012

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, July 26, 2012. Dr. Brian Talbott Board Chair, called the meeting to order at 11:00 a.m. Eastern Time with a quorum of five of the eight Committee members present (there is one vacancy):

Barash, Scott – Acting Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair– *by telephone*

Ms. Anne Campbell and Mr. David McClure joined the call by telephone at 11:02 a.m. Eastern Time. They did not participate in the discussion or vote on items a1 and a2.

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Iversen, Eric	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. **Approval of Executive Committee Meeting Minutes of April 19, 2012 and June 4, 2012.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of April 19, 2012 and June 4, 2012.
- a3. **Miscellaneous. Solicit Ideas for the July 2012 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted to Dr. Talbott or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. **Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. **Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. **Mid-Year report on USAC 2012 Objectives.** With Committee approval, Mr. Barash noted that this item would be discussed at the Board meeting on Tuesday, July 31, 2012.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

- i4. FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

At 11:05 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item to the Committee.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item to the Committee.

At 11:25 a.m. Eastern Time, with only Committee members and officers present, the meeting continued in *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

- i4. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash introduced this item for discussion.

At 11:35 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2 and i4 above. On a motion duly made and seconded, the Committee adjourned at 11:38 a.m. Eastern Time.

/s/ David A. Capozzi

Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Thursday, September 6, 2012
12:00 p.m. – 1:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1.** Consideration of Additional Funding for Low Income Program Printing and Mailing Services – **Confidential & Proprietary** – *Executive Session Recommended*
- a2.** Consideration of Procurement Actions Associated with the Development, Implementation and Operation of the Connect America Fund Phase II Forward Looking Cost Model – **Confidential & Proprietary** – *Executive Session Recommended*

Next Scheduled USAC Executive Committee Meeting

**Thursday, October 25, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, September 6, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, September 6, 2012. Dr. Brian Talbott, Board Chair, called the meeting to order at 12:00 p.m. Eastern Time with a quorum of seven of the eight Committee members present:

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair – *by telephone*

Members of the Committee not present:

Kragel, Dr. Peter – Secretary

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Feiss, Geoff – Member of the Board
Greiner, Colleen – Vice President and Chief Information Officer.
Ridley, Carolyn – Member of the Board

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Amalfitano, Vince	FCC – <i>by telephone</i>
Gallant, Pamela	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. **Consideration of Additional Funding for Low Income Program Printing and Mailing Services.** In accordance with the approved criteria and procedures for

To expedite navigation, please use the bookmarks located in the Navigation Pane.

conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended procurement action described in this issue paper shall be conducted in *Executive Session*.

- a2. Consideration of Procurement Actions Associated with the Development, Implementation and Operation of the Connect America Fund Phase II Forward Looking Cost Model.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended procurement actions described in this issue paper shall be conducted in *Executive Session*.

At 12:02 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Additional Funding for Low Income Program Printing and Mailing Services.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to increase the value of the SourceLink Ohio LLC contract by \$65,000 to provide additional printing and mailing services bringing the total two-year not-to-exceed price to \$235,000, plus reimbursable USPS postage.

- a2. Consideration of Procurement Actions Associated with the Development, Implementation and Operation of the Connect America Fund Phase II**

Forward Looking Cost Model. Mr. Barash introduced this item to the Committee.

Mr. Belden noted that the FCC has directed USAC to award a contract to Cost Quest Associates (CostQuest) to develop the forward-looking cost model required under Phase II of the Connect America Fund. The FCC engaged CostQuest to develop an economic model to support the National Broadband Plan. In our discussions with the FCC, staff indicated that CostQuest was the only company that submitted a nationwide economic cost model into the record. In the FCC's Connect America Fund proceeding (WC Docket Nos. 10-90 and 05-337) in response to an FCC Public Notice (DA 11-2026), CostQuest is the only company that submitted a cost model that attempted to meet the criteria established by the FCC. Based on these events, FCC staff have indicated that CostQuest is the only company with the ability to deliver the Phase II model in the timeframe required by the Commission. An initial cost estimate completed by FCC staff indicates a cost of \$4-6 million to develop the model, make a series of initial updates/adjustments, and provide on-going support of the model.

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

RESOLVED, that the USAC Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to negotiate and award a contract, subject to obtaining any further necessary FCC approvals, to CostQuest Associates for the development of the Connect America Fund Phase II model, periodic updates to the model, operations and maintenance support for the life of the model, and all data and data rights necessary for the model to function properly in an amount not to exceed \$6 million; and

RESOLVED FURTHER, that the USAC Executive Committee hereby authorizes USAC management to negotiate and sign a lease, subject to obtaining any further necessary FCC approvals, with Equinix for the physical space to establish a new data center to support the hosting of the Connect America Fund Phase II model and other future USAC requirements in an amount not-to-exceed an annual lease cost of \$423,500, which is an estimated annual cost of \$385,000, plus a 10 percent contingency, for a term of three years, for a total amount not-to-exceed of \$1,270,500, including a total 10 percent contingency; and

RESOLVED FURTHER, that the USAC Executive Committee hereby authorizes USAC management to purchase, subject to obtaining any further necessary FCC approvals, the equipment and related software licenses specified in items 2-8 of the issue paper for a total not-to-exceed amount of \$1,666,000, which is the estimated cost of \$1,587,000, plus a five percent contingency of \$79,000 to cover any unforeseen changes in requirements or final configuration.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

At 12:38 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on items a1 and a2 above.

On a motion duly made and seconded, the Committee adjourned at 12:39 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

Thursday, October 25, 2012 11:00 a.m. – 12:30 p.m. Eastern Time USAC Offices 2000 L Street, N.W., Suite 200 Washington, D.C. 20036

ACTION ITEMS

a1. Approval of Executive Committee Meeting Minutes of July 26, 2012 and September 6, 2012
a2. Miscellaneous. Solicit ideas for January 2013 Committee meeting agenda.

INFORMATION ITEMS

i1. Procurement Update – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD08cf</i>
i2. Quarterly Report on Universal Service Fund Contribution Matters – Confidential & Proprietary – <i>Executive Session Recommended</i> <i>Same as iBOD7cf</i>
i3. FCC-USAC Executive Committee Quarterly Meeting Agenda – Confidential & Proprietary – <i>Executive Session Recommended</i>
i4. Miscellaneous

Next Scheduled USAC Executive Committee Meeting

Thursday, January 24, 2013 11:00 a.m. – 12:30 a.m. Eastern Time USAC Offices, Washington, D.C.

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, October 25, 2012

MINUTES

The quarterly meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, October 25, 2012. Dr. Brian Talbott Board Chair, called the meeting to order at 11:01 a.m. Eastern Time with a quorum of all eight Committee members present:

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbot, Dr. Brian – Chair– *by telephone*

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Approval of Executive Committee Meeting Minutes of July 26, 2012 and September 6, 2012.** On a motion duly made and seconded, the Committee approved the minutes, as written, of the Executive Committee meetings of July 26, 2012 and September 6, 2012.
- a2. Miscellaneous. Solicit Ideas for the January 2013 Committee Meeting Agenda.** Dr. Talbott reminded Committee members that they may offer suggestions for agenda items at each quarterly meeting. Ideas may be submitted

to Dr. Talbott, Mr. Lubin or Mr. Barash between quarterly meetings.

INFORMATION ITEMS:

- i1. Procurement Update.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that the discussion of the procurement matters associated with this item shall be conducted in *Executive Session*.

- i2. Quarterly Report on Universal Service Fund Contribution Matters.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this report relates to specific *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.

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

RESOLVED, that the discussion of the quarterly report on USF contribution matters shall be conducted in *Executive Session*.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the FCC-USAC Executive Committee quarterly meeting agenda shall be conducted in *Executive Session*.

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- i4. Miscellaneous.** The Committee requested a status report on USAC staff discussions with FCC staff concerning renewal of the 2008 FCC-USAC Memorandum of Understanding. Mr. Capozzi recommended that, in accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, discussion of this matter be conducted in in *Executive Session* because it involves *pre-decisional matters under consideration with the FCC, USAC procurement and contract administration* and may also involve *internal personnel matters* and *attorney/client privileged communications*.

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

RESOLVED, that the USAC Board of Directors Executive Committee determines that the discussion of progress concerning modifications to and renewal of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

At 11:05 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- i1. Procurement Update.** Mr. Belden presented this item to the Committee.
- i2. Quarterly Report on Universal Service Fund Contribution Matters.** Mr. Case presented this item to the Committee.

At 11:25 a.m. Eastern Time, with only Committee members and officers present, the meeting continued in *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

- i3. FCC-USAC Executive Committee Quarterly Meeting Agenda.** Mr. Barash introduced this item for discussion.
- i4. Status Update on Discussions Between FCC and USAC Staff Concerning Renewal of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item to the Committee.

At 11:41 a.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2 and i3 above. On a motion duly made and seconded, the Committee adjourned at 11:42 a.m. Eastern Time.

/s/ David A. Capozzi

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Assistant Secretary

To expedite navigation, please use the bookmarks located in the Navigation Pane.

**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Thursday, November 29, 2012
4:30 p.m. – 5:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding – Confidential & Proprietary – *Executive Session Recommended***

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 24, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, November 29, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, November 29, 2012. At the request of Dr. Brian Talbott, Board Chair, Mr. Scott Barash called the meeting to order at 4:32 p.m. Eastern Time with a quorum of all eight Committee members present:

Barash, Scott – Acting Chief Executive Officer
Campbell, Anne – *by telephone*
Kragel, Dr. Peter – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair– *by telephone*

Other Board members and officers of the corporation present:

Capozzi, David – Acting General Counsel and Assistant Secretary
Gillan, Joe – Member of the Board
Ridley, Carolyn – Member of the Board

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in *Executive Session* because it involves *pre-decisional matters under consideration with the FCC, USAC procurement and contract administration* and may also involve *internal personnel matters* and *attorney/client privileged communications*.

To expedite navigation, please use the bookmarks located in the Navigation Pane.

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

RESOLVED, that the USAC Board of Directors Executive Committee determines that the discussion of progress concerning modifications to and renewal of the 2008 FCC-USAC Memorandum of Understanding shall be conducted in *Executive Session*.

At 4:34 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Temporary Extension of the 2008 FCC-USAC Memorandum of Understanding.** Mr. Barash presented this item to the Committee.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the proposed temporary three-month extension of the 2008 FCC-USAC Memorandum of Understanding and management's recommendation that the Board approve the extension, hereby approves the recommended extension and directs the USAC Acting Chief Executive Officer to execute the proposed extension on behalf of USAC.

At 4:40 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Scott reported that in *Executive Session*, the Committee took action on item a1 above.

On a motion duly made and seconded, the Committee adjourned at 4:40 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary

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**Universal Service Administrative Company
Executive Committee Meeting
Agenda**

**Thursday, December 13, 2012
4:30 p.m. – 5:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

ACTION ITEMS

- | |
|--|
| a1. Consideration of Task Order Extension for a Temporary Software Developer Supporting Financial Applications – Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a2. Consideration of Contract Award for 2013 Liability Insurance Broker and Policies – Confidential & Proprietary – <i>Executive Session Recommended</i> |
| a3. Personnel Matter – Confidential & Proprietary – <i>Executive Session Recommended</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 24, 2012
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
2000 L Street, N.W., Suite 200
Washington, D.C. 20036

EXECUTIVE COMMITTEE MEETING
Thursday, December 13, 2012

MINUTES

A meeting of the Executive Committee (Committee) of the Board of Directors (Board) of the Universal Service Administrative Company (USAC) was held at USAC's offices in Washington, D.C. on Thursday, December 13, 2012. Dr. Brian Talbott, Board Chair, called the meeting to order at 4:30 p.m. Eastern Time with a quorum of six of the eight Committee members present:

Barash, Scott – Acting Chief Executive Officer
Kragel, Dr. Peter – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
McClure, David – *by telephone*
Sanders, Dr. Jay – *by telephone*
Talbott, Dr. Brian – Chair– *by telephone*

Members of the Committee not present:

Campbell, Anne
Jortner, Wayne – Treasurer

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Capozzi, David – Acting General Counsel and Assistant Secretary
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Greiner, Colleen, Vice President and Chief Information Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Buckley, Tom – <i>by telephone</i>	FCC
Nuzzo, Patsy	USAC

ACTION ITEMS:

- a1. Consideration of Task Order Extension for a Temporary Software Developer Supporting Financial Applications.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive*

To expedite navigation, please use the bookmarks located in the Navigation Pane.

Session, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended task order extension for temporary software developer support shall be conducted in *Executive Session*.

- a2. Consideration of Contract Award for 2013 Liability Insurance Broker and Policies.** In accordance with the approved criteria and procedures for conducting USAC Board and committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this item be conducted in *Executive Session* because this matter relates to USAC's *procurement strategy and contract administration*.

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

RESOLVED, that the USAC Executive Committee determines that consideration of the recommended contract award to acquire liability insurance broker services and policies for 2013 shall be conducted in *Executive Session*.

- a3. Personnel Matter.** In accordance with the approved criteria and procedure for conducting USAC Board and Committee business in *Executive Session*, Mr. Capozzi recommended that discussion of this matter be conducted in *Executive Session* because it is a *personnel matter*.

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

RESOLVED, that the USAC Executive Committee determines that discussion of the personnel matter shall be conducted in *Executive Session*.

At 4:32 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential and proprietary items noted above.

EXECUTIVE SESSION:

- a1. Consideration of Task Order Extension for a Temporary Software Developer Supporting Financial Applications.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to increase by \$87,360 the task order to HireStrategy for software development services to a new total not-to-exceed amount of \$165,760.

- a2. Consideration of Contract Award for 2013 Liability Insurance Broker and Policies.** Mr. Belden presented this item to the Committee.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract to acquire the 2013 liability insurance policies described in the issue paper from Wells Fargo Insurance Services for a total firm-fixed-price of \$108,425.

At 4:44 p.m. Eastern Time, the Committee continued in *Executive Session* with only members of the Committee and officers present.

- a3. Personnel Matter.** Dr. Talbott, Dr. Kragel and Mr. Barash presented this item to the Committee.

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

RESOLVED, that the USAC Board of Directors Executive Committee, having reviewed the recommendation of the USAC Board of Directors Executive Compensation Committee for the USAC employee 2013 merit-based compensation program, [...], hereby adopts the recommendation of the Executive Compensation Committee and recommends that the USAC Board of Directors approve the recommended program.

(Assistant Secretary's Note: The bracketed portion of the resolution above indicates redacted information due to the confidential nature of this item. The redacted resolution is consistent with the information provided in the Committee briefing paper for this

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matter.)

At 4:53 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from ***Executive Session*** and immediately reconvened in ***Open Session***, at which time Dr. Talbott reported that in ***Executive Session***, the Committee took action on items a1, a2 and a3 above.

On a motion duly made and seconded, the Committee adjourned at 4:54 p.m. Eastern Time.

/s/ David A. Capozzi
Assistant Secretary