

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

**Thursday, January 21, 2016
11:00 a.m. – 12:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

OPEN SESSION

- a1.** Consent Items (each available for discussion upon request):
- A.** Approval of Executive Committee Meeting Minutes of October 22, 2015 and December 14, 2015.
 - B.** Approval of moving all *Executive Session* items into *Executive Session*.

EXECUTIVE SESSION

- i1.** Business Update – **Confidential** – *Executive Session Recommended*:
- Projected USF Contribution Rate for 2nd Quarter 2016.
 - General Business Update.

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 21, 2016
11:00 a.m. – 12:30 p.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 21, 2016

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, January 21, 2016. Mr. Joel Lubin, Vice Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of all seven Committee members present (there is one vacancy):

Gillan, Joe – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbott, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Buzacott, Alan – Member of the Board – *by telephone*
Fontana, Brent – Member of the Board – *by telephone*
Case, Dave – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Hays, Kate – Vice President of Stakeholder Engagement
Mason, Ken – Member of the Board – *by telephone*
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC
Schrieber, Johnnay	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 Board of Directors Executive Committee hereby approves the Committee meeting minutes of October 22, 2015

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

and December 14, 2015, and discussion in *Executive Session* of the general business update.

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 items noted above.

EXECUTIVE SESSION

ii. **Business Update.** Mr. Case and Mr. Henderson presented this item for discussion.

- Projected USF Contribution Rate for 2nd Quarter 2016.
- General Business Update.

At 11:45 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. Lubin reported that in *Executive Session*, the Committee discussed item ii. On a motion duly made and seconded, the Committee adjourned at 11:47 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

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

**Friday, February 26, 2016
1:00 p.m. – 1:30 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 Oracle License and Maintenance Agreement – *Executive Session Recommended*

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 21, 2016
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
Friday, February 26, 2016

MINUTES

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Friday, February 26, 2016. Dr. Brian Talbott, Board Chair, called the meeting to order at 1:02 p.m. Eastern Time, with a quorum of six of the seven Committee members present (there is one vacancy):

Gillan, Joe – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbot, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Mr. Wayne Jortner joined the call at 1:11 p.m. Eastern Time. He participated in the discussion and voted on item a1.

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Robinson, Vickie – Vice President and General Counsel
Taylor, Pete – Vice President and Chief Information Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC

OPEN SESSION

- a1. Consideration of Contract Award for Oracle License and Maintenance Agreement.** USAC management 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

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

resolution:

RESOLVED, that the USAC Board of Directors Executive Committee determines that consideration of the recommended contract award shall be conducted in *Executive Session*.

At 1:04 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential item noted above.

EXECUTIVE SESSION

a1. Consideration of Contract Award for Oracle License and Maintenance Agreement. Mr. Case presented this item for consideration.

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 to Oracle a two year fixed price contract in the amount of \$6,312,227.43 plus any applicable taxes.

At 1:14 p.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed and took action on item a1 above. On a motion duly made and seconded, the Committee adjourned at 1:14 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

**Monday, March 21, 2016
4:00 p.m. – 5:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036
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ACTION ITEMS

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|---|
| a1. Consideration of Contract Award for VMware Software Licenses and Support Renewal – Confidential – <i>Executive Session Recommended.</i> |
| a2. Consideration of Sole Source Contract for Stakeholder Engagement Consulting Services – Confidential – <i>Executive Session Recommended.</i> |
| a3. Consideration of Sole Source Contract for Ethos Consulting Services – Confidential – <i>Executive Session Recommended.</i> |
| a4. Consideration of Increase to First Option Year Ceiling Value for IT Temporary Labor Contract – Confidential – <i>Executive Session Recommended.</i> |
| a5. Consideration of Contract Award for CRM Consulting and Website Redesign Services – Confidential – <i>Executive Session Recommended.</i> |

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 21, 2016
11:00 a.m. – 12:00 p.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, March 21, 2016

MINUTES

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Monday, March 21, 2016. Dr. Brian Talbott, Board Chair, called the meeting to order at 4:02 p.m. Eastern Time with a quorum of all seven Committee members present (there is one vacancy):

Gillan, Joe – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbot, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Case, Dave – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Domenech, Dan – Member of the Board – *by telephone*
Hays, Kate – Vice President of Stakeholder Engagement
Robinson, Vickie – Vice President and General Counsel
Taylor, Pete – Vice President and Chief Information Officer
Tinic, Atilla – Member of the Board – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC

OPEN SESSION

- a1. **Consideration of Contract Award for VMware Software Licenses and Support Renewal.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Ms. Robinson 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

- a2. Consideration of Sole Source Contract for Stakeholder Engagement Consulting Services.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Ms. Robinson 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

- a3. Consideration of Sole Source Contract for Ethos Consulting Services.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Ms. Robinson 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

- a4. Consideration of Increase to First Option Year Ceiling Value for IT Temporary Labor Contract.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Ms. Robinson 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

- a5. Consideration of Contract Award for CRM Consulting and Website Redesign Services.** In accordance with the approved criteria and procedures for conducting Board and committee business in *Executive Session*, Ms. Robinson 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

At 4:03 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for VMware Software Licenses and Support Renewal.** 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 Executive Committee of the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract to purchase VMware software licenses and support renewals from Clearpath Solutions Group for the firm fixed price of \$289,123.18, plus \$16,624.58 in applicable sales tax for a total of \$305,747.76.

- a2. Consideration of Sole Source Contract for Stakeholder Engagement Consulting Services.** 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 Executive Committee of the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to award a sole source contract to Ovington LLC for a total fixed per labor hour price with a not-to-exceed total of \$185,000.

- a3. Consideration of Sole Source Contract for Ethos Consulting Services.** Mr. Case presented this item to the Committee.

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

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

RESOLVED, that the Executive Committee of the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to award a sole source contract to Ethos Strategic Consulting for a total fixed per labor hour price with a not-to-exceed total of \$160,000.

- a4. Consideration of Increase to First Option Year Ceiling Value for IT Temporary Labor Contract.** 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 Executive Committee of the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to receiving any necessary FCC staff approvals, to increase the first option year value of the IT Temporary Labor Contract to a ceiling price of \$4,100,000.

- a5. Consideration of Contract Award for CRM Consulting and Website Redesign Services.** 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 Executive Committee of the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to award a contract to purchase CRM consulting and website services from IDEO for the firm fixed price of \$2,450,000, subject to required FCC approvals.

At 4:30 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 discussed and took action on items a1, a2, a3, a4, and a5. On a motion duly made and seconded, the Committee adjourned at 4:31 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

**Thursday, April 21, 2016
11:00 a.m. – 12:00 p.m. Eastern Time
USAC Offices
2000 L Street, N.W., Suite 200
Washington, D.C. 20036**

OPEN SESSION

- a1.** Consent Items (each available for discussion upon request):
- A.** Approval of Executive Committee Meeting Minutes of January 21, 2016, February 26, 2016 and March 21, 2016.
 - B.** Approval of moving all *Executive Session* items into *Executive Session*.

EXECUTIVE SESSION

- ii.** Business Update – **Confidential** – *Executive Session Recommended*:
- Projected USF Contribution Rate for 3rd Quarter 2016.
 - General Business Update.
 - FCC-USAC Memorandum of Understanding Highlights
 - Budget Summary

Next Scheduled USAC Executive Committee Meeting

**Thursday, July 21, 2016
11:00 a.m. – 12:30 p.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, April 21, 2016

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, April 21, 2016. Dr. Brian Talbott, Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of all eight Committee members present.

Domenech, Dr. Dan – *by telephone*
Gillan, Joe – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbott, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Bocher, Bob – Member of the Board – *by telephone*
Case, Dave – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Fontana, Brent – Member of the Board – *by telephone*
Mason, Ken – Member of the Board – *by telephone*
Robinson, Vickie – Vice President and General Counsel
Scott, Wayne – Vice President of Internal Audit

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC

OPEN SESSION

a1. Consent Items.

- A. Committee meeting minutes of January 21, 2016, February 26, 2016 and March 21, 2016.
- B. Approval for discussing in *Executive Session* agenda items:

- (1) i1 – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because the report 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 and after discussion, the Committee adopted the following resolution:

RESOLVED, that the USAC Board of Directors Executive Committee hereby approves the Committee meeting minutes of January 21, 2016, February 26, 2016 and March 21, 2016, and discussion in *Executive Session* of the general business update.

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 items noted above.

EXECUTIVE SESSION

i1. Business Update. Mr. Case and Mr. Henderson presented this item for discussion.

- Projected USF Contribution Rate for 3rd Quarter of 2016.
- FCC-USAC Memorandum of Understanding Highlights
- Budget Summary

At 11:36 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 item i1. On a motion duly made and seconded, the Committee adjourned at 11:37 a.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

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

**Tuesday, June 21, 2016
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 Contract Award for Data Domain Storage Device Expansion – *Executive Session Recommended.*

Next Scheduled USAC Executive Committee Meeting

**Thursday, July 21, 2016
11:00 a.m. – 12:00 p.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, June 21, 2016

MINUTES

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Tuesday, June 21, 2016. Dr. Brian Talbott, Board Chair, called the meeting to order at 4:31 p.m. Eastern Time, with a quorum of seven of the eight Committee members present:

Gillan, Joe – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary – *by telephone*
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbot, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Members of the Committee not present:

Domenech, Dr. Dan

Other Board members and officers of the corporation present:

Belden, Richard – Chief Operating Officer
Case, David – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Robinson, Vickie – Vice President and General Counsel
Taylor, Pete – Vice President and Chief Information Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC

ACTION ITEMS

- a1. Consideration of Contract Award for Data Domain Storage Device Expansion.** Ms. Robinson 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 Executive Committee of the USAC Board of Directors determines that consideration of this procurement matter shall be conducted in *Executive Session*.

At 4:33 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential item noted above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for Data Domain Storage Device Expansion.** Mr. Case presented this item for consideration.

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 Clearpath Solutions Group for the firm-fixed price of \$604,603.24 plus applicable sales taxes.

At 4:46 p.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed and took action on item a1 above. On a motion duly made and seconded, the Committee adjourned at 4:47 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

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

**Thursday, July 21, 2016
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

OPEN SESSION

- a1.** Consent Items (each available for discussion upon request):
- A.** Approval of Executive Committee Meeting Minutes of April 21, 2016 and June 21, 2016.
 - B.** Approval of moving all *Executive Session* items into *Executive Session*.

EXECUTIVE SESSION

- a2.** Action on USAC Internal Audit Division Finance Division Operational Follow-Up Audit Report – *Confidential – Executive Session Recommended.*
Same as aAC04cf
- i1.** Business Update – **Confidential – Executive Session Recommended:**
- Projected USF Contribution Rate for 4th Quarter 2016
 - Office Space Update

Next Scheduled USAC Executive Committee Meeting

**Thursday, October 20, 2016
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, July 21, 2016

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, July 21, 2016. Dr. Brian Talbott, Chair, called the meeting to order at 11:03 a.m. Eastern Time with a quorum of six of the eight Committee members present.

Domenech, Dr. Dan – *by telephone*
Henderson, Chris – Chief Executive Officer
Jortner, Wayne – Treasurer – *by telephone*
Lubin, Joel – Vice Chair – *by telephone*
Talbot, Dr. Brian – *by telephone*
Wibberly, Dr. Kathy – *by telephone*

Members of the Committee not present:

Gillan, Joe
Jacobs, Ellis - Secretary

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Buzacott, Alan – Member of the Board – *by telephone*
Fontana, Brent – Member of the Board – *by telephone*
Robinson, Vickie – Vice President and General Counsel
Scott, Wayne – Vice President of Internal Audit
Shah, Hemang – Vice President of Strategy and Change Management
Sweeney, Mark – Chief Operating Officer; Acting Vice President of High Cost Program
Taylor, Peter – Vice President of Information Technology and Chief Information Officer

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
Ayer, Catriona	USAC
Belden, Richard	USAC
Guinan, Gabriela Gross	USAC
Nuzzo, Patsy	USAC
Theobald, Fred	USAC

OPEN SESSION

a1. Consent Items.

- A. Committee meeting minutes of April 21, 2016 and June 21, 2016.
- B. Approval for discussing in *Executive Session* agenda items:
 - (1) a2 – Action on USAC Internal Audit Division Finance Division Operational Follow-Up Audit Report. USAC management recommends that this matter be discussed in *Executive Session* because the report relates to *specific internal controls and/or confidential company data* that would constitute a discussion of internal rules and procedures.
 - (2) i1 – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because the report relates to USAC's *procurement strategy and contract administration, pre-decisional matters pending before the FCC, and may also include discussion of attorney/client privileged communications*.

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 hereby approves the Committee meeting minutes of April 21, 2016 and June 21, 2016 and discussion in *Executive Session* of the USAC Internal Audit Division Finance Division Operational Follow-Up Report and the business update.

At 11:06 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 noted above.

EXECUTIVE SESSION

a2. Action on USAC Internal Audit Division Finance Division Operational Follow-up Audit Report. Mr. Scott introduced 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 USAC Internal Audit Division (IAD) Finance Division operational follow-up audit report, hereby accepts the recommendation of USAC management and recommends to the USAC Audit Committee that the report be deemed final.

i1. Business Update. Mr. Henderson, Mr. Belden and Mr. Fred Theobald, Director

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

of Financial Operations, presented this item for discussion.

- Projected USF Contribution Rate for 4th Quarter 2016
- Office Space Update

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 took action on item a2 and discussed item i1. On a motion duly made and seconded, the Committee adjourned at 11:38 a.m. Eastern Time.

/s/ Vickie Robinson
Assistant Secretary

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

**Thursday, October 20, 2016
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

OPEN SESSION

- a1.** Consent Items (each available for discussion upon request):
- A.** Approval of Executive Committee Meeting Minutes of July 21, 2016.
 - B.** Approval of moving all *Executive Session* items into *Executive Session*.

EXECUTIVE SESSION

- ii.** Business Update – **Confidential** – *Executive Session Recommended*:
- Projected USF Contribution Rate for 1st Quarter 2017
 - Discussion of Draft 2017 Budget
 - Leadership Team Update

Next Scheduled USAC Executive Committee Meeting

**Thursday, January 26, 2017
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices, Washington, D.C.**

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, October 20, 2016

MINUTES

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, October 20, 2016. At the request of Dr. Brian Talbott, Mr. Joel Lubin, Vice Chair, called the meeting to order at 11:02 a.m. Eastern Time with a quorum of seven of the eight Committee members present.

Gillan, Joe – Chair, Audit Committee – *by telephone*
Henderson, Chris – Chief Executive Officer
Jacobs, Ellis – Secretary, USAC Board
Jortner, Wayne – Treasurer, USAC Board – *by telephone*
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Talbot, Dr. Brian – Chair, USAC Board – *by telephone*
Wibberly, Dr. Kathy – Chair, Rural Health Care Committee – *by telephone*

Members of the Committee not present:

Domenech, Dr. Dan – Chair, Schools and Libraries Committee

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Case, David – Vice President of Finance and Chief Financial Officer
Garber, Michelle – Vice President of Lifeline Division
Hays, Kate – Vice President of Stakeholder Engagement
Robinson, Vickie – Vice President and General Counsel
Scott, Wayne – Vice President of Internal Audit
Sweeney, Mark – Chief Operating Officer; Acting Vice President of High Cost Program
Wein, Olivia – Member of the Board – *by telephone*

Others present for the meeting:

<u>NAME</u>	<u>COMPANY</u>
King, Lauren	USAC
McNeff, Kristina	USAC
Nuzzo, Patsy	USAC

OPEN SESSION

a1. Consent Items. Mr. Lubin presented this item to the Committee.

A. Committee meeting minutes of July 21, 2016.

B. Approval for discussing in *Executive Session* agenda items:

- (1) **i1** – Business Update – Projected Contribution Rate for 1st Quarter 2017. USAC management recommends 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*.
- (2) **i1** – Business Update. – Discussion of Draft 2017 Budget. USAC management recommends that this matter be discussed in *Executive Session* because the report relates to USAC’s *procurement strategy and contract administration*.
- (3) **i1**. – Business Update. – USAC management recommends that discussion of this item includes personnel matters and therefore should occur in *Executive Session* consistent with USAC’s long-standing practice and to preserve privacy.

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 hereby approves the Committee meeting minutes of July 21, 2016 and discussion in *Executive Session* of the items noted above.

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 items noted above.

EXECUTIVE SESSION

i1. Business Update. Mr. Case and Mr. Henderson presented these items to the Committee for discussion.

- Projected USF Contribution Rate for 1st Quarter 2017
- Discussion of Draft 2017 Budget
- Leadership Team Update

At 11:18 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 Mr. Lubin reported that in *Executive Session*, the Committee discussed item i1. On a motion duly made and seconded, the Committee adjourned at 11:19 a.m. Eastern Time.

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/s/ Vickie Robinson
Assistant Secretary