

**Universal Service Administrative Company
Board of Directors Quarterly Meeting
Virtual Agenda**

USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

	MONDAY, JANUARY 25, 2021 12:55 P.M. – 2:05 P.M. EASTERN TIME <u>OPEN SESSION</u>	<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Board of Directors Meeting Minutes of October 26, October 27, November 16, and December 14, 2020 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> C. Approval of April 2022 - January 2023 Board of Directors Quarterly Meeting Schedule D. Review of the 2021 Audit Committee Charter E. Resolution Honoring Board a Member Whose Service on the Board Has Recently Ended	10
Chair	a2. Annual Election of Committee At-Large Seats, Chairs and Vice Chairs and Election of Appointment of Corporate Officers	10
Chair	a3. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Executive Compensation Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Charlie Mark	a4. A. Approval of Connected Care Pilot Program 2nd Quarter 2021 Budget and Demand Projection for the January 29, 2021 FCC Filing B. Connected Care Pilot Program Update (Information Only)	10
Larry	a5. Reaffirming USAC Employee Ethics Standards	10
Charlie	a6. Approval of USAC Common and Consolidated 2nd Quarter 2021 Budgets for the January 29, 2021 FCC Filing	5
Charlie	i1. A. Information on Fiscal Year 2020 (FY2020)FCC Agency Financial Report / USF Audit	10
Ernesto	i1. B. Review of the Nominating Committee Charter (<i>Information Only</i>)	-
Teleshia/Vic	i2. Enterprise Business Updates A. Supply Chain Audit Timeline	10

WEDNESDAY, JANUARY 27, 2021 10:00 A.M. – 1:30 P.M. EASTERN TIME <u>EXECUTIVE SESSION</u> <i>Confidential – Executive Session Recommended</i>		<i>Estimated Duration in Minutes</i>
Radha/ Charlie	a7. A1. Approval of 2021 Annual USAC Common and Consolidated Budgets A2. Approval of the 2021 Annual Connected Care Pilot Program Budget	20
Chris	a8. Consideration of a Contract Award for Oracle Licensing Support	5
Chris	a9. Consideration of Increase in Contract Value for Splunk Cloud Licensing	5
Chris	a10. Consideration of a Contract Award for Veracode Analysis and eLearning Licensing	5
Chris	a11. Consideration of Contract Award for GRC Tool Licenses and Professional Services	5
Chris	a12. Consideration of Contract Award for Okta Support, Services, and Licensing	5
Chris	a13. Consideration of Task Order Award for Centralized Geocoding Repository (CGR)	5
Chris	a14. Consideration of Increase to Base Period of Contract for Analysis, Requirements, and Project Management Office Support for ERP System Services	10
Radha	i2. Enterprise Business Updates (<i>Continued</i>) B. CEO Update <ul style="list-style-type: none"> October 2020 Board and Committee Recaps COVID-19 Update 	30
Kyle	<ul style="list-style-type: none"> Information Technology Security Update 	10
Michelle	<ul style="list-style-type: none"> ERP Business Process Improvements 	10
Chris	C. Enterprise Risk Management Update (<i>For Information only</i>) 1. Q4 2020 Risk Management 2. Risk Management Council Minutes	–
Chris / Kim	D. 1. Procurement Business Update (<i>For Information Only</i>) 2. Annual Competition Advocate Report	10
Charlie	E. Information on Contribution Factor	10
Teleshia	i3. Information on Two USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Reports <i>(For Information Only)</i>	–
Catriona	i4. Personnel Matter: Shared Services Business Update <ul style="list-style-type: none"> USAC 2020 Annual Report Timeline Modernizing External and Internal Training Approach USAC 2020: A Year in Review 	20
Tamika	i5. Personnel Matter: Human Resources Business Update	15
Tamika/Ken	a15. Personnel Matter: Consideration of 2021 Compensation Item	10

Chair	i6. <i>Confidential Executive Session:</i> Board of Directors Only	30
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Next USAC Board of Directors Meetings

April 26 & 28, 2021
Virtual Meeting

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

BOARD OF DIRECTORS MEETING
Monday, January 25, 2021

MINUTES¹

Due to the COVID-19 pandemic, USAC continued mandatory telework; therefore the *Open Session* portion of the quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, January 25, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:04 p.m. Eastern Time, with a quorum of 18 of the 19 Board members present:

Buzacott, Alan
Choroser, Beth
Domenech, Dr. Dan
Feiss, Geoff
Freeman, Sarah
Gerst, Matt
Gillan, Joe – Chair
Gregory, Amber
Jacobs, Ellis

Mason, Ken – Vice Chair
Polk, Stephanie
Schell, Julie Tritt – Treasurer
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Waller, Jeff
Wade, Dr. Joan
Wein, Olivia – Secretary
Wibberly, Dr. Kathy

Board member not present:

Fontana, Brent

Officers of the corporation present:

Ayer, Catriona – Vice President of Shared Services
Beckford, Ernesto – Vice President, General Counsel, and Assistant Secretary
Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Enterprise Resources Program
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care

Others present:

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

<u>NAME</u>	<u>COMPANY</u>
Benham, Cathy	CMS Consulting Inc.
Campos, Rosy	CMS Consulting Inc.
Crawford, Katherine	USAC
DiVo, Victor	USAC
Goode, Vernell	USAC
Harkin, Michelle	CMS Consulting Inc.
James, Christine	USAC
Lee, James	USAC
Little, Chris	USAC
Mitchell, Tamika	USAC
Morning, Kim	USAC
Nelbach, Nick	USAC
Nuzzo, Patsy	USAC
Samuels, Victoria	USAC
Schecker, Laurence	USAC
Schrader, Theresa	Broadband Legal Strategies, LLC
Tiwari, Tanya	USAC

OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

a1. Consent Items. Mr. Gillan presented this item to the Board.

- A.** Approval of Board Meeting Minutes of October 26, October 27, November 16, and December 14, 2020.
- B.** Approval of moving all *Executive Session* Items into *Executive Session*.
 - **a7-A1**– Approval of 2021 Annual USAC Common and Consolidated Budgets. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
 - **a7-A2** – Approval of 2021 Annual Connected Care Pilot Program Budget. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
 - **a8** – Consideration of a Contract Award for Oracle Licensing Support. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
 - **a9** – Consideration of a Contract Increase for Splunk Cloud Licensing. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.

- **a10** – Consideration of a Contract Award for Veracode Analysis and eLearning Licensing. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- **a11** – Consideration of Contract Award for GRC Tool Licenses and Professional Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- **a12** – Consideration of Contract Award for Okta Support, Services, and Licensing. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- **a13** – Consideration of Task Order Award for Centralized Geocoding Repository (CGR). USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- **a14** – Consideration of Increase to Base Period of Contract for Analysis, Requirements, and Project Management Office Support for ERP System Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- **i2** – Enterprise Business Updates (*Continued*).
 - **B.** CEO Business Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data*, and *internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity. In addition, this item might include discussion of *pre-decisional matters pending before the FCC*.
 - **C.** Enterprise Risk Management Update. USAC management recommends that this item be discussed in *Executive Session* because it involves *specific internal controls or confidential company data*, and *internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.
 - **D.** Procurement Business Update and Annual Competition Advocate Report. USAC management recommends that this item be discussed in *Executive Session* because it

relates to USAC's *procurement strategy and contract administration*.

- **E.** Information on Contribution Factor. USAC management recommends that this item be discussed in *Executive Session* because it relates to *internal controls 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
- **i3** – Information on Two Contributor Revenue Audit Reports. USAC management recommends that this item be discussed in *Executive Session* because it relates to *internal controls or confidential company data* and would constitute a discussion of internal rules and procedures. In addition, *47 C.F.R. § 54.711(b)* requires USAC to keep all data obtained from contributors confidential.
- **i4.** – Personnel Matter: Shared Services Update. USAC management recommends that discussion of this item occur in *Executive Session* because it involves *internal rules and procedures, confidential company data* and *personnel matters*.
- **i5** – *Personnel Matter*: Human Resource Business Update. USAC management recommends that discussion of this item occur in *Executive Session* because it involves *confidential company data* and *personnel matters*.
- **a15** – *Personnel Matter*: Consideration of 2021 Compensation Item. USAC management recommends that discussion of this item occur in *Executive Session* because it involves *confidential company data* and *personnel matters*.
- **i6** – *Confidential Executive Session*: Board of Directors Only. USAC management recommends that this item be discussed in *Executive Session* because it involves *internal personnel matters*.

C. Approval of April 2022 - January 2023 Board of Directors Quarterly Meeting Schedule.

Executive Committee	Programmatic Committees & Board of Directors
April 21, 2022	April 25-26, 2022
July 21, 2022	July 25-26, 2022
October 20, 2022	October 24-25, 2022
January 26, 2023	January 30-31, 2023

*NOTE: The meeting dates maybe adjusted to accommodate the need for virtual meetings during

the COVID-19 pandemic.

- D. Review of the 2021 Audit Committee Charter. In accordance with USAC's Audit Committee Charter (Charter), Section III.A.1, the Audit Committee (Committee) of the USAC Board of Directors (Board) is required to review and reassess the adequacy of the Charter at least annually, and recommend changes, as deemed necessary, to the Board. The Board is requested to consider the revised Audit Committee Charter presented by the Audit Committee.
- E. Resolution Honoring a Board Member Whose Service on the Board Has Recently Ended. The Board would like to recognize and honor Atilla Tinic, whose term has recently concluded. Mr. Tinic served as a Board member from November 2015 through December 2020. The USAC Board and USAC management are extremely appreciative of his dedication to universal service as well as his leadership, guidance and information technology expertise in USAC's administration of the federal Universal Service Fund.
- F. Annual Election of Committee At-Large Seats, Chairs and Vice Chairs, and Appointment of USAC Staff as Corporate Officers. Mr. Gillan moved the annual election of Board members as committee chairs, vice chairs, and at-large members, as well as the appointment of USAC staff members as Assistant Secretary and Assistant Treasurer, to the consent items. He also requested that the election of Board members for the corporate officer positions of Board Chair, Vice-Chair, Treasurer, and Secretary remain in item a2 below to be voted on by the Board.

On a motion duly made and seconded, the Board adopted the following resolutions:

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of October 26, October 27, November 16, and December 14, 2020; and (2) discussion in *Executive Session* of the items noted above; and

RESOLVED FURTHER, that the USAC Board of Directors adopts the Board of Directors and committee quarterly meetings schedule for April 2022 through January 2023; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed the revised Audit Committee Charter presented by the Audit Committee, hereby accepts the recommendation of the Audit Committee and approves the revised Audit Committee Charter; and

RESOLVED FURTHER, that the USAC Board of Directors hereby expresses its sincere appreciation to Atilla Tinic for his dedicated service on the Board of Directors of the Universal Service Administrative Company, and wishes the best in his future endeavors.

Election of Board Members to Committee At-Large Seats

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RESOLVED, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Schools & Libraries Committee**: **Ken Mason** (representing service providers), **Alan Buzacott** (at-large member), **Brent Fontana** (at-large member), and **Beth Choroser** (at-large member); and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **High Cost & Low Income Committee**: **Ken Mason** (at-large member), and **Olivia Wein** (at-large member); and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Rural Health Care Committee**: **Geoff Feiss** (representing service providers), **Dr. Joan Wade** (at-large member), and **Olivia Wein** (at-large member); and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Audit Committee**: **Joe Gillan** (representing the HCLI Committee), **Brent Fontana** (representing the RHC Committee), **Beth Choroser** (representing the SL Committee), **Geoff Feiss** (at-large member), and **Julie Tritt Schell** (at-large member); and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendations of the Nominating Committee and elects the following directors to serve in at-large seats on the **Executive Compensation Committee**: **Ken Mason** (at-large member), **Dr. Dan Domenech** (at-large member), **Dr. Joan Wade** (at-large member), **Dr. Kathy Wibberly** (at-large member) and **Geoff Feiss** (at-large member).

Election of Committee Chairs and Vice Chairs

RESOLVED, that the USAC Board of Directors accepts the recommendation of the Schools & Libraries Committee and elects **Dr. Dan Domenech** as Chair and **Julie Tritt Schell** as Vice Chair of the **Schools & Libraries Committee**; and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendation of the High Cost & Low Income Committee and elects **Ken Mason** as Chair and **Olivia Wein** as Vice Chair of the **High Cost & Low Income Committee**; and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendation of the Rural Health Care Committee and elects **Dr. Kathy Wibberly** as Chair and **Brent Fontana** as Vice Chair of the

Rural Health Care Committee; and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendation of the Audit Committee and elects **Geoff Feiss** as Chair and **Beth Choroser** as Vice Chair of the **Audit Committee**; and

RESOLVED FURTHER, that the USAC Board of Directors accepts the recommendation of the Board Chair and elects **Ken Mason** as Chair of the **Executive Compensation Committee**; and

RESOLVED FURTHER, that each of the aforementioned directors shall serve for a term that begins immediately upon the adoption of this resolution by the Board and ends at such time as the chair or vice chair (as the case may be): (i) is replaced by a successor selected by the Board, (ii) resigns from the Committee or the Board, (iii) is removed by resolution of the Board, or (iv) is no longer a member of the Board (whichever comes first).

Appointment of USAC Staff Members as Assistant Secretary and Assistant Treasurer

RESOLVED, that the USAC Board of Directors accepts the recommendation of the USAC Nominating Committee and appoints **Kimberly Morning** as Assistant Secretary of the corporation and **Charles Salvator** as Assistant Treasurer of the corporation, each for a term that begins immediately upon adoption of this resolution and ends when such person's successor has been appointed, such person resigns from such position, his employment with USAC terminates for whatever reason, or such person is removed by the CEO or by resolution of the Board.

- a2. Annual Election of Board Members as Corporate Officers.** Mr. Gillan introduced this item to the Board requesting that Mr. Gerst, Chair of the Nominating Committee, report on the Nominating Committees recommendations for the election of corporate officers.

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

Election of Board Chair, Vice Chair, Secretary and Treasurer

RESOLVED, that the USAC Board of Directors elects **Joe Gillan** as Chair of the Board and **Ken Mason** as Vice Chair of the Board, **Olivia Wein** as Secretary of the corporation, and **Julie Tritt Schell** as Treasurer of the corporation, each for a term that begins immediately upon adoption of this resolution and ends when such member's successor has been elected, when such member resigns such position, is removed by resolution of the Board, or is no longer a member of the Board.

a3. Reports from Committee Chairs: Audit Committee, Executive Compensation Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee. The committee chairs reported on matters discussed and actions taken by their respective committees since the October 2020 quarterly meetings. Mr. Feiss reported for the Audit Committee; Mr. Mason reported for the High Cost and Low Income Committee and Executive Compensation Committee; Dr. Wibberly reported for the Rural Health Care Committee; and Dr. Domenech reported for the Schools and Libraries Committee.

a4A. Approval of the Connected Care Pilot Program 2nd Quarter 2021 Demand Projection for the January 29, 2021 FCC Filing. Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for the Connected Care Pilot Program 2nd Quarter 2021 demand projection for the January 29, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 2nd Quarter 2021 Connected Care Pilot Program direct budget of \$0.57 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.57 million for Connected Care Pilot Program administrative costs in the required January 29, 2021 filing to the FCC on behalf of the Board; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed at its meeting on January 25, 2021 the 2nd Quarter 2021 Connected Care Pilot Program demand estimate of \$8.76 million, hereby directs USAC staff to proceed with the required January 29, 2021 filing to the FCC on behalf of the USAC Board of Directors.

a4B. Connected Care Pilot Program Update. Mr. Sweeney presented this item for discussion, providing a 2020 summary and outlining next steps for the Program.

a5. Reaffirming USAC Employee Ethics Standards. Mr. Schecker presented this item to the Board, noting that the Board is required to review the USAC Statement of Ethical Conduct every two years, and provided information on USAC's activities to maintain compliance with ethical standards.

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

RESOLVED, that the USAC Board of Directors accepts the recommendation of the USAC General Counsel and hereby reaffirms the

January 2019 version of the *USAC Statement of Ethical Conduct*.

- a6. Approval of USAC Common and Consolidated 2nd Quarter 2021 Budgets for the January 29, 2021 FCC Filing.** Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for USAC's common and consolidated 2nd Quarter 2021 budgets for the January 29, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 2nd Quarter 2021 common budget of \$28.95 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$28.95 million for common costs in the required January 29, 2021 filing to the FCC on behalf of the USAC Board of Directors; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 2nd Quarter 2021 consolidated budget of \$60.58 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$60.58 million for consolidated costs in the required January 29, 2021 filing to the FCC on behalf of the USAC Board of Directors.

- i1A. Information on Fiscal Year 2020 (FY2020) FCC Agency Financial Report / USF Audit.** Mr. Salvator presented an overview of the report, noting that the Fiscal Year 2019 significant deficiency related to the USF budgetary accounting was remediated and removed in Fiscal Year 2021.
- i1B. Review of the Nominating Committee Charter.** The Board received a report from the Nominating Committee recommending no changes to the Nominating Committee Charter. Mr. Gillan noted that the report was provided for *information only* and would be posted on USAC's public website. No discussion was held.
- i2. Enterprise Business Updates:**
- A. Supply Chain Audit Timeline.** Ms. Delmar presented PowerPoint slide providing a timeline for the National Supply Chain audits.

At 1:55 p.m. Eastern Time, on a motion duly made and seconded, the Board adjourned until January 28, 2021 at approximately 10:00 a.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

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

BOARD OF DIRECTORS MEETING
Wednesday, January 27, 2021

MINUTES¹

Due to the COVID-19 pandemic, USAC continued mandatory telework; therefore the *Executive Session* portion of the quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, January 27, 2021. The Board meeting continued from the January 25, 2021 *Open Session* portion of the meeting. Mr. Joe Gillan, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 17 of the 19 Board members present:

Buzacott, Alan
Choroser, Beth
Domenech, Dr. Dan
Feiss, Geoff
Gerst, Matthew
Gillan, Joe – Chair
Gregory, Amber
Jacobs, Ellis
Mason, Ken – Vice Chair

Polk, Stephanie
Schell, Julie Tritt – Treasurer
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Waller, Jeff
Wade, Dr. Joan
Wein, Olivia - Secretary
Wibberly, Dr. Kathy

Ms. Sarah Freeman joined the meeting at 11:10 a.m. Eastern Time. She did not participate in the discussion of or vote on items a7 – a14.

Member of the Board not present:

Fontana, Brent

Officers of the corporation present:

Ayer, Catriona – Vice President of Shared Services
Beckford, Ernesto – Vice President, General Counsel, and Assistant Secretary
Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Enterprise Resource Program
Hutchinson, Kyle – Vice President of IT and Chief Information Officer

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Salvator, Charles – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care

Others present:

<u>NAME</u>	<u>COMPANY</u>
Curtis, Shaun	USAC
DiVo, Victor	USAC
Goode, Vernell	USAC
James, Christine	USAC
Lee, James	USAC
Mitchell, Tamika	USAC
Morning, Kim	USAC
Nelbach, Nick	USAC
Nuzzo, Patsy	USAC
Samuels, Victoria	USAC
Tiwari, Tanya	USAC

OPEN SESSION

At 10:01 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing confidential items. The Board approved discussing confidential items in *Executive Session* on Monday, January 25, 2021. Only members of the Board and USAC staff were present.

EXECUTIVE SESSION

a7. A-1. Approval of 2021 Annual USAC Common and Consolidated Budgets.

Ms. Sekar and Mr. Salvator presented this item for consideration. The presentation included a written report on the USAC common and consolidated annual budgets

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

RESOLVED, that the USAC Board of Directors approves the 2021 annual common budget of \$115.33 million; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 2021 annual consolidated budget of \$240.46 million.

A-2. Approval of the 2021 Annual Connected Care Pilot Program Budget.

Mr. Salvator presented this item to the Board for consideration. The presentation included a written report on the Connected Care Pilot Program annual budget.

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

RESOLVED, that the USAC Board of Directors approves a 2021 annual programmatic budget for the Connected Care Pilot Program of \$1.14 million.

- a8. Consideration of a Contract Award for Oracle Licensing Support.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to renew the current technical support contract for Oracle licenses.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to renew USAC's technical support services Contract with Oracle Corporation for one year in the not-to-exceed amount of \$1,472,987.82 (plus applicable taxes).

- a9. Consideration of a Contract Increase for Splunk Cloud Licensing.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to increase the amount of the Splunk Cloud licensing contract.

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

RESOLVED, that the Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to increase the total amount of USAC's contract with Blackwood Associates by \$132,000.00, from a total amount of \$232,800.00 to a not-to-exceed amount of \$364,800.00 (plus applicable taxes) to increase its current Splunk Cloud licenses capacity and procure additional licenses.

- a10. Consideration of a Contract Award for Veracode Analysis and e-Learning Licensing.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a three-year contract for Veracode analysis and eLearning licensing.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC

management to award a three-year, firm-fixed price contract for Veracode analysis and eLearning licensing to vCloud Tech Inc., subject to required FCC approval, for a total not-to-exceed price of \$754,000.00 (plus applicable taxes).

- a11. Consideration of Contract Award for GRC Tool Licenses and Professional Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a one-year firm-fixed price contract for MetricStream M7 GRC platform licenses and professional services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required FCC approval, to award a one-year, firm-fixed price contract for GRC Solution licenses and professional services to MetricStream for a total not-to-exceed price of \$630,000 (plus applicable taxes).

- a12. Consideration of Contract Award for Okta Support, Services, and Licensing.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to renew its contract for Okta support, services, and licensing with Okta, Inc. for a three-year contract term.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to award a three year contract for support, services and licensing contract to Okta, Inc., subject to required FCC approval, for a total not-to-exceed price of \$1,850,000 (plus applicable taxes).

- a13. Consideration of Task Order Award for Centralized Geocoding Repository (CGR).** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a task order under the USAC Professional Services IDIQ, to acquire professional services for the development of the Centralized Geocoding Repository software application.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a Task Order to KPMG LLP for development of the Centralized Geocoding Repository, and, if necessary, additional support services,

subject to required FCC approval, for a period of fifteen (15) months, for a total amount not-to-exceed \$1,488,079.80 (plus applicable taxes).

- a14. Consideration of Increase to Base Period of Contract for Analysis, Requirements, and Project Management Office Support for ERP System Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to authorize USAC to increase the base period not-to-exceed amount of the contract with for financial systems and process analysis, functional system requirements gathering and project management office support for an Enterprise Resource Planning system project.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to transfer \$1.5 million from the three one-year options to the base period of the Ernst & Young contract for financial systems and process analysis, functional system requirements gathering, and PMO support for an ERP system project, for a total base period not-to-exceed amount of \$4.6 million (plus applicable taxes).

i2. Enterprise Business Updates (*Continued*)

B. CEO Update. Ms. Sekar, Ms. Garber, and Mr. Hutchinson presented PowerPoint slides covering the following:

- October 2020 Board and Committee Recaps
- COVID-19 Update
- RHC CEO Roundtable
- Appropriations Programs
- Information Technology Security Update
- ERP Business Process Improvements

The Board recessed at 11:47 a.m. and reconvened at 12:00 p.m. Eastern Time, continuing in *Executive Session*.

C. Enterprise Risk Management Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held.

- Q4 2020 Risk Management
- Risk Management Council Minutes

D. 1. Procurement Business Update: Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included an update that provided an overview of major procurements completed in 4th Quarter 2020 and 1st Quarter 2021 anticipated activities.

2. Annual Competition Advocate Report. Mr. Beyerhelm and Ms.

Morning presented this item to the Board. The report included an overview of the annual report and a description of the role of the competition advocate.

- E. Finance – Information on Contribution Factor.** Mr. Salvator presented this item to the Board. The presentation included a written report providing USAC’s estimate of the 2nd Quarter 2021 contribution factor.
- i3. Information on Two USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Reports.** The Board received a report with information on two USAC Audit and Assurance Division universal service contributor revenue audit reports. No discussion was held on this item, which was provided for *information only*.

At 12:13 p.m. Eastern Time, the Board continued in *Executive Session* with only members of the Board, USAC leadership and members of the Office of the General Counsel, Mr. Curtis, Mr. DiVo, and Ms. Goode present.

- i4. Personnel Matter: Shared Services Business Update.** Ms. Ayer presented this item to the Board including the following:
- USAC’s 2020 Annual Report Timeline
 - Modernizing USAC’s External and Internal Training Approach
 - USAC 2020: A Year in Review
- i5. Personnel Matter: Human Resources Business Update.** Ms. Mitchell presented PowerPoint slides covering the following:
- Key 2020 Accomplishments
 - Human Resources 2020 Metrics

At 12:35 p.m. Eastern Time, the Board continued in *Executive Session* with only members of the Board and Ms. Mitchell present.

- a15. Personnel Matter: Consideration of a 2021 Compensation Item.** Mr. Mason and Ms. Mitchell presented this item to the Board.

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

RESOLVED, that the USAC Board of Directors, having reviewed the proposed 2021 merit-based salary increase for the USAC CEO, as recommended by the Executive Compensation Committee, hereby approves the salary increase, effective retroactively as of January 1, 2021.

At 12:47 p.m. Eastern Time, the Board continued in *Executive Session* with only members of the Board present.

- i6. Confidential Executive Session. Board of Directors Only.** Mr. Gillan

facilitated this discussion.

OPEN SESSION

At 1:08 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board took action on items a7 – a15 and discussed items i2B, i2C, i2D, i2E, and i3 – i6.

On a motion duly made and seconded, the Board adjourned at 1:09 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors Meeting
Agenda**

**Wednesday, February 3, 2021
2:00 p.m. – 3:00 p.m. Eastern Time
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Kim	a1. Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding Emergency Broadband Benefit Program	20

Next Scheduled USAC Board of Directors Committee Meeting

April 26 & 28, 2021

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

BOARD OF DIRECTORS MEETING
Wednesday, February 3, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, February 3, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 2:01 p.m. Eastern Time, with a quorum of 11 of the 19 Board members present:

Buzacott, Alan
Choroser, Beth
Freeman, Sarah
Gerst, Matt
Gillan, Joe – Chair
Gregory, Amber

Mason, Ken – Vice Chair
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Wade, Dr. Joan
Wein, Olivia – Secretary

Dr. Kathy Wibberly joined the meeting at 2:05 p.m. Eastern Time. She voted on and participated in the discussion of item a1.

Members of the Board not present:

Domenech, Dr. Dan
Feiss, Geoff
Fontana, Brent
Jacobs, Ellis

Polk, Stephanie
Schell, Julie Tritt – Treasurer
Waller, Jeff

Officers of the corporation present:

Morning, Kimberly – Acting Vice President and General Counsel; and Assistant Secretary
Davis, Craig – Vice President of Schools and Libraries

Others present by telephone:

NAME
Lee, James
Nuzzo, Patsy

COMPANY
USAC
USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

OPEN SESSION

- a1. **Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding Emergency Broadband Benefit Program.** USAC management recommended that discussion of this item be conducted in *Executive Session* because it involves *attorney/client privileged communications*.

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

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 2:02 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential item listed above.

EXECUTIVE SESSION

- a1. **Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding Emergency Broadband Benefit Program.** Ms. Morning presented this item for consideration. The presentation included information on the Consolidated Appropriations Act, 2021, H.R. 133, 116th Cong. (2020), the FCC's authority to utilize USAC's services to administer the Emergency Broadband Benefit Program, and a summary of the proposed FCC-USAC Memorandum of Understanding (MOU) Regarding Emergency Broadband Benefit Program (EBBP).

Discussion focused on the role of the Board, budgets, cost allocations, training, and computer matching agreements for use of the National Verifier.

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

RESOLVED, that the USAC Board of Directors hereby approves the adoption of the new FCC-USAC Memorandum of Understanding Regarding the Emergency Broadband Benefit Program recommended by USAC management, and the Board authorizes management, subject to making editorial changes agreed upon by USAC and FCC, to execute the new MOU as proposed.

OPEN SESSION

At 2:48 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on item a1.

On a motion duly made and seconded, the Board adjourned at 2:48 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

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

BOARD OF DIRECTORS MEETING
Thursday, February 4, 2021

MINUTES¹

On February 4, 2021, the USAC Board of Directors (Board) was requested to vote by written unanimous consent to approve the execution of the FCC-USAC Memorandum of Understanding regarding the COVID-19 Telehealth Program.

- a1. Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding COVID-19 Telehealth Program.** On February 4, 2021, the Board was requested to approve the execution of the FCC-USAC Memorandum of Understanding regarding the COVID-19 Telehealth Program, with voting conducted electronically for this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses were timely received providing unanimous consent from all 19 members of the Board of Directors, and the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors hereby approves the adoption of the new FCC-USAC Memorandum of Understanding (MOU) Regarding COVID-19 Telehealth Program recommended by USAC management, and the Board authorizes management, subject to making editorial changes agreed upon by USAC and FCC, to execute the new MOU as proposed.

/s/ Kimberly Morning
Assistant Secretary

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-law, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

**Universal Service Administrative Company
Board of Directors Meeting
Agenda**

**Thursday, February 18, 2021
2:30 p.m. – 3:15 p.m. Eastern Time
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Task Order for Long Term Project Management Office Services	8
Chris	a2. Consideration of a Contract Award for Emergency Broadband Benefit Program Modification Development	8
Chris	a3. Consideration of a Contract Modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services	8
Chris	a4. Consideration of a Professional Services Task Order Award Contributor Revenue Audit Services	5
Chris	a5. Consideration of a Contract Award for PostGres Licenses	5

Next Scheduled USAC Board of Directors Committee Meeting

**April 26 & 28, 2021
VIRTUAL MEETINGS**

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

BOARD OF DIRECTORS MEETING
Thursday, February 18, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Thursday, February 18, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 2:31 p.m. Eastern Time, with a quorum of 13 of the 19 Board members present:

Buzacott, Alan
Choroser, Beth
Feiss, Geoff
Freeman, Sarah
Gerst, Matt
Gillan, Joe – Chair
Gregory, Amber

Schell, Julie Tritt - Treasurer
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Waller, Jeff
Wein, Olivia – Secretary
Wibberly, Dr. Kathy

Mr. Ken Mason, Vice Chair, joined the meeting at 2:33 and voted all five items. Ms. Choroser left the meeting at 3:00 p.m. She abstained from discussion and voting on item a1 and did not vote on items a3, a4, and a5.

Members of the Board not present:

Domenech, Dr. Dan
Fontana, Brent

Jacobs, Ellis
Polk, Stephanie

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel; and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Lee, James	USAC
Nuzzo, Patsy	USAC
Samuels, Victoria	USAC
Tiwari, Tanya	USAC

OPEN SESSION

- a1. Consideration of a Task Order for Long Term Project Management Office Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a2. Consideration of a Contract Award for Emergency Broadband Benefit Program Modification Development.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a3. Consideration of a Contract Modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a4. Consideration of a Professional Services Task Order Award Contributor Revenue Audit Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a5. Consideration of a Contract Award for PostGres Licenses.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 2:32 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. Consideration of a Task Order for Long Term Project Management Office Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a task order, under the USAC Professional Services IDIQ to acquire professional services for a project management office (PMO) to assist USAC staff and business process outsourcing (BPO) providers for both the Emergency Broadband Benefit Program and COVID-19 Telehealth Program.

On a motion duly made and seconded, with Ms. Choroser abstaining, the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a Task Order to Deloitte Consulting LLP for Emergency Broadband Benefit Program and COVID-19 Telehealth project management office services. The Task Order is for a base period of twelve (12) months for a not-to-exceed amount of \$3,883,537.00 (plus applicable taxes), with the ability to exercise one additional one-year option at a cost of \$2,299,720.00 (plus applicable taxes), subject to FCC and Board approval, for a total not-to-exceed (NTE) cost of \$6,183,258.00 (plus applicable taxes) over the base period and one-year option term. Exercise of option to extend the contract beyond the initial twelve (12) month term is subject to FCC and Board approval.

- a2. Consideration of a Contract Award for Emergency Broadband Benefit Program Modification Development.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for the development of the National Verifier (NV) and National Lifeline Accountability Database (NLAD) system modifications to

accommodate new entrants/carriers and operating the Emergency Broadband Benefit Program from form submission through authentication, using congressionally appropriated funds.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, to award a sole source contract to Accenture Federal Services LLC to develop the National Verifier and National Lifeline Accountability Database system modifications to accommodate new entrants/carriers and operating the Emergency Broadband Benefit Program from form submission through authentication, subject to required FCC approval. The contract will be a time and materials contract with a base period of twelve (12) months for a total not-to-exceed cost of \$1,500,000.00 (plus applicable taxes) over the twelve-month term, subject to required FCC approval. This amount will be expensed using congressional appropriated funds and not the Universal Service Fund.

- a3. Consideration of a Contract Modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify its existing contract to establish new processes within USAC for the implementation of the Emergency Broadband Benefit Program using congressionally appropriated funds.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to modify USAC's contract for business process outsourcing, call center and mail processing services with Conduent State & Local Solutions, Inc. to include additional services to support the Emergency Broadband Benefit Program for a not-to-exceed amount of \$24,200,000 (plus applicable taxes) over a one-year base period, with the ability to exercise two additional one-year option terms, subject to FCC and Board approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a4. Consideration of a Professional Services Task Order Award Contributor Revenue Audit Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a task order under the USAC Professional Services IDIQ contract for contributor revenue audit services to perform full scope performance audits of select contributors to the Universal Service Fund.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a time and material task order to Moss Adams LLP for contributor revenue audit services, subject to required FCC approval. The period of performance of the task order is one year for a not-to-exceed price of \$862,850 (plus applicable taxes), plus an additional fifteen percent contingency reserve in the amount of \$129,427.5 (plus applicable taxes), for a total not-to-exceed amount of \$992,277.5 (plus applicable taxes).

- a5. Consideration of a Contract Award for PostGres Licenses.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award one-year contract for EnterpriseDB Postgres Enterprise subscription and support services

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required FCC approval, to award a one-year contract for EnterpriseDB Postgres subscription and support services to CTG Federal LLC for a total not-to-exceed price of \$383,300.00 (plus applicable taxes).

OPEN SESSION

At 3:19 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1 – a5.

On a motion duly made and seconded, the Board adjourned at 3:20 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

Universal Service Administrative Company
Joint Meeting of the High Cost & Low Income Committee and
Board of Directors
Agenda

Wednesday, March 10, 2021
4:00 p.m. – 4:45 p.m. Eastern Time
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of Contract Award for Third Party Identification and Verification Services for the Lifeline Program and the Emergency Broadband Benefit Program.	8
Chris	a2. Consideration of a Contract Award for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for the Emergency Broadband Benefit Program.	8
Chris	a3. Consideration of a Task Order Modification for Business Process Outsourcing Services for the COVID-19 Telehealth Program.	8
Chris	a4. Consideration of a Contract Award for Microsoft Enterprise Agreement.	5
Chris	a5. Consideration of a Contract Award for VMware Enterprise License Agreement.	5

Next Scheduled USAC Board of Directors Committee Meeting
Next Scheduled High Cost & Low Income Committee Meeting

Board –of Directors - April 26 & 28, 2021
High Cost & Low Income Committee - April 26 & April 27, 2021
VIRTUAL MEETINGS

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

BOARD OF DIRECTORS MEETING
Wednesday, March 10, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, March 10, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 4:05 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

Buzacott, Alan	Mason, Ken
Choroser, Beth	Schell, Julie Tritt - Treasurer
Domenech, Dr. Dan	Sekar, Radha – Chief Executive Officer
Feiss, Geoff	Skrivan, Michael
Fontana, Brent	Wade, Dr. Joan
Gerst, Matt	Wein, Olivia – Secretary
Gillan, Joe – Chair	Wibberly, Dr. Kathy
Gregory, Amber	

Member of the Board not present:

Freeman, Sarah	Polk, Stephanie
Jacobs, Ellis	Waller, Jeff

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel; and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer

Others present by telephone:

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

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

NAME
Tiwari, Tanya

COMPANY
USAC

OPEN SESSION

- a1. **Consideration of Contract Award for Third Party Identification and Verification Services for the Lifeline Program and the Emergency Broadband Benefit Program.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a2. **Consideration of a Contract Award for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for the Emergency Broadband Benefit Program.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a3. **Consideration of a Task Order Modification for Business Process Outsourcing Services for the COVID-19 Telehealth Program.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a4. **Consideration of Contract Award for a Microsoft Enterprise 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a5. Consideration of Contract Award for VMware Enterprise License 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 4:05 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for Third Party Identification and Verification Services for the Lifeline Program and the Emergency Broadband Benefit Program.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's proposed contract and recommendation to award a task order for the performance of third party identification and verification services to accommodate new entrants/carriers and operation of the Emergency Broadband Benefit Program (EBBP) from form submission through authentication.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a contract to Transunion Public Sector for performance of third party identification and verification services to accommodate new entrants/carriers and operation of the Emergency Broadband Benefit Program (Task 2). For Task 2, the base period will be twelve months for a not-to-exceed amount of \$440,000 (plus applicable taxes) over the base period, with the ability to exercise an additional one-year option term, subject to Federal Communications Commission and Board approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a2. Consideration of a Contract Award for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National**

Lifeline Accountability Database Systems Modifications for the Emergency Broadband Benefit Program. Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a sole source contract for the operation, maintenance, continued development, licensing, and hosting of the National Verifier (NV) and the National Lifeline Accountability Database (NLAD) system modifications for the Emergency Broadband Benefit Program (EBBP).

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, to award a sole source time and materials contract to Accenture Federal Services LLC for the operation, maintenance, continued development, licensing, and hosting of the National Verifier and the National Lifeline Accountability Database system modifications for the Emergency Broadband Benefit Program. The contract will have a base period of twelve (12) months, with the ability to exercise one (1) additional one-year option term, subject to FCC and Board approval, for a not-to-exceed amount of \$2.1 million (plus applicable taxes), over the twelve (12) month base period. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a3. Consideration of a Task Order Modification for Business Process Outsourcing Services for the COVID-19 Telehealth Program.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify its existing task order contract to add an additional task order for business process outsourcing services to support the COVID-19 Telehealth Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to modify its existing task order contract with ICF Incorporated, LLC to add and execute Task 3 for business process outsourcing to support the COVID-19 Telehealth Program. The modification will have a base period of twelve months for approximately \$3 million (plus applicable taxes), with the ability for USAC to exercise one additional one-year option for approximately \$1 million (plus applicable taxes), subject to Federal Communications Commission and Board approval, for a total not-to-exceed amount of \$4 million over the base period and one-year option term. This amount will be expensed using congressionally appropriated funds and not Universal Service Fund.

- a4. Consideration of a Contract Award for Microsoft Enterprise Agreement.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a sole source contract to Microsoft for a three-year Microsoft Enterprise Agreement for software licenses and software support for a variety of products used at USAC.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to FCC approval, to award a sole source contract to Microsoft for a three-year Enterprise Agreement that covers software licenses and software support for a variety of products used at USAC, for a total not-to-exceed cost of \$1,886,940.40 (plus applicable taxes). The cost includes all fees related to the three-year renewal of the Enterprise Agreement as a firm-fixed price of \$1,486,940.40 (plus applicable taxes), plus a contingency in the amount of \$400,000 (plus applicable taxes) to cover the annual true-ups over the life of the agreement for the potential growth in Microsoft product usage.

- a5. Consideration of a Contract Award for VMware Enterprise License Agreement.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for the renewal of its three-year VMware Enterprise License Agreement.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to FCC approval, to award a contract to Insight for a three-year VMware Enterprise License Agreement that covers software licenses and support for a total not-to-exceed price of \$1,257,991 (plus applicable taxes). The cost includes all fees related to the three-year renewal of the Enterprise License Agreement at a firm-fixed price of \$1,157,991 (plus applicable taxes), plus a contingency in the amount of \$100,000 (plus applicable taxes) to cover the increase in the number of licenses over the life of the agreement due to growth in the business units.

OPEN SESSION

At 4:30 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1 – a5.

On a motion duly made and seconded, the Board adjourned at 4:30 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

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

BOARD OF DIRECTORS MEETING
Thursday, March 18, 2021

MINUTES¹

On March 17, 2021, the USAC Board of Directors was requested to vote by written unanimous consent to approve the execution of the FCC-USAC Memorandum of Understanding regarding the Emergency Connectivity Fund.

- a1. Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding Emergency Connectivity Fund.** On March 18, 2021, the Board was requested to approve the execution of the FCC-USAC Memorandum of Understanding regarding the COVID-19 Telehealth Program, with voting conducted electronically for this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses were timely received providing unanimous consent from all 19 members of the Board of Directors and the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors hereby approves the adoption of the new FCC-USAC Memorandum of Understanding (MOU) Regarding the Emergency Connectivity Fund recommended by USAC management, and the Board authorizes management, subject to making editorial changes agreed upon by USAC and FCC, to execute the new MOU as proposed.

/s/ Kimberly Morning
Assistant Secretary

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-law, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

**Universal Service Administrative Company
Joint Board of Directors & Schools & Libraries Committee
Meeting Agenda**

Friday, April 9, 2021 3:30 p.m. – 4:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005
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ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a One-Year Contract Option for E-Rate Productivity Center Systems Integrator Services and Contract Modification for Emergency Connectivity Fund	10
Chris	a2. Consideration of a Contract Award for Appian Cloud Services and Software Licenses for Emergency Connectivity Fund	10
Chris	a3. Consideration of Increase to One-Year Contract Option for IT Security Program and Contract Modification for Emergency Connectivity Fund	10

**Next Scheduled USAC Board of Directors Committee Meeting
Next Scheduled Schools & Libraries Committee Meeting**

Board of Directors - April 26 & 28, 2021 Schools & Libraries Committee – April 26 & 27, 2021 VIRTUAL MEETINGS
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Available For Public Use

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

BOARD OF DIRECTORS MEETING
Friday, April 9, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Friday, April 9, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 3:32 p.m. Eastern Time, with a quorum of 14 of the 19 Board members present:

Buzacott, Alan	Polk, Stephanie
Domenech, Dr. Dan	Schell, Julie Tritt – Treasurer
Freeman, Sarah	Sekar, Radha – Chief Executive Officer
Gerst, Matthew	Skrivan, Michael
Gillan, Joe – Chair	Waller, Jeff
Gregory, Amber	Wein, Olivia – Secretary
Jacobs, Ellis	Wibberly, Dr. Kathy

Members of the Board not present:

Choroser, Beth	Mason, Ken – Vice Chair
Feiss, Geoff	Wade, Dr. Joan
Fontana, Brent	

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Morning, Kimberly – Acting Vice President and General Counsel; and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer

Others present:

<u>NAME</u>	<u>COMPANY</u>
Castle, Emile	USAC
Daniels, Joel	USAC
Nuzzo, Patsy	USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

NAME
Pace, Gina
Tiwari, Tanya

COMPANY
USAC
USAC

OPEN SESSION

- a1. **Consideration of a One-Year Contract Option for E-Rate Productivity Center Systems Integrator Services and Contract Modification for Emergency Connectivity Fund.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves the discussion of this item in *Executive Session*.

- a2. **Consideration of a Contract Award for Appian Cloud Services and Software Licenses for Emergency Connectivity Fund.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a3. **Consideration of Increase to One-Year Contract Option for IT Security Program and Contract Modification for Emergency Connectivity Fund.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves the discussion of this item in *Executive Session*.

At 3:32 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. **Consideration of a One-Year Contract Option for E-Rate Productivity Center Systems Integrator Services and Contract Modification for Emergency Connectivity Fund.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's proposed recommendation to

modify the existing contract with ITG to add development and operations and maintenance services to accommodate new application forms for the Emergency Connectivity Fund, implementation of procedures to review and process those applications, and the disbursement of approved funding, using congressionally appropriated funds

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to modify USAC's existing contract with Incentive Technology Group, LLC, for the Emergency Connectivity Fund portal development and operations and maintenance (Task 2). Task 2 will have a base period of eighteen (18) months for \$2.1 million (plus applicable taxes), with the ability for USAC to exercise two (2) additional one (1) year option terms, subject to required Federal Communications Commission and Board approval, for a total not-to-exceed price of \$4,100,000 (plus applicable taxes) over the base period and two option year terms. Amounts for Task 2 will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a2. Consideration of a Contract Award for Appian Cloud Services and Software Licenses for Emergency Connectivity Fund.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a sole source contract to Appian Corporation, subject to required Federal Communication Commission approval, for Appian Cloud services and licensing to build a new portal for the purposes of administering the Emergency Connectivity Fund, using congressionally appropriated funds.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communication Commission approval, to award a contract to Appian Corporation for Appian Cloud services and licensing to build a new portal for the purposes of administering the Emergency Connectivity Fund. The contract will be a firm-fixed price contract with a base period of twelve (12) months for a not-to-exceed price of \$1,200,000 (plus applicable taxes), with the ability to exercise two (2) additional one-year option periods, subject to required Federal Communication Commission and Board approval. The contract amount will be expensed using congressional appropriated funds and not the Universal Service Fund.

- a3. Consideration of Increase to One-Year Contract Option for IT Security Program and Contract Modification for Emergency Connectivity Fund.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to increase the second and final one-year option not-to-exceed amount of Task 1 under its contract for Authorization and

Accreditation Support, Vulnerability/Plan of Action and Milestones (POAM) Management Support, and modify the contract to add Authorization and Accreditation Support, Vulnerability/POAM Management Support, and Interconnectivity Service Agreements for the Emergency Connectivity Fund.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the second and final one-year option not-to-exceed amount for Authorization and Accreditation Support and Vulnerability/POAM Management Support (Task 1) under its contract with KPMG LLP, by \$700,000 (plus applicable taxes), for a total not-to-exceed amount of \$2,653,660 (plus applicable taxes).

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to modify its existing contract with KPMG LLP, to add Authorization and Accreditation Support, Vulnerability/POAM Management Support, and Interconnectivity Service Agreements for the Emergency Connectivity Fund (Task 2). Task 2 will be a time and materials task with an eighteen (18) month base period for a not-to-exceed price of \$500,000 (plus applicable taxes), with the ability for USAC to exercise one additional one year option term, subject to required Federal Communications Commission and Board approvals. Amounts for Task 2 will be expensed using congressionally appropriated funds and not the Universal Service Fund.

OPEN SESSION

At 3:52 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1 – a3.

Mr. Gillan noted that, depending on CDC COVID-19 guidelines and Washington, DC COVID-19 restrictions, the July 2021 meeting might be conducted in the USAC offices. Since it is not yet certain, he requested that Board members do not make travel arrangements at this time.

On a motion duly made and seconded, the Board adjourned at 3:54 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors Quarterly Meeting
Virtual Agenda**

**USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

	MONDAY, APRIL 26, 2021 12:40 P.M. – 2:05 P.M. EASTERN TIME <u>OPEN SESSION</u>	<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Board of Directors Meeting Minutes of January 25, January 27, February 3, February 4, February 18, March 10, March 18, and April 9, 2021 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> C. Resolution Honoring a USAC Staff Member Whose Service Has Recently Concluded	5
Chair	a2. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Charlie	a3. Approval of Connected Care Pilot Program 3 rd Quarter 2021 Budget and Demand Projection for the April 30, 2021 FCC Filing	5
Mark	i1. Connected Care Pilot Program Update (<i>For Information Only</i>)	-
Charlie	a4. Approval of USAC Common and Consolidated 3rd Quarter 2021 Budgets for the April 30, 2021 FCC Filing	10
Kraynal Laura	i2. Enterprise Business Updates <ul style="list-style-type: none"> • Shared Services: <ul style="list-style-type: none"> A1. Tribal Update A2. Supply Chain Outreach Plan • Appropriate Programs: <ul style="list-style-type: none"> B. Emergency Broadband Benefit Program C. COVID-19 Telehealth Program 	15 10
James Christine		5 5

	WEDNESDAY, APRIL 28, 2021 10:00 A.M. – 1:00 P.M. EASTERN TIME <u>EXECUTIVE SESSION</u> Confidential – <i>Executive Session Recommended</i>	<i>Estimated Duration in Minutes</i>
Radha Craig/Radha Craig	i3. Enterprise Business Updates (<i>Continued</i>) A. CEO Update: <ul style="list-style-type: none"> • January 2021 Board and Committee Recap • COVID-19 Appropriated Programs <ul style="list-style-type: none"> ○ Appropriations Program Funding Augmentation 	3 15

WEDNESDAY, APRIL 28, 2021 10:00 A.M. – 1:00 P.M. EASTERN TIME <u>EXECUTIVE SESSION</u> Confidential – <i>Executive Session Recommended</i>		<i>Estimated Duration in Minutes</i>
	<ul style="list-style-type: none"> ○ Emergency Connectivity Fund ● Supply Chain Discussion 	10
Kyle	B. Information Technology Update: <ul style="list-style-type: none"> ● Major Security Incidents Overview ● FISMA Update ● Security Compliance Update ● NIST SP 800-53 Revision 5 Update 	20
Chris	C. Enterprise Risk Management Update: <ol style="list-style-type: none"> 1. Q1 2021 Risk Management 2. Risk Management Council Minutes <i>(For Information Only)</i>	–
Chris	D. Procurement Update (For Information Only)	–
Charlie	E. Information on Contribution Factor	10
Chris	a5. Consideration for Contract Award for Red Hat Linux Enterprise License Agreement	5
Chris	a6. Consideration to Exercise Contract Option Year for Chief Information Security Officer Advisory Services	5
Chris	a7. Consideration of Contract Award for Amazon Web Services	5
Chris	a8. Consideration of Contract Award for Dell/EMC Transformational License Agreement	5
Chris	a9. Consideration of Task Order Award for Open Data Platform Retooling Services	5
Chris	a10. Consideration of Task Order Modification for Software Development Life Cycle Assessment	5
Chris	a11. Consideration to Exercise Option Year for Statistician Services	5
Chris	a12. Consideration of Contract Modification for Emergency Connectivity Fund Business Process Outsourcing	5
Teleshia	i5. Contributor Revenue Audit Overview	15
Chair	i6. Confidential Executive Session: Board of Directors Only	30

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

BOARD OF DIRECTORS MEETING
Monday, April 26, 2021

MINUTES¹

Due to the COVID-19 pandemic, USAC continued mandatory telework; therefore the ***Open Session*** portion of the quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, April 26, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:55 p.m. Eastern Time, with a quorum of 17 of the 19 Board members present:

Buzacott, Alan	Polk, Stephanie
Choroser, Beth	Schell, Julie Tritt – Treasurer
Fontana, Brent	Sekar, Radha – Chief Executive Officer
Freeman, Sarah	Skrivan, Michael
Gerst, Matthew	Wade, Dr. Joan
Gillan, Joe – Chair	Waller, Jeff
Gregory, Amber	Wein, Olivia – Secretary
Jacobs, Ellis	Wibberly, Dr. Kathy
Mason, Ken – Vice Chair	

Board members not present:

Domenech, Dr. Dan
Feiss, Geoff

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Enterprise Resources Program and Acting Vice President of Shared Services
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel, and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Alfred, Kraynal	USAC
Ayer, Catriona	USAC
Butler, Stephen	USAC
Crawford, Katherine	USAC
DiVo, Victor	USAC
Glisson, Connor	USAC
Goode, Vernell	USAC
James, Christine	USAC
Kriete, Debra	State E-Rate Coordinators' Alliance
Lee, James	USAC
Mitchell, Tamika	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Scott, Latoya	Federal Communications Commission
Sherwood, Nicole	USAC
Spead, Laura	USAC
Tiwari, Tanya	USAC

OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

a1. Consent Items. Mr. Gillan presented this item to the Board.

A. Approval of Board Meeting Minutes of January 25, January 27, February 3, February 4, February 18, March 10, March 18, and April 9, 2021.

B. Approval of moving all *Executive Session* Items into *Executive Session*.

(1) i3 – Enterprise Business Updates (*Continued*).

A. CEO Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *specific internal controls or confidential company data* that would constitute a discussion of internal rules and procedures. In addition, this item might include discussion of *pre-decisional matters pending before the FCC* or discussion related to USAC's *procurement strategy and contract administration*.

B. Information Technology Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data*, and *internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in open session would result in *disclosure*

of confidential techniques and procedures that would compromise program integrity. This item may also include discussion of USAC's *procurement strategy and contract administration*.

C. Enterprise Risk Management Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data*, and *internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.

D. Procurement Update. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

E. Information on Contribution Factor. USAC management recommends that this item be discussed in *Executive Session* because it relates to *internal controls 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) a5 – Consideration for Contract Award for Red Hat Linux Enterprise License Agreement. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (3) a6 – Consideration to Exercise Contract Option for Chief Information Security Officer Advisory Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (4) a7 – Consideration of Contract Award for Amazon Web Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (5) a8 – Consideration of Contract Award for Dell/EMC Transformational License Agreement. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (6) a9 – Consideration of Task Order Award for Open Data Platform Retooling Services. USAC management recommends that this

item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

- (7) **a10** – Consideration of Task Order Modification for Software Development Life Cycle Assessment. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (8) **a11** – Consideration to Exercise Option Year for Statistician Services. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (9) **a12** – Consideration of Contract Modification for Emergency Connectivity Fund Business Process Outsourcing. USAC management recommends that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (10) **i5** – Contributor Revenue Audit Overview. USAC management recommends that this item be discussed in *Executive Session* because it relates to *internal controls 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*.
- (11) **i6** – Confidential *Executive Session*: Board of Directors Only. USAC management recommends that this item be discussed in *Executive Session* because it involves *internal personnel matters*.

C. Resolution Honoring a USAC Staff Member Whose Service Has Recently Concluded. The Board would like to recognize and honor Mr. Ernesto Beckford, who retired from USAC in January 2021. Mr. Beckford began his USAC career in 2017 as Deputy General Counsel, and was promoted to General Counsel in 2018. The Board and USAC management are extremely appreciative of Mr. Beckford's dedication, legal expertise, and service in support of universal service. We wish him the best in his retirement.

On a motion duly made and seconded, the Board adopted the following resolutions:

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of January 25, January 27, February 3, February 4, February 18, March 10, March 18, and April 9, 2021; and (2) discussion in *Executive Session* of the items noted above; and

RESOLVED FURTHER, that the USAC Board of Directors hereby expresses its sincere appreciation for Mr. Ernesto Beckford for his dedicated service and legal expertise, and wish him the best in his retirement.

- a2. **Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Identifying that most Board members attended the meetings earlier in the day, the reports from the Committee Chairs were not presented.
- a3. **Approval of Connected Care Pilot Program 3rd Quarter 2021 Budget and Demand Projection for the April 30, 2021 FCC Filing.** Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for the Connected Care Pilot Program 3rd Quarter 2021 demand projection for the April 30, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 3rd Quarter 2021 Connected Care Pilot Program direct budget of \$0.28 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.28 million for Connected Care Pilot Program administrative costs in the required April 30, 2021 filing to the FCC on behalf of the Board; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed at its meeting on April 26, 2021 the 3rd Quarter 2021 Connected Care Pilot Program demand estimate of \$8.59 million, hereby directs USAC staff to proceed with the required April 30, 2021 filing to the FCC on behalf of the USAC Board of Directors.

- il. **Connected Care Pilot Program Update.** Mr. Gillan noted that the report was provided for *information only* and would be posted on USAC's public website. No discussion was held.
- a4. **Approval of USAC Common and Consolidated 3rd Quarter 2021 Budgets for the April 30, 2021 FCC Filing.** Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for USAC's common and consolidated 3rd Quarter 2021 budgets for the April 30, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 3rd Quarter 2021 common budget of \$28.88 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$28.88 million for common costs in the required April 30, 2021 filing to the FCC on behalf of the USAC Board of Directors; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 3rd Quarter 2021 consolidated budget to administer the USF of \$59.83 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$59.83 million for consolidated costs in the required April 30, 2021 filing to the FCC on behalf of the USAC Board of Directors.

i2. Enterprise Business Updates:

A1. Tribal Update. Ms. Alfred presented a PowerPoint presentation identifying the cycle of internal and external tribal engagements and provided an overview and examples of strategic tribal outreach.

A2. Supply Chain Outreach Plan. Ms. Spעד presented the goal and various approaches to the Supply Chain outreach including a 2021 Activities Timeline.

B. Emergency Broadband Benefit Program. Mr. Lee presented a PowerPoint presentation summarizing the benefits of the Program, identifying the high level activities for Program administration and an update on the status of the outreach, the IT systems, staffing and financial processing of obligations and payments.

C. COVID-19 Telehealth Program. Ms. James presented a PowerPoint presentation providing background, requirements, the Program lifecycle and an update on outreach, the system, and operations.

At 1:52 p.m. Eastern Time, on a motion duly made and seconded, the Board adjourned until April 28, 2021 at approximately 10:00 a.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

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

BOARD OF DIRECTORS MEETING
Wednesday, April 28, 2021

MINUTES¹

Due to the COVID-19 pandemic, USAC continued mandatory telework; therefore the *Executive Session* portion of the quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, April 28, 2021. The Board meeting continued from the April 26, 2021 *Open Session* portion of the meeting. Mr. Joe Gillan, Board Chair, called the meeting to order at 10:01 a.m. Eastern Time, with a quorum of 17 of the 19 Board members present:

Buzacott, Alan
Choroser, Beth
Domenech, Dr. Dan
Fontana, Brent
Gerst, Matthew
Gillan, Joe – Chair
Gregory, Amber
Jacobs, Ellis
Mason, Ken – Vice Chair

Polk, Stephanie
Schell, Julie Tritt – Treasurer
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Wade, Dr. Joan
Waller, Jeff
Wein, Olivia - Secretary
Wibberly, Dr. Kathy

Ms. Sarah Freeman joined the meeting at 10:15 a.m. Eastern Time. She participated in the discussion of and voted on all items.

Member of the Board not present:

Feiss, Geoff

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Enterprise Resources Program and Acting
Vice President of Shared Services
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kim – Acting Vice President and General Counsel, and Assistant
Secretary

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Salvator, Charles – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care

Others present:

<u>NAME</u>	<u>COMPANY</u>
Ayer, Catriona	USAC
Crowe, Jennifer	USAC
DiVo, Victor	USAC
Faulb, Justin	FCC
Glisson, Connor	USAC
Goode, Vernell	USAC
James, Christine	USAC
Lee, James	USAC
Mitchell, Tamika	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Palmer, Ryan	FCC
Sherwood, Nicole	USAC
Tiwari, Tanya	USAC

OPEN SESSION

At 10:01 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into ***Executive Session*** for the purpose of discussing confidential items. The Board approved discussing confidential items in ***Executive Session*** on Monday, April 26, 2021. Only members of the Board and USAC staff were present.

EXECUTIVE SESSION

i3. **A. CEO Update.** Ms. Sekar provided an overview of recapped items from the January 2021 Board and committee meetings. Mr. Davis provided a PowerPoint presentation reviewing appropriated programs funding augmentation as a part of the 2021 annual budget and background to the Emergency Connectivity Fund Program. Mr. Palmer and Mr. Faulb provided information on the Federal Communications Commission's National Supply Chain rules and regulations and responded to Board questions.

B. Information Technology Update. Mr. Hutchinson presented to the Board a PowerPoint presentation that provided updates on USAC's IT security and compliance.

C. Enterprise Risk Management Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held.

- Q1 2021 Risk Management
- Risk Management Council Minutes

D. Procurement Business Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included an update that provided an overview of major procurements completed in 1st Quarter 2021 and 2nd Quarter 2021 anticipated activities.

E. Information on Contribution Factor. Mr. Salvator presented this item to the Board. The presentation included a written report providing USAC's estimate of the 3rd Quarter 2021 contribution factor.

- a5. Consideration of Contract Award for Red Hat Linux Enterprise License Agreement.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for the renewal of its Red Hat Enterprise License Agreement.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a firm-fixed price contract for a Red Hat Enterprise License Agreement, effective May 21, 2021 through July 23, 2024, to Axelliant, LLC for a total not-to-exceed price of \$1,440,087.13 (plus applicable taxes).

- a6. Consideration to Exercise Contract Option Year for Chief Information Security Officer Advisory Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report requesting authorization for USAC to exercise the first one-year option to extend its firm fixed price contract for Chief Information Security Officer advisory services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first one-year option to extend its firm fixed price contract to Kybernet for Chief Information Security Officer advisory services, for a not-to-exceed amount of \$362,355 (plus applicable taxes) over the one-year option period, subject to required Federal Communications Commission approval.

- a7. Consideration of Contract Award for Amazon Web Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for Amazon Web Service GovCloud hosting services.

On a motion duly made and seconded, with Mr. Fontana abstaining, and after discussion, the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to award a twelve (12) month, firm-fixed price contract for AWS GovCloud hosting services to Amazon Web Services, Inc. for a total not-to-exceed price of \$400,000.00 (plus applicable taxes).

- a8. Consideration of Contract Award for Dell/EMC Transformational License Agreement.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a three-year Dell/EMC Transformational License Agreement.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to award a firm-fixed price contract for a three-year Dell/EMC Transformational License Agreement to Clearpath Solutions Group LLC for a total not-to-exceed price of \$1,319,977.03 (plus applicable taxes).

- a9. Consideration of Task Order Award for Open Data Platform Retooling Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a task order under the USAC Professional Services IDIQ to acquire professional services for the retooling of USAC's Open Data Platform.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award, subject to required Federal Communications Commission approval, a firm-fixed-price task order to Grant Thornton Public Sector LLC for performance of Open Data Platform retooling services for a period of twelve (12) months, for a not-to-exceed amount of \$633,850.60 (plus applicable taxes).

- a10. Consideration of Task Order Modification for Software Development Life Cycle Assessment.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report requesting authorization for an increase in the task order value for the Software Development Lifecycle

Assessment.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, subject to required Federal Communications Commission approval, hereby authorizes USAC management to increase the task order value awarded to Grant Thornton for the Software Development Lifecycle Assessment by \$143,852.00 (plus applicable taxes) for a total not-to-exceed amount of \$358,555.52 (plus applicable taxes) over the remaining period of performance.

- a11. Consideration to Exercise Option Year for Statistician Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to exercise the first one-year option under its indefinite delivery indefinite quantity task order-based contract for enterprise statistician services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first one-year option under its indefinite delivery indefinite quantity task order-based contract with Econometrica, Inc. for enterprise statistician services for a total not-to-exceed amount of \$300,000 (plus applicable taxes) over the one-year option period.

- a12. Consideration of a Contract Modification for Emergency Connectivity Fund Business Process Outsourcing Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify its existing contract with Maximus Federal Services, Inc. by exercising the "Added Services" provision of the contract to add business process outsourcing services in support of establishing new processes for USAC's implementation of the Emergency Connectivity Fund program, using congressionally appropriated funds.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to modify USAC's contract for business process outsourcing services with Maximus Federal Services, Inc. to include additional services to support the Emergency Connectivity Fund program, for a not-to-exceed amount of \$7,300,000 (plus applicable taxes) over a one-year base period, with the ability

to exercise two additional one-year option terms, subject to required Federal Communications Commission and Board approval. Amounts associated with the additional services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- i5. Contributor Revenue Audit Overview.** Ms. Delmar presented PowerPoint slides providing an overview of Contributor Audits.

At 12:01 p.m. Eastern Time, the Board continued in *Executive Session* with only members of the Board present.

- i6. Confidential Executive Session. Board of Directors Only.** Mr. Gillan facilitated this discussion.

OPEN SESSION

At 12:07 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board took action on items a5 – a12 and discussed items i3A, i3B, i3E, i5 and i6.

On a motion duly made and seconded, the Board adjourned at 12:08 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors
Agenda**

**Friday, May 7, 2021
Immediately Following HCLI Meeting
1:20 p.m. – 1:45 p.m. Eastern Time
Virtual Meeting USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of Contract Award for Long-Term Project Management Office Services for Emergency Connectivity Fund	5
Chris	a2. Consideration of a Contract Renewal for Splunk Cloud and Enterprise Security Subscription	5
Chris	a3. Consideration of Increase to One Year Contract Option for Fraud Risk Assessment	5

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

BOARD OF DIRECTORS MEETING
Friday, May 7, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Friday, May 7, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:31 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

Buzacott, Alan	Polk, Stephanie
Feiss, Geoff	Schell, Julie Tritt – Treasurer
Fontana, Brent	Sekar, Radha – Chief Executive Officer
Freeman, Sarah	Wade, Dr. Joan
Gerst, Matthew	Waller, Jeff
Gillan, Joe – Chair	Wein, Olivia – Secretary
Gregory, Amber	Wibberly, Dr. Kathy
Mason, Ken – Vice Chair	

Members of the Board not present:

Choroser, Beth	Jacobs, Ellis
Domenech, Dr. Dan	Skrivan, Michael

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel, and Assistant Secretary
Salvator, Charles – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care

Others present:

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

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

NAME

Sherwood, Nicole
Tiwari, Tanya

COMPANY

USAC
USAC

OPEN SESSION

- a1. **Consideration of Contract Award for Long-Term Project Management Office Services for Emergency Connectivity Fund.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a2. **Consideration of Contract Award for Splunk Cloud and Enterprise Security Subscription.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a3. **Consideration of Increase to One-Year Contract Option for Fraud Risk Assessment.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 1:31 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. **Consideration of Contract Award for Long-Term Project Management Office Services for Emergency Connectivity Fund.** Mr. Beyerhelm presented this item for consideration. The presentation included consideration to award a contract to provide project and program management, call center, and business process outsourcing services

to support implementation of the Emergency Connectivity Fund program using congressionally appropriated funds.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a contract to Ernst & Young LLP to provide project and program management, call center, and business process outsourcing services to support the Emergency Connectivity Fund. The contract is for a base period of eighteen (18) months for a not-to-exceed amount of \$12,160,300 (plus applicable taxes) over the base period, with the ability to exercise three (3) additional one-year option terms, subject to required Federal Communications Commission and Board approvals. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a2. Consideration of Contract Award for Splunk Cloud and Enterprise Security Subscription.** Mr. Beyerhelm presented this item for consideration. The presentation included consideration to award a one-year contract for the renewal of USAC's Splunk Cloud and Enterprise Security Subscription.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a one-year contract for a Splunk Cloud and Enterprise Security Subscription to Blackwood Associates for a total not-to-exceed price of \$767,834.50 (plus applicable taxes) over the one-year term, subject to required Federal Communications Commission approval.

- a3. Consideration of Increase to One-Year Contract Option for Fraud Risk Assessment.** Mr. Beyerhelm presented this item for consideration. The presentation included consideration to exercise the first of three one-year options under USAC's Fraud Risk Assessment contract with Grant Thornton LLP and increase the option year amount.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to exercise the first one-year option under its contract with Grant Thornton LLP for fraud risk assessment services, and increase the option year amount by \$130,302.24 (plus applicable taxes), for a total not-to-exceed amount of \$586,452.24 (plus applicable taxes) over the first one-year option period.

OPEN SESSION

At 1:49 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1, a2, and a3.

On a motion duly made and seconded, the Board adjourned at 1:52 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors
Agenda**

**Tuesday, May 21, 2021
1:00 p.m. – 1:30 pm. Eastern Time
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

INFORMATION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Radha	a1. Information on the Emergency Broadband Benefit Program - Discussion Only	30

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

BOARD OF DIRECTORS MEETING
Friday, May 21, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Friday, May 21, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:01 p.m. Eastern Time, with a quorum of 14 of the 19 Board members present:

Buzacott, Alan	Mason, Ken – Vice Chair
Choroser, Beth	Schell, Julie Tritt – Treasurer
Freeman, Sarah	Sekar, Radha – Chief Executive Officer
Gerst, Matthew	Skrivan, Michael
Gillan, Joe – Chair	Wade, Dr. Joan
Gregory, Amber	Wein, Olivia – Secretary
Jacobs, Ellis	Wibberly, Dr. Kathy

Ms. Stephanie Polk joined the call at 1:20 p.m. She participated in the discussion of item i1.

Members of the Board not present:

Domenech, Dr. Dan	Fontana, Brent
Feiss, Geoff	Waller, Jeff

Officers of the corporation present:

Davis, Craig – Vice President of Schools and Libraries
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel, and Assistant Secretary

Others present:

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

OPEN SESSION

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

- i1. **Update on the Emergency Broadband Benefit Program (EBBP).** USAC management recommended that the EBBP update be discussed in *Executive Session* because it relates to discussion of *internal rules and procedures* concerning the administration of the universal service support mechanisms and federally appropriated programs where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity as well as *specific internal controls and confidential company data* that would constitute a discussion of internal rules and procedures.

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

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 1:02 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential item listed above.

EXECUTIVE SESSION

- i1. **Update on the Emergency Broadband Benefit Program (EBBP).** Ms. Sekar made a verbal update to the Board on the status of the Emergency Broadband Benefit Program and responded to questions from the Board.

OPEN SESSION

At 1:54 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed item i1.

On a motion duly made and seconded, the Board adjourned at 1:54 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

Universal Service Administrative Company
Board of Directors
Agenda

Tuesday, May 25, 2021 Written Consent USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
—	a1. Consideration of Contract Modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services	—

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

BOARD OF DIRECTORS MEETING
Friday, May 25, 2021

MINUTES¹

During the USAC Board of Directors (Board) meeting held on May 21, 2021, Mr. Joe Gillan, Board Chair, requested that the Board vote by unanimous written consent on an upcoming procurement regarding the Emergency Broadband Benefit Program Business Processing Outsourcing Services.

- a1. Consideration of a Contract Modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services.** On May 24, 2021, briefing papers were distributed to the Board requesting members to vote electronically for this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses to approve the consideration of a contract modification for Emergency Broadband Benefit Program Business Processing Outsourcing Services were timely received on May 25, 2021, providing unanimous consent from all 19 members of the Board, and the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to modify USAC's contract for business process outsourcing services with Maximus Federal Services, Inc. to include additional services to support the Emergency Broadband Benefit program, for a not-to-exceed amount of \$5 million (plus applicable taxes) over a four-month base period, with the ability to exercise two (2) additional four-month option terms for a not-to-exceed amount of \$3 million (plus applicable taxes) for the first four-month option period, and \$2 million (plus applicable taxes) for the second four-month option period, for a total not-to-exceed amount of \$10 million (plus applicable taxes) over the base period and two option terms, subject to required Federal Communications Commission approval. Amounts associated with the additional services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-law, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors Quarterly Meeting
Agenda**

Tuesday, July 27, 2021 9:00 a.m. – 2:00 p.m. Eastern Time USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

	<u>OPEN SESSION</u>	<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Board of Directors Meeting Minutes of April 26 and 28, May 7, May 21, and May 25, 2021 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i>	5
Chair	a2. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Charlie	a3. Approval of Connected Care Pilot Program 4th Quarter 2021 Budget and Demand Projection for the August 2, 2021 FCC Filing	5
Mark	i1. Connected Care Pilot Program <i>(For Information Only)</i>	-
Charlie	a4. Approval of USAC Common and Consolidated 4th Quarter 2021 Budgets for the August 2, 2021 FCC Filing	10
Radha	i2. Enterprise Business Updates A. CEO Update: <ul style="list-style-type: none"> ○ Back to Office ○ Appropriation Program Status 	15

	<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended	<i>Estimated Duration in Minutes</i>
Radha Kyle James / Christine/ Emilie	i3. Enterprise Business Updates <i>(Continued)</i> A. CEO Update <ul style="list-style-type: none"> ● Ransomware ● Appropriated Programs Update <ol style="list-style-type: none"> 1. Emergency Broadband Benefit Program Update 2. Round 2 COVID-19 Telehealth Program Update 3. Emergency Connectivity Fund Update 	20
Chris	B. Enterprise Risk Management Update: <ol style="list-style-type: none"> 1. Q2 2021 Risk Management 2. Risk Management Council Minutes <i>(For Information Only)</i>	—

<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Chris	C. 1. Procurement Update (<i>For Information Only</i>) 2. Contracting Approach and Vendor Performance Administration	- 30
Charlie	D. Information on Contribution Factor	5
Chris	a5. Consideration to Contract Modification for Cisco Spark Flex	5
Chris	a6. Consideration of Task Order Award for Geographic Information System Mapping	5
Chris	a7. Consideration of Contract Award for Palo Alto	5
Chris	a8. Consideration of Budget Realignment and Additional Funding for the Information Security Program Contract	5
Chris	a9. Consideration of Contract Award for Atlassian	5
Chris	a10. Consideration to Exercise Option Year and Add Time and Materials Component for Analysis and Project Management Office Support for the Enterprise Resource Planning System	5
Chris	a11. Consideration of a Contract Award for Governance, Risk and Compliance Solution	5
Chris	a12. Consideration of a Contract Awards for the National Supply Chain Audits	5
Charlie	i4. Acceptance of USAC's 2020 Annual Financial Audit and Agreed-Upon Procedures Review (<i>Same as aAC02cf</i>)	10
Teleshia	i5. Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. (<i>For Information Only</i>)	-
Tamika	i6. Human Resource Business Update	15
Chair	i7. Confidential Executive Session: Board of Directors Only	30

Next Scheduled USAC Board of Directors Meeting

Tuesday, October 26, 2021 9:00 a.m. – 1:30 p.m. Eastern Time USAC Offices, Washington, D.C.
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

BOARD OF DIRECTORS MEETING
Tuesday, July 27, 2021

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, July 27, 2021. A virtual meeting platform was available to the general public for ***Open Session*** to accommodate the need for increased physical distancing on site due to the COVID-19 pandemic. Mr. Joe Gillan, Board Chair, called the meeting to order at 9:01 a.m. Eastern Time, with a quorum of 17 of the 19 Board members present:

Buzacott, Alan	Jacobs, Ellis – <i>by telephone</i>
Choroser, Beth – <i>by telephone</i>	Mason, Ken – Vice Chair
Domenech, Dr. Dan	Polk, Stephanie – <i>by telephone</i>
Feiss, Geoff	Schell, Julie Tritt – Treasurer
Fontana, Brent – <i>by telephone</i>	Sekar, Radha – Chief Executive Officer
Freeman, Sarah	Skrivan, Michael
Gerst, Matthew	Wade, Dr. Joan
Gillan, Joe – Chair	Wibberly, Dr. Kathy
Gregory, Amber – <i>by telephone</i>	

Due to Metrorail delays, Ms. Olivia Wein, Secretary, joined the meeting at 9:21 a.m. Eastern Time. She did not take action or participate in the discussion of items a1 - a4, and i2. Due to technical difficulties, Mr. Jeff Waller joined the meeting by telephone at 10:43 a.m. Eastern Time. He did not take action or participate in the discussion of items a1- a4, i2, i3A, i3C, and i3D.

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries – *by telephone*
Delmar, Teleshia – Vice President of Audit and Assurance – *by telephone*
Gaither, Victor – Vice President of High Cost – *by telephone*
Garber, Michelle – Vice President of Enterprise Resources Program and Acting
Vice President of Shared Services
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Morning, Kimberly – Acting Vice President and General Counsel, and Assistant
Secretary

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Salvator, Charles – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care – *by telephone*

Others present:

<u>NAME</u>	<u>COMPANY</u>
Augustino, Steve – <i>by telephone</i>	Kelley Drye & Warren LLP
Castle, Emilie – <i>by telephone</i>	USAC
Glisson, Connor – <i>by telephone</i>	USAC
James, Christine – <i>by telephone</i>	USAC
Kriete, Debra – <i>by telephone</i>	State E-Rate Coordinators' Alliance
Lee, James – <i>by telephone</i>	USAC
Mitchell, Tamika	USAC
Nuzzo, Patsy	USAC
Pace, Regina – <i>by telephone</i>	USAC
Phillippi, Megan	USAC
Sherwood, Nicole – <i>by telephone</i>	USAC
Tiwari, Tanya	USAC

OPEN SESSION

All materials from ***Open Session*** can be found on the [USAC website](#).

a1. Consent Items. Mr. Gillan presented this item to the Board.

A. Approval of Board meeting minutes of April 26, April 28, May 7, May 21, and May 25, 2021.

B. Approval of moving all ***Executive Session*** Items into ***Executive Session***.

(1) i3 – Enterprise Business Updates (Continued).

A. CEO Update. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***specific internal controls or confidential company data*** that would constitute a discussion of internal rules and procedures. In addition, this item might include discussion of ***pre-decisional matters pending before the FCC*** or discussion related to USAC's ***procurement strategy and contract administration***.

B. Enterprise Risk Management Update. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to ***specific internal controls or confidential company data*** and ***internal rules and procedures*** concerning the administration of the universal service support mechanisms; discussion of the matter in ***Open Session*** would result in ***disclosure of confidential techniques and procedures*** that would compromise program integrity.

C. 1. Procurement Business Update. 2. Contracting Approach and Vendor Performance Administration. USAC management recommends that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.

D. Information on Contribution Factor. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to ***internal controls 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) **a5** – Consideration of Contract Modification for Cisco Spark Flex. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (3) **a6** – Consideration of Task Order Award for Geographic Information System Mapping. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (4) **a7** – Consideration of Contract Award for Palo Alto. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (5) **a8** – Consideration of Budget Realignment and Additional Funding for the Information Security Program Contract. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (6) **a9** – Consideration of Contract Award for Atlassian. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (7) **a10** – Consideration to Exercise Option Year and Add Time and Materials Component for Analysis and Project Management Office Support for the Enterprise Resource Planning System. USAC management recommended that this item be discussed in ***Executive Session*** because it relates to USAC's ***procurement strategy and contract administration***.
- (8) **a11** – Consideration of Contract Award for Governance, Risk and Compliance Solution. USAC management recommended that this

item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

- (9) **a12** – Consideration of Contract Awards for National Supply Chain Audit Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (10) **i4** – Acceptance of USAC's 2020 Annual Financial Audit and Agreed-Upon Procedures Review. USAC management recommended that this matter be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data* that would constitute a discussion of internal rules and procedures.
- (11) **i5** – Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. USAC management recommended that this item be discussed in *Executive Session* because it relates to *specific internal controls 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*.
- (12) **i6** – Human Resource Business Update. USAC management recommended that this item be discussed in *Executive Session* because it involves *internal personnel matters*.
- (13) **i7** – Confidential *Executive Session*: Board of Directors Only. USAC management recommended that this item be discussed in *Executive Session* because it involves *internal personnel matters*.

On a motion duly made and seconded, the Board adopted the following resolutions:

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of April 26 and 28, May 7, May 21, and May 25, 2021; and (2) discussion in *Executive Session* of the items noted above.

- a2. **Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Mr. Feiss presented the report for the Audit Committee. Mr. Mason presented the report for the High Cost & Low Income Committee. Dr. Wibberly presented the report for the Rural Health Care Committee. Dr. Domenech presented the report for the Schools & Libraries Committee.
- a3. **Approval of Connected Care Pilot Program 4th Quarter 2021 Budget and**

Demand Projection for the August 2, 2021 FCC Filing. Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for the Connected Care Pilot Program 4th Quarter 2021 demand projection for the August 2, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 4th Quarter 2021 Connected Care Pilot Program direct budget of \$0.29 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.29 million for Connected Care Pilot Program administrative costs in the required August 2, 2021 filing to the FCC on behalf of the Board; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed at its meeting on July 27, 2021 the 4th Quarter 2021 Connected Care Pilot Program demand estimate of \$8.55 million, hereby directs USAC staff to proceed with the required August 2, 2021 filing to the FCC on behalf of the USAC Board of Directors.

- i1. Connected Care Pilot Program Update.** Mr. Gillan noted that the report was provided for *information only* and would be posted on USAC's public website. No discussion was held.
- a4. Approval of USAC Common and Consolidated 4th Quarter 2021 Budgets for the August 2, 2021 FCC Filing.** Mr. Salvator presented this item for consideration. The presentation included a written report on USAC management's recommendations for USAC's common and consolidated 4th Quarter 2021 budgets for the August 2, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 4th Quarter 2021 common budget of \$30.25 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$30.25 million for common costs in the required August 2, 2021 filing to the FCC on behalf of the USAC Board of Directors; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 4th Quarter 2021 consolidated budget to administer the USF of \$61.14 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$61.14 million for consolidated costs in the required August 2, 2021 filing to the FCC on behalf of the USAC Board of Directors.

i2. Enterprise Business Updates:

A. CEO Update. Ms. Sekar discussed the current plans for returning to the office starting Tuesday, September 7, 2021 following USAC's mandatory telework due to the COVID-19 pandemic. Ms. Sekar noted that the plans were subject to change in accordance with any further information and guidance from the CDC and the District of Columbia Government regarding COVID-19 protocols.

Ms. Sekar announced the retirement of Mr. Salvator effective September 1, 2021, acknowledging his contributions to USAC. In addition, she also announced that Ms. Garber would assume the role of Vice President of Finance and Chief Financial Officer effective September 1, 2021.

At 9:21 a.m. Eastern Time, on a motion duly made and seconded, the Board moved into ***Executive Session*** for the purpose of discussing confidential items. Only members of the Board and USAC staff were present.

EXECUTIVE SESSION

i3. A. CEO Update. Ms. Sekar introduced this item and expressed appreciation to the USAC staff working on the appropriated programs. Mr. Lee presented a PowerPoint presentation providing updates on the Emergency Broadband Benefit Program. Ms. James presented a PowerPoint presentation providing updates on the COVID-19 Telehealth Program. Ms. Castle presented a PowerPoint presentation providing updates on the Emergency Connectivity Fund Program.

Ms. Sekar introduced the topic of ransomware and Mr. Hutchinson provided an update on efforts to protect USAC's information technology systems from ransomware attacks.

B. Enterprise Risk Management Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included the following items:

- Q2 2021 Enterprise Risk Management Update
- Q2 2021 Risk Management Council Minutes

C1. Procurement Business Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included an overview of major procurements completed in Q2 2021 and Q3 2021 anticipated activities.

C2. Contracting Approach and Vendor Performance Administration. Mr.

Beyerhelm presented a PowerPoint presentation providing an overview of USAC's procurement process and options, contract categories, vendor management, and USAC's procurement best practices.

D. Information on Contribution Factor. Mr. Salvator presented this item to the Board. The presentation included a written report providing USAC's estimate of the 4th Quarter 2021 contribution factor.

The Board recessed at 10:30 a.m. Eastern Time and reconvened in *Executive Session* at 10:45 a.m. Eastern Time.

- a5. Consideration of Contract Modification for Cisco Spark Flex.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify the Cisco Collaboration Spark Flex Plan Enterprise License Agreement contract Iron Bow Technologies, LLC.

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

RESOLVED, that the Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to increase the total not-to-exceed amount of the Iron Bow Technologies, LLC contract by \$181,747.88 from a total amount of \$604,807.00 to a total not-to-exceed amount of \$786,554.88 (plus applicable taxes) to increase its current Cisco Collaboration Spark Flex Plan Enterprise License Agreement usage and procure additional licenses.

- a6. Consideration of Task Order Award for Geographic Information System Mapping.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report requesting authorization for USAC to award a firm fixed-price task order to KPMG LLP for Geographic Information System Mapping.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a firm-fixed-price task order to KPMG LLP, subject to Federal Communications Commission approval, for Geographic Information System mapping, with a period of performance of twelve (12) months, for a total amount of \$1,048,976.45 (plus applicable taxes), plus an additional contingency reserve of \$200,000.00 (plus applicable taxes), for a total not-to-exceed amount of \$1,248,976.45 (plus applicable taxes), with the ability to exercise one (1) additional one-year option period, subject to required Federal Communications Commission and Board approvals.

- a7. Consideration of Contract Award for Palo Alto.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a firm-fixed price contract to Sun Management, Inc., for a Palo Alto Enterprise License Agreement and Firewall Hardware Support Services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to award a firm-fixed price contract to Sun Management, Inc., for a Palo Alto Enterprise License Agreement and Firewall Hardware Support Services over an approximately one (1) year period of performance, for a not-to-exceed price of \$480,514.90 (plus applicable taxes).

- a8. Consideration of Budget Realignment and Additional Funding for the Information Security Program Contract.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to transfer funds previously approved for services under USAC's Information Security Program Contract with KPMG, LLP, from the contract line item numbers (CLINs) for services supporting the congressionally appropriated programs administered by USAC, to the CLINs for services supporting the universal service fund. The report also detailed USAC management's recommendation to modify its contract with KPMG to add additional funding for Authorization and Accreditation (A&A) services to support USF-related activities.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to transfer \$455,000 previously approved for services under USAC's Information Security Program Contract with KPMG, LLP, from the contract line item numbers (CLINs) for services supporting the congressionally appropriated programs administered by USAC, to the CLINs for services supporting the universal service fund, and further authorizes USAC management to add an additional \$85,000 to the not-to-exceed contract amount for additional Authorization and Accreditation activities. The total contract not-to-exceed amount will increase by \$85,000 for a new total not-to-exceed contract amount of \$3,538,660.

- a9. Consideration of Contract Award for Atlassian.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a three-year, firm-fixed price contract (plus contingency) for the renewal of Atlassian Toolset Licenses

and Support Services to Architecture Solutions, LLC.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a three-year, firm-fixed price contract (plus contingency) for the renewal of Atlassian Toolset Licenses and Support Services to Architecture Solutions, LLC for a total not-to-exceed price of \$908,581.00 (plus applicable taxes).

- a10. Consideration to Exercise Option Year and Add Time and Materials Component for Analysis and Project Management Office Support for the Enterprise Resource Planning System.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to (i) exercise the first one-year option period of its firm-fixed price contract with Ernst & Young U.S. LLP for financial systems and process analysis, functional system requirements gathering, and project management office (PMO) support; and (ii) amend such contract to include a time and materials component for a portion of the work to be performed during the first option year for an Enterprise Resource Planning system project.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to: (i) exercise the first one-year option period of its firm-fixed price contract with Ernst & Young U.S. LLP; and (ii) amend such contract to include a time and materials component for a portion of the work to be performed during the first option year, subject to required Federal Communications Commission approval, for financial systems and process analysis, functional system requirements gathering, and project management office support for an Enterprise Resource Planning system project, for the not-to-exceed amount of \$749,744.00 (plus applicable taxes).

- a11. Consideration of Contract Award for Governance, Risk and Compliance Solution.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a three-year, firm-fixed price contract for Governance, Risk and Compliance Solution Licenses, Support, and Professional Services to RSA Security LLC.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a three-year, firm-fixed price contract for Governance, Risk and Compliance Solution Licenses, Support and Professional Services to RSA Security LLC for a not-to-exceed firm-fixed price of \$715,940.00 (plus applicable taxes).

- a12. Consideration of Contract Awards for National Supply Chain Audit Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award Indefinite Delivery Indefinite Quantity task order-based contracts for National Supply Chain audit services to KPMG LLP, PwC, Moss Adams, and Ernst & Young.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to award Indefinite Delivery Indefinite Quantity task order-based contracts for National Supply Chain audit services to KPMG LLP, PwC, Moss Adams, and Ernst & Young, subject to required Federal Communications Commission (FCC) approval, each with a twelve (12) month base period, for a total not-to-exceed amount collectively of \$2.5 million (plus applicable taxes) over the base periods, with the ability to exercise four (4) additional one-year option periods, subject to required Federal Communications Commission and Board approval.

- i4. Acceptance of USAC's 2020 Annual Financial Audit and Agreed-Upon Procedures Review.** Mr. Salvator summarized USAC's 2020 Annual Financial Audit and Agreed-Upon Procedures (AUP) review prepared by the independent auditor, PriceWaterhouseCoopers (PwC). He noted that USAC received a "clean" audit opinion for its financial statements and that the AUP review did not disclose any significant audit findings.
- i5. Information on Two USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Reports.** This item was provided for information purposes only. Mr. Gillan noted the summary and reports can be found in the Board Audit Briefing Book. No discussion was held.

At 11:30 a.m. Eastern Time, the meeting continued in *Executive Session* with only members of the Board, leadership, and Office of General Counsel present.

- i6. Human Resources Update.** Ms. Mitchell presented a PowerPoint presentation with updates from the USAC Human Resources division.

At 11:48 a.m. Eastern Time, the Board continued in confidential *Executive Session* with only members of the Board present.

i7. **Confidential *Executive Session*. Board of Directors Only.** Mr. Gillan facilitated this discussion.

OPEN SESSION

At 12:30 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Gillan reported that, in ***Executive Session***, the Board took action on items a5 – a12 and discussed items i3A, i3C, i3D, i4, i6, and i7.

On a motion duly made and seconded, the Board adjourned at 12:30 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

**Friday, September 10, 2021
12:30 p.m. – 1:15 p.m. ET
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of Contract Modification for WordPress Hosting Services	5
Chris	a2. Consideration to Exercise Option Year for Financial Statement Audit and Agreed-Upon Procedures Review Services	5
Chris	a3. Consideration of Contract Modification for Okta Licensing and Support	5
Chris	a4. Consideration of Contract Award for Oracle Java SE Licenses and Technical Support	5
Chris	a5. Consideration of a Four-Month Contract Option for Emergency Broadband Benefit Program Business Process Outsourcing Services	5
Chris	a6. Consideration of Contract Awards for the USAC Employee Benefit Programs	10

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

BOARD OF DIRECTORS MEETING
Friday, September 10, 2021

MINUTES¹

Due to the temporary closure of USAC's offices in Washington, D.C. in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Friday, September 10, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:30 p.m. Eastern Time, with a quorum of 12 of the 18 Board members present (there is one vacancy):

Buzacott, Alan
Choroser, Beth
Fontana, Brent
Freeman, Sarah
Gillan, Joe – Chair
Gregory, Amber

Mason, Ken – Vice Chair
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Waller, Jeff
Wein, Olivia – Secretary
Wibberly, Dr. Kathy

Mr. Geoff Feiss joined the meeting at 12:33 p.m. Eastern Time. He participated in the discussion of and voted on all items. Dr. Joan Wade joined the call at 12:38 p.m. Eastern Time. She did not participate in the discussion of or vote on item a1. Ms. Julie Tritt Schell, Treasurer, joined the call at 12:40 p.m. Eastern Time. She did not participate in the discussion of or vote on items a2 or a3.

Members of the Board not present:

Domenech, Dr. Dan
Jacobs, Ellis

Polk, Stephanie

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Delmar, Teleshia – Vice President of Audit and Assurance
Garber, Michelle – Vice President of Finance, Chief Financial Officer
Morning, Kimberly – Acting Vice President and General Counsel, and Assistant Secretary
Sweeney, Mark – Vice President of Rural Health Care

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Daniels, Joel	USAC
Mitchell, Tamika	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Phillippi, Megan	USAC
Tiwari, Tanya	USAC

OPEN SESSION

- a1. **Consideration of Contract Modification for WordPress Hosting Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a2. **Consideration to Exercise Option Year for Financial Statement Audit and Agreed-Upon Procedures Review Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a3. **Consideration of Contract Modification for Okta Licensing and Support.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a4. **Consideration of Contract Award for Oracle Java SE Licenses and Technical Support.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a5. Consideration of a Four-Month Contract Option for Emergency Broadband Benefit Program Business Process Outsourcing Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

- a6. Consideration of Contract Awards for the USAC Employee Benefit Programs.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors determines that the discussion of this item be conducted in *Executive Session*.

At 12:31 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. Consideration of Contract Modification for WordPress Hosting Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the amount of the contract with New Tech Solutions Inc. for WordPress Hosting services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to increase the current not-to-exceed amount of the contract with New Tech Solutions Inc. for WordPress Hosting services by \$19,685.52 (plus applicable taxes), for a total not-to-exceed amount of \$269,565.62 (plus applicable taxes).

- a2. Consideration to Exercise Option Year for Financial Statement Audit and Agreed-Upon Procedures Review Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to exercise the first one-year option under the contract with PricewaterhouseCoopers LLP (PwC) for continued services to perform a Financial Statement Audit and provide Agreed-Upon Procedures Review Services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first one-year option period of its firm-fixed price contract with PricewaterhouseCoopers LLP for the performance of a Financial Statement Audit and Agreed-Upon Procedures review services, for the not-to-exceed amount of \$1,150,000.00 (plus applicable taxes).

- a3. Consideration of Contract Modification for Okta Licensing and Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the amount of USAC's three-year contract for Okta Licensing and Support with Okta, Inc. to increase the number of licenses.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to increase the amount of USAC's three-year contract for Okta Licensing and Support with Okta, Inc. by \$250,000 (plus applicable taxes), for a total not-to-exceed price of \$2,100,000 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a4. Consideration of Contract Award for Oracle Java SE Licenses and Technical Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a three-year sole source contract to Oracle America, Inc. for Oracle Java SE licenses and technical support services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a three-year contract to Oracle America, Inc. for Oracle Java SE licenses and technical support for a total not-to-exceed amount of \$467,820.00 (plus applicable taxes).

- a5. Consideration of a Four-Month Contract Option for Emergency Broadband Benefit Program Business Process Outsourcing Services.** Mr. Beyerhelm presented this item

for consideration. The presentation included a written summary and report detailing USAC management's recommendation to exercise the first four-month contract option under USAC's contract for Business Processing Outsourcing services with Maximus to include additional services to support the Emergency Broadband Benefit Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to exercise the first four-month contract option in USAC's contract for business process outsourcing services with Maximus Federal Services, Inc. to include additional services to support the Emergency Broadband Benefit program for a not-to-exceed amount of \$1.4 million (plus applicable taxes) over a four-month option period, subject to required Federal Communications Commission approval. Amounts associated with the additional services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a6. Consideration of Contract Awards for the USAC Employee Benefit Programs.** Ms. Mitchell presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award contracts for USAC's employee medical, prescription drug, dental, vision, life, and disability benefits for Calendar Year 2022.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, subject to required Federal Communications Commission approval, to award a one-year contract for employee medical and prescription drug benefits to Cigna Corporation for a not-to-exceed cost of \$10,390,110 (plus applicable taxes) and to award a one-year contract to The Guardian Life Insurance Company of America, Inc. with a new two year rate guarantee for dental, vision, life, and disability benefits, for a not-to-exceed cost of \$1,350,012 (plus applicable taxes). The total estimated costs for the calendar year 2022 USAC employee benefits program is \$11,740,122 (plus applicable taxes).

OPEN SESSION

At 1:02 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1- a6.

On a motion duly made and seconded, the Board adjourned at 1:03 p.m. Eastern Time.

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors
Agenda**

**Tuesday, September 21, 2021
Unanimous Consent
Responses due by 6:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
–	a1. Consideration of Modification to Task Order for Long Term PMO Services	–

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

BOARD OF DIRECTORS MEETING
Tuesday, September 21, 2021

MINUTES¹

During the non-quarterly USAC Board of Directors (Board) meeting held on Friday, September 10, 2021, the Board was notified that a vote by unanimous written consent on approval of a modification to the project management office (PMO) task order (Task Order) with Deloitte Consulting LLP would be forthcoming.

- a1. Consideration of Modification to Task Order for Long Term Project Management Office Services.** On September 17, 2021, briefing papers were distributed to the Board requesting members to vote electronically for this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses to approve the consideration of a task order modification for long term PMO services for the administration of the Emergency Broadband Benefit Program and COVID-19 Telehealth Program were timely received on September 21, 2021, providing unanimous consent from 17 of the 18 Board members. One board position is currently vacant, and Beth Choroser abstained. The Board adopted the following resolutions:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the base period not-to-exceed amount of the project management office task order with Deloitte Consulting LLP, pursuant to which Deloitte Consulting LLP provides program management support to assist USAC staff and business process outsourcing providers in administering the Emergency Broadband Benefit Program and the COVID-19 Telehealth Program, by transferring the entire amount of \$2,299,721.00 (plus applicable taxes) originally allocated for the single one-year contract option to the base period, thereby increasing the not-to-exceed amount for the base period from \$3,883,537.00 (plus applicable taxes) to \$6,183,258.00 (plus applicable taxes).

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to further increase

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-law, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

the total not-to-exceed amount of the subject task order with Deloitte Consulting LLP by \$1,600,000.00 (plus applicable taxes) for additional services related to the COVID-19 Telehealth Program by transferring funds originally allocated to the Business Process Outsourcing Services for COVID-19 Telehealth Program Contract with ICF Incorporated, LLC to this task order, for a total not-to-exceed amount of \$7,783,258.00 (plus applicable taxes).

/s/ Kimberly Morning
Assistant Secretary

**Universal Service Administrative Company
Board of Directors
Agenda**

**Friday, September 24, 2021
Unanimous Consent
Responses due by 7:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
—	a1. Consideration of USAC’s COVID-19 Vaccine Policy and the Application to the Board of Directors	—

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700 12th Street, N.W., Suite 900
Washington, D.C. 20005

BOARD OF DIRECTORS MEETING
Friday, September 24, 2021

MINUTES¹

The USAC COVID-19 policy requires all staff and contractors to be fully vaccinated for COVID-19 before returning to in-person work at the USAC headquarters in Washington, DC. USAC will consider exemptions for individuals with medical conditions or religious beliefs that prohibit them from vaccination. However, exempt employees must submit to weekly COVID-19 testing, wear a mask, and practice social distancing while in the office. On September 17, 2021, at the request of Mr. Joe Gillan, Board Chair, the Board was asked to vote by unanimous written consent on the application of USAC's COVID-19 policy to members of the Board.

- a1. Consideration of USAC's COVID-19 Vaccine Policy and the Application to the Board of Directors.** On September 17, 2021, a briefing paper was distributed to the Board requesting members to vote electronically on this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses to approve the adoption of this policy for all members of the Board of Directors were timely received on September 21, 2021, providing unanimous consent from 18 members (one Board position was vacant at the time of the vote) of the Board, and the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the above recommendation, hereby adopts USAC's COVID-19 vaccine policy and applies the policy to all members of the Board of Directors participating in any in-person meetings with USAC staff.

/s/ Kimberly Morning
Assistant Secretary

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-law, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

**Thursday October 21, 2021
1:00 p.m. –2:00 p.m. ET

Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Award for Call Center Services and Customer Relationship Management System	20
Chris	a2. Consideration of a Contract Modification for Adobe Acrobat Pro DC Licenses	5
Chris	a3. Consideration of a Contract Modification for CyberArk Licensing and Support	5
Chris	a4. Consideration of Modification to Task Order for Long Term Project Management Office Services	5

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

BOARD OF DIRECTORS MEETING
Thursday, October 21, 2021

MINUTES¹

Due to the USAC's maximum telework allowance in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Thursday, October 21, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:01 p.m. Eastern Time, with a quorum of 16 of the 18 Board members present (there is one vacancy):

Buzacott, Alan
Choroser, Beth
Feiss, Geoff
Fontana, Brent
Freeman, Sarah
Gillan, Joe – Chair
Gregory, Amber
Jacobs, Ellis

Mason, Ken – Vice Chair
Schell, Julie Tritt – Treasurer
Sekar, Radha – Chief Executive Officer
Skrivan, Michael
Wade, Dr. Joan
Waller, Jeff
Wein, Olivia – Secretary
Wibberly, Dr. Kathy

Members of the Board not present:

Domenech, Dr. Dan

Polk, Stephanie

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Butler, Stephen – Vice President of Shared Services
Garber, Michelle – Vice President of Finance and Chief Financial Officer
Hutchinson, Kyle – Vice President of IT and Chief Information Officer

Others present:

NAME

Nuzzo, Patsy
Pace, Regina
Phillippi, Megan
Williams, Erin

COMPANY

USAC
USAC
USAC
USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

OPEN SESSION

- a1. Consideration of a Contract Award for Call Center Services and Customer Relationship Management System.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a2. Consideration of a Contract Modification for Adobe Acrobat Pro DC Licenses.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a3. Consideration of a Contract Modification for CyberArk Licensing and Support.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a4. Consideration of Modification to Task Order for Long Term Project Management Office Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

At 1:02 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. Consideration of a Contract Award for Call Center Services and Customer Relationship Management System.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a contract to Ernst & Young LLP for call center services and a customer relationship management system.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to award a contract to Ernst & Young LLP for call center services and a customer relationship management system for a total not-to-exceed amount of \$4.8 million (plus applicable taxes) over a twelve (12) month base period, with the ability to exercise four (4) additional one-year option periods, subject to required Federal Communications Commission and USAC Board of Directors approvals, for a five (5) year total not-to-exceed amount of \$17.3 million (plus applicable taxes) over the base year and four (4) one-year option terms.

- a2. Consideration of a Contract Modification for Adobe Acrobat Pro DC Licenses.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the total amount of its three-year firm-fixed price contract with ITSavvy for Adobe Acrobat Pro DC licenses.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to increase the total amount of its three-year firm-fixed price contract with ITSavvy for Adobe Acrobat Pro DC licenses by \$75,000.00 (plus applicable taxes), from a not-to-exceed price of \$262,470.00 (plus applicable taxes) to a total not-to-exceed price of \$337,470.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a3. Consideration of a Contract Modification for CyberArk Licensing and Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the total amount of its one-year firm-fixed price contract with Access IT Group for CyberArk licensing and support.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to increase the amount of its one-year firm-fixed price contract with Access IT Group for CyberArk licensing and support by \$100,000.00 (plus applicable taxes), from a not-to-exceed price of \$235,594.50 (plus applicable taxes) to a total not-to-exceed price of \$335,594.50 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a4. Consideration of Modification to Task Order for Long Term Project Management Office Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the base period not-to-exceed amount of the project management office task order with Deloitte Consulting LLP for additional services related to the Emergency Broadband Benefit Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the base period not-to-exceed amount of the project management office task order with Deloitte Consulting LLP by \$2,417,000.00 (plus applicable taxes) for additional services related to the Emergency Broadband Benefit Program, thereby increasing the total not-to-exceed amount for the base period from \$7,783,258.00 (plus applicable taxes) to \$10,200,258.00 (plus applicable taxes).

OPEN SESSION

At 1:32 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1- a4.

On a motion duly made and seconded, the Board adjourned at 1:33 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

**Universal Service Administrative Company
Board of Directors
Quarterly Meeting
Agenda**

**Tuesday, October 26, 2021
10:00 a.m. – 2:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

	<u>OPEN SESSION</u>	<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Board of Directors Meeting Minutes of July 27, and September 10, 21, 24, 2021 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> C. Consideration of Approval to Reimburse Board Members to Attend an Event Other Than a USAC Board or Committee Meeting D. Resolution Honoring a Board Member Whose Service on the Board Has Recently Ended	5
Chair	a2. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Executive Compensation Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Chair	a3. Appointment of a Nominating Committee and Direction to Committees for the Nomination of Committee Chairs and Vice Chairs	10
Michelle	a4. Approval of Connected Care Pilot Program 1st Quarter 2022 Budget and Demand Projection for the November 2, 2021 FCC Filing	5
Mark	i1. Connected Care Pilot Program Update (<i>For Information Only</i>)	-
Michelle	a5. Approval of USAC Common and Consolidated 1st Quarter 2022 Budgets for the November 2, 2021 FCC Filing	10
Radha	i2. Enterprise Business Updates A. CEO Update: <ul style="list-style-type: none"> • Appropriation Program Status 	10

	<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended	<i>Estimated Duration in Minutes</i>
	i3. Enterprise Business Updates (<i>Continued</i>) A. CEO Update	25

Available For Public Use

<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Craig/ Christine/ Pam	<ul style="list-style-type: none"> Appropriated Programs Update <ol style="list-style-type: none"> Emergency Connectivity Fund Update Round 2 COVID-19 Telehealth Program Update Emergency Broadband Benefit Program Update 	
Chris	B. Enterprise Risk Management Update: <ol style="list-style-type: none"> 3Q 2021 Risk Management Risk Management Council Minutes <i>(For Information Only)</i> 	–
Chris	C. Procurement Business Update <i>(For Information Only)</i>	–
Michelle	D. Information on Contribution Factor	5
Chris	a6. Consideration to Exercise a One Year Option for Beneficiary and Contributor Audit Program	5
Chris	a7. Consideration of Task Order Modification for Emergency Connectivity Fund Systems Development and Technical Services	5
Chris	a8. Consideration of Contract Extension for Benefits Broker Services	5
Chris	a9. Consideration of Contract Award for Redundant Telecom Circuits and Support Services	5
Teleshia	i4. Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports <i>(For Information Only)</i>	–
Chris Smith	i5. Overview and Fraud Risk Framework Assessment	10
Erin Williams	i6. Legal Update: <i>Consumers’ Research, et al. v. FCC</i>	10
Tamika/ Radha	a10. Personnel Matter: Consideration of 2022 Compensation Items	15
Chair	i7. Confidential Executive Session: Board of Directors Only	30

Next Scheduled USAC Board of Directors Meeting

Tuesday, January 25, 2022 9:00 a.m. – 2:00 p.m. Eastern Time USAC Offices, Washington, D.C.
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UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

BOARD OF DIRECTORS MEETING
Tuesday, October 26, 2021

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, October 26, 2021. A virtual meeting platform was available to the general public for *Open Session* to accommodate the need for increased physical distancing on site due to the COVID-19 pandemic. Mr. Joe Gillan, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 16 of the 18 Board members present (there is one vacancy):

Buzacott, Alan	Mason, Ken – Vice Chair
Choroser, Beth – <i>by telephone</i>	Schell, Julie Tritt – Treasurer
Domenech, Dr. Dan	Sekar, Radha – Chief Executive Officer
Feiss, Geoff	Skrivan, Michael – <i>by telephone</i>
Fontana, Brent – <i>by telephone</i>	Wade, Dr. Joan – <i>by telephone</i>
Freeman, Sarah – <i>by telephone</i>	Waller, Jeff – <i>by telephone</i>
Gillan, Joe – Chair	Wein, Olivia – Secretary
Gregory, Amber – <i>by telephone</i>	Wibberly, Dr. Kathy

Mr. Ellis Jacobs joined the meeting by telephone at 10:04 a.m. Eastern Time. He did not vote on or participate in the discussion of item a1. Ms. Stephanie Polk joined the meeting by telephone at 10:42 a.m. Eastern Time. She did not vote on or participate in the discussion of items a1- a5, i1, and i2.

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Butler, Stephen – Vice President of Shared Services – *by telephone*
Davis, Craig – Vice President of Schools and Libraries
Delmar, Teleshia – Vice President of Audit and Assurance – *by telephone*
Gaither, Victor – Vice President of High Cost – *by telephone*
Garber, Michelle – Vice President of Finance and Chief Financial Officer
Hughes, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer – *by telephone*
Sweeney, Mark – Vice President of Rural Health Care – *by telephone*

Others present:

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

<u>NAME</u>	<u>COMPANY</u>
Colbert, Michelle	Conduent
James, Christine – <i>by telephone</i>	USAC
Mitchell, Tamika	USAC
Morning, Kimberly	Morgan Lewis
Nuzzo, Patsy	USAC
Pace, Regina – <i>by telephone</i>	USAC
Phillippi, Megan	USAC
Shrader, Theresa	Broadband Legal Strategies, LLC
Smith, Christopher – <i>by telephone</i>	USAC
Tiwari, Tanya	USAC
Williams, Erin	USAC

OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

a1. Consent Items. Mr. Gillan presented this item to the Board.

A. Approval of Board meeting minutes of July 27, and September 10, 21, and 24, 2021.

B. Approval of moving all *Executive Session* Items into *Executive Session*.

(1) i3 – Enterprise Business Updates (Continued).

A. CEO Update. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *specific internal controls or confidential company data* that would constitute a discussion of internal rules and procedures. In addition, this item might include discussion of *pre-decisional matters pending before the FCC* or discussion related to USAC's *procurement strategy and contract administration*.

B. Enterprise Risk Management Update. USAC management recommended that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data* and *internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in *Open Session* would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.

C. Procurement Business Update. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

D. Information on Contribution Factor. USAC management recommended that this item be discussed in *Executive Session* because it relates to *internal controls 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) **a6** – Consideration to Exercise a One Year Option for Beneficiary and Contributor Audit Program. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (3) **a7** – Consideration of Task Order Modification for Emergency Connectivity Fund Systems Development and Technical Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (4) **a8** – Consideration of Contract Extension for Benefits Broker Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (5) **a9** – Consideration of Contract Award for Redundant Telecom Circuits and Support Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (6) **i4** – Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports. USAC management recommended that this item be discussed in *Executive Session* because it relates to *specific internal controls 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.
- (7) **i5** – Overview and Fraud Risk Framework Assessment. USAC management recommended that this item be discussed in *Executive Session* because it relates to *specific internal controls or confidential company data and internal rules and procedures* concerning the administration of the universal service support mechanisms; discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.

- (8) i6 – Legal Update: *Consumers’ Research, et al. v. FCC*. USAC management recommended that this item be discussed in *Executive Session* because it relates to *pre-decisional matters pending before the FCC* and might be subject to the *attorney-client privilege or any other legally recognized privilege* where discussion of such matters in *Open Session* would compromise the continued applicability of the privilege.
- (9) a10 – **Personnel Matter:** Consideration of 2022 Compensation Items. USAC management recommended that this item be discussed in *Executive Session* because it involves *internal personnel matters*.
- (10) i7 – Confidential *Executive Session*: Board of Directors Only. USAC management recommended that this item be discussed in *Executive Session* because it involves *internal personnel matters*.

C. Consideration of Approval to Reimburse Board Members to Attend an Event Other Than a USAC Board or Committee Meeting.

D. Resolution Honoring a Board Member Whose Service on the Board Has Recently Ended. The Board would like to recognize and honor Matthew Gerst, whose term has recently concluded. Mr. Gerst served as a Board member from October 2015 through August 2021. The USAC Board and USAC management are extremely appreciative of his dedication to universal service as well as his leadership, guidance, and expertise in USAC’s administration of the federal Universal Service Fund.

On a motion duly made and seconded, the Board adopted the following resolutions:

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of July 27 and September 10, 21, and 24, 2021; and (2) discussion in *Executive Session* of the items noted above.

RESOLVED FURTHER, that in accordance with the *Procedures for Requesting Approval and Reimbursing a Member of the Board of Directors for Expenses Incurred in Conducting USAC Business other than Board of Directors Meetings*, the Board of Directors authorizes USAC management to reimburse Mr. Joe Gillan, Mr. Ken Mason, and Ms. Julie Tritt Schell should they travel to Washington, D.C. for the purpose of participating in USAC's 2022 Budget Planning Review.

RESOLVED FURTHER, that the USAC Board of Directors hereby expresses its sincere appreciation to Matthew Gerst for his dedicated service on the Board of Directors of the Universal Service Administrative Company, and wishes the best in his future endeavors.

- a2. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Mr. Feiss presented the report for the Audit Committee. Mr. Mason presented the report for the High Cost & Low Income Committee and the Executive Compensation Committee. Dr. Wibberly presented the report for the Rural Health Care Committee. Dr. Domenech presented the report for the Schools & Libraries Committee.
- a3. Appointment of a Nominating Committee and Direction to Committees for the Nomination of Committee Chairs and Vice Chairs.** Mr. Gillan presented this item to the Board, announcing his nominations for the Nominating Committee members and the Nominating Committee Chair. He also shared their responsibilities in preparation for the January 2022 quarterly meeting.

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

RESOLVED, that the USAC Board of Directors establishes a Nominating Committee and directs the Committee to recommend to the USAC Board of Directors at its January 25, 2022 meeting nominations for the elected USAC officer positions; and

RESOLVED FURTHER, that the USAC Board of Directors appoints **Dr. Joan Wade** as Nominating Committee Chair and **Julie Tritt Schell** and **Sarah Freeman** as members of the Nominating Committee; and

RESOLVED FURTHER, that the USAC Board of Directors directs each committee of the Board to bring to the Board, at the January 25, 2022 meeting, nominations for a chair and vice chair of each respective committee.

- a4. Approval of Connected Care Pilot Program 1st Quarter 2022 Budget and Demand Projection for the November 2, 2021 FCC Filing.** Ms. Garber presented this item for consideration. The presentation included a written report

on USAC management's recommendations for the Connected Care Pilot Program 1st quarter 2022 demand projection for the November 2, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 1st Quarter 2022 Connected Care Pilot Program direct budget of \$0.10 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.10 million for Connected Care Pilot Program administrative costs in the required November 2, 2021 filing to the Federal Communications Commission on behalf of the Board; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed at its meeting on October 26, 2021 the 1st Quarter 2022 Connected Care Pilot Program demand estimate of \$9.21 million, hereby directs USAC staff to proceed with the required November 2, 2021 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- ii. Connected Care Pilot Program Update.** Mr. Gillan noted that the report was provided for *information only* and would be posted on USAC's public website. No discussion was held.
- a5. Approval of USAC Common and Consolidated 1st Quarter 2022 Budgets for the November 2, 2021 FCC Filing.** Ms. Garber presented this item for consideration. The presentation included a written report on USAC management's recommendations for USAC's common and consolidated 1st Quarter 2022 budgets for the November 2, 2021 FCC filing.

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

RESOLVED, that the USAC Board of Directors approves a 1st Quarter 2022 common budget of \$25.20 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$25.20 million for common costs in the required November 2, 2021 filing to the Federal Communications Commission on behalf of the USAC Board of Directors; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 1st Quarter 2022 consolidated budget to administer the Universal Service Fund of \$55.57 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$55.57 million

for consolidated costs in the required November 2, 2021 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

i2. Enterprise Business Updates:

A. CEO Update. Ms. Sekar discussed the lifting of USAC's mandatory telework policy on October 12, 2021, providing staff who are fully vaccinated against COVID-19 the option to work from the office, as well as the current plans to fully reopen the office to staff and contractors starting Monday, January 3, 2022. Ms. Sekar noted that the plans were subject to change in accordance with any further information and guidance from the CDC and the District of Columbia Government regarding COVID-19 protocols.

Ms. Sekar announced the onboarding of Pamela Hughet as the Vice President of Lifeline, Stephen Butler as the Vice President of Shared Services, and Erin Williams as the Acting Vice Present of the Office of the General Counsel.

Ms. Sekar provided a verbal update on the appropriated programs, noting that the Emergency Connectivity Fund Program's first funding wave resulted in 2,662 applications committed and \$1.2 billion committed. Ms. Sekar noted that the Emergency Broadband Benefit Program has enrolled over 6.89 million households.

At 10:42 a.m. Eastern Time, on a motion duly made and seconded, the Board moved into ***Executive Session*** for the purpose of discussing confidential items. Only members of the Board and USAC staff were present.

EXECUTIVE SESSION

i3. A. CEO Update. Ms. Sekar introduced this item and expressed appreciation to the USAC staff working on the appropriated programs. Mr. Davis presented PowerPoint slides providing updates on the Emergency Connectivity Fund Program. Ms. James presented PowerPoint slides providing updates on the COVID-19 Telehealth Program. Ms. Hughet presented PowerPoint slides providing updates on the Emergency Broadband Benefit Program.

B. Enterprise Risk Management Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included the following items:

- Q3 2021 Enterprise Risk Management Update
- Q3 2021 Risk Management Council Minutes

C. Procurement Business Update. Mr. Gillan noted that the report was provided for *information only*. No discussion was held. The report included an overview of major procurements completed in Q3 2021 and Q4 2021 anticipated activities.

D. Information on Contribution Factor. Ms. Garber presented this item to the

Board. The presentation included a written report providing USAC's estimate of the 1st Quarter 2022 contribution factor.

- a6. Consideration to Exercise a One Year Option for Beneficiary and Contributor Audit Program.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to exercise the second one-year option of the Indefinite Delivery Indefinite Quantity task order-based contracts for Beneficiary and Contributor Audit Program Services with each of the following nine firms: (1) KPMG LLP, (2) Cotton & Company, (3) Kearney & Company, (4) Regis & Associates PC, (5) Clifton Larson Allen LLP, (6) DP George & Company, (7) Cohn Reznick LLP, (8) Hurlbert CPA LLC, and (9) Mitchell & Titus LLP.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to exercise the second one-year option of the Beneficiary and Contributor Audit Program Services Indefinite Delivery Indefinite Quantity contracts with KPMG LLP, Cotton & Company, Kearney & Company, Regis & Associates PC, Clifton Larson Allen LLP, DP George & Company, Cohn Reznick LLP, Hurlbert CPA LLC, and Mitchell & Titus LLP. The task orders under all of these Indefinite Delivery Indefinite Quantity contracts, collectively, will not exceed \$10.30 million (plus applicable taxes) over the second one-year option period.

The Board recessed at 11:10 a.m. Eastern Time and reconvened in *Executive Session* at 11:20 a.m. Eastern Time.

- a7. Consideration of Task Order Modification for Emergency Connectivity Fund Systems Development and Technical Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to increase the base period not-to-exceed amount of Task 2 under its contract with ICF Incorporated, LLC (ICF), pursuant to which ICF provides Emergency Connectivity Fund systems development and technical services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the base period not-to-exceed amount for Emergency Connectivity Fund systems development and technical services (Task 2) provided under USAC's contract with ICF Incorporated, LLC. Specifically, USAC request authorization to transfer the entire amount of \$2,000,000.00 (plus

applicable taxes) originally allocated for the two one-year contract options to the eighteen (18) month base period of performance for Task 2, thereby increasing the not-to-exceed amount for the base period of Task 2 from \$2,100,000.00 (plus applicable taxes) to \$4,100,000.00 (plus applicable taxes).

- a8. Consideration of Contract Extension for Benefits Broker Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to extend its employee benefits broker services contract with Gallagher Benefit Services, Inc. for an additional six-month period.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to extend USAC's employee benefits broker services contract with Gallagher Benefit Services, Inc. for an additional six-month period for a firm-fixed price of \$52,584 (plus applicable taxes) over the six-month extension period, subject to required Federal Communications Commission approval.

- a9. Consideration of Contract Award for Redundant Telecom Circuits and Support Services** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendations.

The Board requested that this item be tabled and discussion resume at a future meeting once additional information is made available.

- i4. Information on One USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Report.** This item was provided for *information purposes only*. Mr. Gillan noted the summary and reports can be found in the Board Audit Briefing Book. No discussion was held.
- i5. Overview and Fraud Risk Framework Assessment.** Mr. Smith presented a presented PowerPoint slides to the Board providing an overview of USAC's Fraud Risk Group and its current activities.
- i6. Legal Update: *Consumers' Research, et al. v. FCC*.** Ms. Williams provided the Board a verbal update on this case.

At 12:03 p.m. Eastern Time, the meeting continued in ***Executive Session*** with only members of the Board and Ms. Mitchell present.

a10. Personnel Matter:

A-1: Consideration of 2022 Merit-Based Salary Increase and Incentive Awards Program for USAC Employees. Ms. Mitchell presented this item to the Board

which included the Executive Compensation Committee's proposed 2022 merit-based salary increase and incentive awards programs for USAC employees.

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

RESOLVED, that the USAC Board of Directors, having reviewed USAC management's and the Executive Compensation Committee's proposed 2022 merit-based salary increase and incentive awards programs for USAC employees, hereby approves the proposed program.

A-2: Addendum to the USAC Compensation and Employee Rewards and Recognition Program Policy. Ms. Sekar presented this item to the Board.

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

RESOLVED, that the USAC Board of Directors, having reviewed USAC management's and the Executive Compensation Committee's addendum to the USAC Compensation and Employee Rewards and Recognition Program Policy, hereby approves the addendum.

At 12:15 p.m. Eastern Time, the Board continued in confidential ***Executive Session*** with only members of the Board present.

i7. **Confidential *Executive Session*: Board of Directors Only.** Mr. Gillan facilitated this discussion.

OPEN SESSION

At 12:50 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Gillan reported that, in ***Executive Session***, the Board took action on items a6-a8 and a10, and discussed items i3A, i3D, and i5- i7.

On a motion duly made and seconded, the Board adjourned at 12:50 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

<p>Monday, November 15, 2021 12:00 p.m. – 1:00 p.m. ET</p> <p>Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</p>
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<p>ACTION ITEMS <i>Executive Session Recommended – Confidential</i></p>		<p><i>Estimated Duration in Minutes</i></p>
Chris	a1. Consideration of a Modification for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications Emergency Broadband Benefit Program Portal	5
Chris	a2. Consideration of a Contract Modification for IT Security Assessment and Authorization	5
Chris	a3. Consideration of Contract Modification for Xacta Licensing and Support	5
Chris	a4. Consideration of a Task Order Award for the Development of Enterprise Architecture Assessment	5
Chris	a5. Consideration of a Task Order Increase Tableau Legacy Reports	5

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

BOARD OF DIRECTORS MEETING
Monday, November 15, 2021

MINUTES¹

Due to the USAC's maximum telework allowance in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, November 15, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:02 p.m. Eastern Time, with a quorum of 14 of the 18 Board members present (there is one vacancy):

Buzacott, Alan
Choroser, Beth
Domenech, Dr. Dan
Feiss, Geoff
Fontana, Brent
Freeman, Sarah
Gillan, Joe – Chair

Gregory, Amber
Jacobs, Ellis
Mason, Ken – Vice Chair
Schell, Julie Tritt – Treasurer
Sekar, Radha – Chief Executive Officer
Wade, Dr. Joan
Waller, Jeff

Members of the Board not present:

Polk, Stephanie
Skrivan, Michael

Wein, Olivia – Secretary
Wibberly, Dr. Kathy

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Hutchinson, Kyle – Vice President of IT and Chief Information Officer

Others present:

<u>NAME</u>	<u>COMPANY</u>
Hamm, Aaron	USAC
Miller, Arielle	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Phillippi, Megan	USAC
Tiwari, Tanya	USAC
Williams, Erin	USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

OPEN SESSION

- a1. Consideration of a Modification for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications Emergency Broadband Benefit Program Portal.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a2. Consideration of a Contract Modification for IT Security Assessment and Authorization.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a3. Consideration of a Contract Modification for Xacta Licensing and Support.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a4. Consideration of a Task Order Award for the Development of Enterprise Architecture Assessment.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a5. **Consideration of a Task Order Increase for Tableau Legacy Reports.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

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

EXECUTIVE SESSION

- a1. **Consideration of a Modification for Operation and Maintenance, Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications Emergency Broadband Benefit Program Portal.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the base period not-to-exceed amount of USAC's contract with Accenture Federal, LLC for the operation, maintenance, continued development, licensing, and hosting of the National Verifier and National Lifeline Accountability Database system modifications for the Emergency Broadband Benefit Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the base period not-to-exceed amount of USAC's contract with Accenture Federal, LLC, for the operation, maintenance, continued development, licensing, and hosting of the National Verifier and National Lifeline Accountability Database system modifications for the Emergency Broadband Benefit Program, by \$700,000 (plus applicable taxes), for a new total not-to-exceed price of \$2.8 million (plus applicable taxes) over the remainder of the twelve (12) month base period.

- a2. **Consideration of a Contract Modification for IT Security Assessment and Authorization.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation

to extend Task 1 under its IT security assessment and authorization contract with KPMG, LLP for an additional five-month period.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to extend the period of performance for Task 1 under USAC's IT Security Assessment and Authorization contract with KPMG LLP for an additional five-month period, for a firm-fixed price of \$801,366 (plus applicable taxes) over the extension period, subject to required Federal Communications Commission approval.

- a3. Consideration of Contract Modification for Xacta Licensing and Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to increase the amount of USAC's three-year firm-fixed price contract with Telos Corporation for Xacta licenses and support.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to increase the amount of USAC's three-year firm-fixed price contract for Xacta licenses and support with Telos Corporation by \$40,000.00 (plus applicable taxes), for a total not-to-exceed price of \$271,703.00 (plus applicable taxes).

- a4. Consideration of a Task Order Award for the Development of Enterprise Architecture Assessment.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a task order to Grant Thornton Public Sector LLC for the performance of an enterprise architecture assessment and associated support services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to award a firm-fixed-price task order for a total not-to-exceed amount of \$1,459,153.64 (plus applicable taxes) to Grant Thornton Public Sector LLC, subject to required Federal Communications Commission approval, for the performance of an Enterprise Architecture assessment and associated support services, for an initial period of performance of twelve (12) months, with the ability to exercise two (2) additional one-year option terms, subject to required Federal Communications Commission and Board approvals.

- a5. Consideration of a Task Order Increase for Tableau Legacy Reports.** Mr. Beyerhelm presented this item for consideration. The presentation included a written

summary and report detailing USAC management's recommendation to increase the base period amount of its task order with Grant Thornton for legacy report migration to Tableau.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to increase the total 22-month base period amount of USAC's task order for Legacy Report Migration to Tableau Services with Grant Thornton by \$228,813.48 (plus applicable taxes), for a total not-to-exceed price of \$1,495,580.97 (plus applicable taxes) over the remainder of the base period, subject to required Federal Communications Commission approval.

OPEN SESSION

At 12:20 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1- a5.

Ms. Sekar noted that it was anticipated that the Infrastructure Investment and Jobs Act, H.R. 3684, 117th Cong. (2021) directing the FCC to adopt final rules modifying and extending the Emergency Broadband Benefit Program (EBBP) to the Affordable Connectivity Program (ACP) would be signed into law that week. Ms. Sekar informed the Board that a request would be forthcoming to vote via unanimous consent to approve the Memorandum of Understanding agreement between USAC and the FCC for the implementation of the ACP. Ms. Sekar acknowledged the tremendous effort USAC staff and contractors would undertake to close out the EBBP by December 30, 2021 and launch the ACP by December 31, 2021.

Ms. Schell reported an increase to the Community Eligibility Provision (CEP) multiplier from 1.6 to 2.5 and noted this change may require efforts similar to ACP to adjust the CEP multiplier in the E-Rate Productivity Center tool.

On a motion duly made and seconded, the Board adjourned at 12:25 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

**Tuesday, November 16, 2021
Written Unanimous Consent
Please respond by November 16, 2021 6:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
—	a1. Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding the Affordable Connectivity Program <i>Attorney/Client Privileged Communication</i>	—

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

BOARD OF DIRECTORS MEETING
Tuesday, November 16, 2021

MINUTES¹

During the non-quarterly meeting of the USAC Board of Directors (Board) held on Monday, November 15, 2021, the Board was notified that a vote by unanimous written consent for the approval of the Memorandum of Understanding (MOU) between the Federal Communications Commission (FCC) and USAC for the implementation of the Affordable Connectivity Program (ACP) would be forthcoming.

Previously, on February 3, 2021, the Board had approved an MOU between the FCC and USAC regarding the Emergency Broadband Benefit Program (EBBP). On November 15, 2021, the Infrastructure Investment and Jobs Act (Infrastructure Act) was signed into law. The Infrastructure Act directs the FCC to adopt final rules modifying and extending the EBBP to the ACP, a longer-term broadband affordability program. The Infrastructure Act authorizes the FCC to use USAC's services to implement the ACP, including developing and processing reimbursements and distributing funds to participating providers.

- a1. Consideration of Adoption of New FCC-USAC Memorandum of Understanding Regarding the Affordable Connectivity Program.** On November 15, 2021, briefing papers were distributed to the Board requesting members to vote electronically for this matter pursuant to Article II, Section 9 of USAC's By-laws.² Responses to approve adoption of the new FCC-USAC MOU regarding the ACP were timely received on November 16, 2021, providing unanimous consent from all 18 Board members (there is one vacancy). The Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors hereby approves the adoption of the new FCC-USAC Memorandum of Understanding (MOU) regarding the Affordable Connectivity Program recommended by USAC management, and the Board authorizes management, subject to making editorial changes agreed upon by USAC and FCC, to execute the new MOU as proposed.

/s/ Olivia Wein
Secretary

¹ Draft resolutions were presented to the Board prior to the Board vote. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

² See USAC By-laws, Article II, § 9 ("Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.").

Universal Service Administrative Company
Joint Meeting of the High Cost & Low Income Committee and the
Board of Directors
Meeting Agenda

<p>Thursday, December 2, 2021 12:00 p.m. – 12:30 p.m. ET</p> <p>Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</p>
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<p style="text-align: center;">ACTION ITEMS <i>Executive Session Recommended – Confidential</i></p>		<p style="text-align: center;"><i>Estimated Duration in Minutes</i></p>
Chris	a1. Consideration of a Task Order Award for the Emergency Broadband Benefit Program/ Affordable Connectivity Program and Lifeline Program Email Services	5
Chris	a2. Consideration of a Sole Source Contract Award for Affordable Connectivity Program Call Center Services and a Contract Modification for Lifeline Program Call Center Services	5
Chris	a3. Consideration of a Contract Modification for Affordable Connectivity Program and Lifeline Program Business Process Outsourcing Services	5
Chris	a4. Consideration of a Modification to Task Order for Long Term Project Management Office Services	5

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

BOARD OF DIRECTORS MEETING
Thursday, December 2, 2021

MINUTES¹

Due to USAC's maximum telework allowance in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Thursday, December 2, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:03 p.m. Eastern Time, with a quorum of 11 of the 18 Board members present (there is one vacancy):

Buzacott, Alan	Sekar, Radha – Chief Executive Officer
Freeman, Sarah	Skrivan, Michael
Gillan, Joe – Chair	Waller, Jeff
Gregory, Amber	Wein, Olivia – Secretary
Mason, Ken – Vice Chair	Wibberly, Dr. Kathy
Schell, Julie Tritt – Treasurer	

Due to a scheduling conflict, Dr. Kathy Wibberly left the meeting at 12:27 p.m. Eastern Time. She did not take action on or participate in the discussion of item a4.

Member of the Board not present:

Choroser, Beth	Jacobs, Ellis
Domenech, Dr. Dan	Polk, Stephanie
Feiss, Geoff	Wade, Dr. Joan
Fontana, Brent	

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries
Garber, Michelle – Vice President of Finance and Chief Financial Officer
Hughet, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Faunce, Donna	USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

<u>NAME</u>	<u>COMPANY</u>
Miller, Arielle	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Phillippi, Megan	USAC
Tiwari, Tanya	USAC
Williams, Erin	USAC

OPEN SESSION

- a1. Consideration of a Task Order Award for the Emergency Broadband Benefit Program/Affordable Connectivity Program and Lifeline Program Email Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a2. Consideration of a Sole Source Contract Award for Affordable Connectivity Program Call Center Services and a Contract Modification for Lifeline Program Call Center Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a3. Consideration of a Contract Modification for Affordable Connectivity Program and Lifeline Program Business Process Outsourcing Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a4. Consideration of a Modification to Task Order for Long Term Project Management Office Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

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

EXECUTIVE SESSION

- a1. Consideration of a Task Order Award for the Emergency Broadband Benefit Program/Affordable Connectivity Program and Lifeline Program Email Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a task order to Grant Thornton Public Sector LLC under the USAC Professional Services indefinite delivery/indefinite quantity agreement for the performance of professional services for email processing to support the Emergency Broadband Benefit Program and the Affordable Connectivity Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management, to award a Task Order under USAC's Professional Services indefinite delivery/indefinite quantity agreement to Grant Thornton Public Sector LLC for the performance of professional services for email processing to support the Emergency Broadband Benefit Program and the Affordable Connectivity Program. The Task Order will have a base period of twelve (12) months for an amount not-to-exceed \$5,463,237.22 (plus applicable taxes), using congressionally appropriated funds, to support the Emergency Broadband Benefit Program and the Affordable Connectivity Program, subject to required Federal Communications Commission approval.

- a2. Consideration of a Sole Source Contract Award for Affordable Connectivity Program Call Center Services and a Contract Modification for Lifeline Program Call Center Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a sole source contract for call center services to Conduent to support the Affordable Connectivity Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes management to award a sole source contract for call center services to Conduent State & Local Solutions, Inc. to support the Affordable Connectivity Program for a not-to-exceed amount of \$21,500,000.00 (plus applicable taxes) over a period of performance of twelve (12) months, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a3. Consideration of a Contract Modification for Affordable Connectivity Program and Lifeline Program Business Process Outsourcing Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify USAC's existing contract with Maximus to include application processing services in support of the Affordable Connectivity Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, authorizes USAC management to modify USAC's contract with Maximus Federal Services, Inc. to include application processing services in support of the Affordable Connectivity Program for a not-to-exceed amount of \$11,500,000.00 (plus applicable taxes) for a period of twelve (12) months, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a4. Consideration of a Modification to Task Order for Long Term Project Management Office Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify the existing Deloitte project management task order for services related to the Affordable Connectivity Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to modify the task order with Deloitte Consulting LLP as follows: (i) extend the base period expiration date from March 9, 2022 to December 31, 2022; and (ii) increase the base period not-to-exceed amount by \$3,000,000.00 (plus applicable taxes), using congressionally appropriated funds, for services related to the Affordable Connectivity Program, thereby increasing the total not-to-exceed amount for the

base period from \$10,200,258.00 (plus applicable taxes) to \$13,200,258.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

OPEN SESSION

At 12:32 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1 – a4.

On a motion duly made and seconded, the Board adjourned at 12:33 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

**Thursday, December 16, 2021
1:00 p.m. – 2:00 p.m. ET
Virtual Meeting
USAC Offices
700 12th Street, N.W., Suite
900 Washington, D.C. 20005**

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Modification for Microsoft Enterprise Agreement	5
Chris	a2. Consideration to Exercise Option Year for High Cost Broadband Network & Engineering Audit Services	5

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

BOARD OF DIRECTORS MEETING
Thursday, December 16, 2021

MINUTES¹

Due to USAC's maximum telework allowance in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Thursday, December 16, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:02 p.m. Eastern Time, with a quorum of 14 of the 18 Board members present (there is one vacancy):

Choroser, Beth	Mason, Ken – Vice Chair
Domenech, Dr. Dan	Sekar, Radha – Chief Executive Officer
Feiss, Geoff	Skrivan, Michael
Fontana, Brent	Wade, Dr. Joan
Freeman, Sarah	Waller, Jeff
Gillan, Joe – Chair	Wein, Olivia – Secretary
Gregory, Amber	Wibberly, Dr. Kathy

Julie Tritt Schell, Treasurer, joined the meeting at 1:12 p.m. Eastern Time. She did not take action on or participate in the discussion of items a1-a2.

Members of the Board not present:

Buzacott, Alan	Polk, Stephanie
Jacobs, Ellis	

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Delmar, Teleshia – Vice President of Audit and Assurance
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Sweeny, Mark – Vice President of Rural Health Care

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Phillippi, Megan	USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

NAME

Tiwari, Tanya
Williams, Erin

COMPANY

USAC
USAC

OPEN SESSION

- a1. **Consideration of a Contract Modification for Microsoft Enterprise 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

- a2. **Consideration to Exercise Option Year for High Cost Broadband Network & Engineering Audit Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

At 1:03 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing the confidential items listed above.

EXECUTIVE SESSION

- a1. **Consideration of a Contract Modification for Microsoft Enterprise Agreement.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to increase the total amount of USAC's three-year Microsoft Enterprise Agreement with Microsoft.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to increase the total amount of USAC's three-year Microsoft Enterprise Agreement with Microsoft by \$967,000.00 (plus applicable taxes), from a not-to-exceed amount of \$1,886,940.40 (plus applicable taxes) to a new

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total not-to-exceed amount of \$2,853,940.40 (plus applicable taxes) to procure additional licenses and support, subject to required Federal Communications Commission approval.

- a2. Consideration to Exercise Option Year for High Cost Broadband Network & Engineering Audit Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to exercise the first one-year option to extend the three (3) indefinite delivery indefinite quantity contracts for the High Cost broadband network and engineering audit services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first one-year option of the three (3) indefinite delivery indefinite quantity contracts with: (1) Elite Systems, Inc.; (2) CN Ventures, Inc.; and (3) Tilson Technology Management, Inc., subject to required Federal Communications Commission approval, for the performance of High Cost broadband and engineering audit services for the total cumulative not-to-exceed amount of \$3,100,000.00 (plus applicable taxes).

OPEN SESSION

At 1:12 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Mr. Gillan reported that, in *Executive Session*, the Board discussed and took action on items a1 – a2.

On a motion duly made and seconded, the Board adjourned at 1:13 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

**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

ACTION ITEMS <i>Open Session</i>		<i>Estimated Duration in Minutes</i>
Chair	a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees	5

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a2. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services	5

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

BOARD OF DIRECTORS MEETING
Thursday December 30, 2021

MINUTES¹

Due to USAC's maximum telework allowance in response to the COVID-19 pandemic, the non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Thursday, December 30, 2021. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:04 p.m. Eastern Time, with a quorum of 12 of the 18 Board members present (there is one vacancy):

Buzacott, Alan	Sekar, Radha – Chief Executive Officer
Choroser, Beth	Skrivan, Michael
Freeman, Sarah	Wade, Dr. Joan
Gillan, Joe – Chair	Waller, Jeff
Gregory, Amber	Wein, Olivia – Secretary
Mason, Ken – Vice Chair	Wibberly, Dr. Kathy

Due to technical difficulties, Mr. Geoff Feiss joined the meeting at 12:08 p.m. Eastern Time. He did not vote on or participate in the discussion of items a1- a2.

Members of the Board not present:

Domenech, Dr. Dan	Polk, Stephanie
Fontana, Brent	Schell, Julie Tritt – Treasurer
Jacobs, Ellis	

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Hughet, Pamela – Vice President of Lifeline

Others present:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	USAC
Phillippi, Megan	USAC
Tiwari, Tanya	USAC
Williams, Erin	USAC

¹ Draft resolutions were presented to the Board prior to the Board meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language, where necessary, or to correct grammatical or spelling errors.

OPEN SESSION

All materials from *Open Session* can be found on the [USAC website](#).

- a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees.** Mr. Gillan presented this item for consideration. The presentation included a written report on the election of seven members to the USAC Board of Directors, pursuant to Federal Communications Commission regulations and USAC's corporate By-laws, and to committees by virtue of the constituencies that such Board members represent.

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

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 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.

² Each 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.

At 12:06 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into ***Executive Session*** for the purpose of discussing confidential items. Only members of the Board and USAC staff were present.

EXECUTIVE SESSION

- a2. **Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify its existing contract with Ernst & Young to provide additional call center services to support the Affordable Connectivity Program.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to modify USAC's existing contract with Ernst & Young LLP to add call center services to support the Affordable Connectivity Program for a not-to-exceed amount of \$3,095,680.00 (plus applicable taxes) over a period of performance of four (4) months from December 31, 2021 to April 30, 2022, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund. The not-to-exceed amount for the base year of the contract with Ernst & Young shall be increased to \$7,895,680.00 (plus applicable taxes).

OPEN SESSION

At 12:09 p.m. Eastern Time, on a motion duly made and seconded, the Board moved out of ***Executive Session*** and immediately reconvened in ***Open Session***, at which time Mr. Gillan reported that, in ***Executive Session***, the Board took action on item a2.

Ms. Sekar reported the reinstatement of mandatory telework for all USAC staff starting January 3, 2022 and the postponement of the office reopening date to March 1, 2022 due to concerns about the COVID-19 Omicron variant. Ms. Sekar noted that, although subject to change, the Quarterly Committee and Board meetings scheduled for January 24-25, 2022 will take place in-person for Board members and limited staff with the option for remote participation for those unable to or concerned about travel to Washington, DC to attend the meetings. A link will be provided for the public to register and virtually attend the Open Session portions of the meetings.

On a motion duly made and seconded, the Board adjourned at 12:14 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

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- a2. **Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services.** 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 Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors approves discussion of this item in *Executive Session*.

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EXECUTIVE SESSION

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/s/ Olivia Wein
Secretary