Board of Directors

Briefing Book

Thursday, December 30, 2021

12:00 p.m. - 12:30 p.m. Eastern Time

Virtual Meeting - Available For Public Use

Universal Service Administrative Company

700 12th Street NW, Suite 900

Washington, D.C. 20005
Universal Service Administrative Company  
Board of Directors  
Meeting Agenda

Thursday, December 30, 2021  
12:00 p.m. – 12:30 p.m. ET  
Virtual Meeting  
USAC Offices  
700 12th Street, N.W., Suite 900  
Washington, D.C. 20005

| Chair | a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees | 5 |

| Chris | a2. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services | 5 |
Universal Service Administrative Company
Board of Directors Meeting

ACTION ITEM

Election of Members to the USAC Board of Directors and
Appointment of Members to Programmatic Committees

Action Requested

This action item addresses the election of seven members to the USAC Board of Directors (Board), pursuant to Federal Communications Commission (FCC) regulations and USAC’s corporate By-laws, and to committees by virtue of the constituencies that such Board members represent.

Discussion

Article II, Section 4 of the USAC By-laws provides the following concerning nomination and election of Board members:

NOMINATION AND ELECTION OF BOARD MEMBERS. Nomination and selection of the Board (except for the Chief Executive Officer) shall be conducted and annual elections of successors to members whose terms are expiring shall be held pursuant to 47 C.F.R. § 54.703(c). Upon selection of the new director(s) by the FCC Chairperson, the Board will elect such director(s). In accordance with 47 C.F.R. § 54.703(d), if a Board member (other than the Chief Executive Officer) vacates his or her seat prior to the completion of his or her term, the Board will notify the FCC [Wireline Competition] Bureau Chief of such vacancy, and a successor will be chosen to serve the remaining term of the vacating director in accordance with the nomination and selection process in 47 C.F.R. § 54.703(c). The member selected by the FCC Chairperson to fill the vacated Board seat will be elected by the Board members.¹

In a Public Notice dated December 23, 2021 (DA 21-1640), FCC Chairwoman Rosenworcel selected seven Board members, as set forth in the Table below. FCC rules (47 C.F.R. § 54.705) and the USAC By-laws, Article II, automatically designate committee assignments for certain Board members by virtue of the constituency they represent. The Table below shows such automatic committee assignments for the seven directors, where applicable.

¹ USAC By-laws, Article II, § 4.
<table>
<thead>
<tr>
<th>Name</th>
<th>Representing</th>
<th>Automatic Programmatic Committee Appt.</th>
<th>Term End - 12/31</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan J. Buzacott</td>
<td>Representative for interexchange carriers with annual operating revenues of more than $3 billion</td>
<td></td>
<td>2024</td>
</tr>
<tr>
<td>Brent Fontana</td>
<td>Representative for rural health care providers that are eligible to receive supported services pursuant to section 54.601 of the Commission’s rules</td>
<td>Rural Health Care</td>
<td>2024</td>
</tr>
<tr>
<td>Sarah Freeman</td>
<td>Representative for state telecommunications regulators</td>
<td>High Cost &amp; Low Income Rural Health Care</td>
<td>2024</td>
</tr>
<tr>
<td>Kenneth F. Mason</td>
<td>Representative for incumbent local exchange carriers (non-Bell Operating Companies) with more than $40 million in annual revenues</td>
<td></td>
<td>2024</td>
</tr>
<tr>
<td>Julie Tritt Schell</td>
<td>Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission’s rules</td>
<td>Schools &amp; Libraries</td>
<td>2024</td>
</tr>
<tr>
<td>Olivia Wein</td>
<td>Representative for information service providers</td>
<td></td>
<td>2024</td>
</tr>
<tr>
<td>Indra Sehdev Chalk</td>
<td>Representative for commercial mobile radio service providers</td>
<td>High Cost &amp; Low Income</td>
<td>2022</td>
</tr>
</tbody>
</table>

**RESOLVED**, that the USAC Board of Directors, having received the selections from the Chairwoman of the FCC pursuant to 47 C.F.R. § 54.703(c)(3) and pursuant to Article II, § 4 of the USAC By-laws, hereby elects to the USAC Board of Directors effective January 1, 2022:²

- Alan J. Buzacott for a term expiring on December 31, 2024;
- Brent Fontana for a term expiring on December 31, 2024;
- Sarah Freeman for a term expiring on December 31, 2024;
- Kenneth F. Mason for a term expiring on December 31, 2024;
- Julie Tritt Schell for a term expiring on December 31, 2024;
- Olivia Wein for a term expiring on December 31, 2024; and
- Indra Sehdev Chalk for a term expiring on December 31, 2022;

**RESOLVED FURTHER**, that each of the aforementioned directors shall remain a director until: (i) such director’s resignation, (ii) such director’s removal pursuant to Article II, § 7 of the USAC By-laws and the provisions of the Delaware General Corporation

² Each is director is appointed for a three year term. *See* 47 C.F.R. § 54.703(d). In the event a director vacates his or her seat prior to the completion of the three year term, the chosen successor will serve the remaining term of the vacating director. *See* USAC By-laws, Article II, § 4.
Law, (iii) the election of a successor pursuant to Article II, § 4 of the USAC By-laws, or (iv) action by the stockholder of the corporation pursuant to Article I of the USAC By-laws; and

RESOLVED FURTHER, that consistent with 47 C.F.R. § 54.705 and the USAC By-laws, Article II, and by virtue of the constituency they represent:

- Julie Tritt Schell is hereby appointed to the Schools & Libraries Committee;
- Sarah Freeman and Indra Sehdev Chalk are hereby appointed to the High Cost & Low Income Committee; and
- Brent Fontana and Sarah Freeman are hereby appointed to the Rural Health Care Committee.