

Universal Service Administrative Company
Board of Directors
Quarterly Meeting
Agenda

Tuesday, January 25, 2022
10:00 a.m. – 2:10 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 October 21 and 26; November 15 and 16; December 2, 16, and 30, 2021. B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> C. Review of the 2022 Audit Committee Charter D. Approval of April 2023 - January 2024 Board of Directors Quarterly Meeting Schedule	5
Chair	a2. Annual Election of Committee At-Large Seats, Chairs and Vice Chairs and Election of Appointment of Corporate Officers.	15
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
Michelle	a4. Approval of Connected Care Pilot Program 2nd Quarter 2022 Budget and Demand Projection for the January 31, 2022 FCC Filing	5
Mark	i1. Connected Care Pilot Program Update (<i>For Information Only</i>)	-
Michelle	a5. Approval of USAC Common and Consolidated 2nd Quarter 2022 Budgets for the January 31, 2022 FCC Filing	10
Craig/ Christine/ Pam	i2. Enterprise Business Updates A. CEO Update <ul style="list-style-type: none"> • 2021 Accomplishments B. Appropriated Programs <ul style="list-style-type: none"> • Emergency Connectivity Fund Update • Round 2 COVID-19 Telehealth Program Update • Emergency Broadband Benefit Program/Affordable Connectivity Program Update 	10 5 5 5
Stephen	C. Shared Services Update <ul style="list-style-type: none"> • 2021 Annual Report Timeline • Call Center Transition 	10

Kyle	D. IT Update <ul style="list-style-type: none"> IT Modernization Efforts 	10
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<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Radha/Craig	i3. Enterprise Business Updates (Continued) A. CEO Update <ul style="list-style-type: none"> Appropriated Programs Update <ol style="list-style-type: none"> Emergency Broadband Benefit Program Close and Affordable Connectivity Program Challenges Emergency Connectivity Fund Invoicing 	15
Chris	B. Enterprise Risk Management Update: <ol style="list-style-type: none"> 4Q 2021 Risk Management Risk Management Council Minutes <i>(For Information Only)</i>	–
Chris/Erin	C. <ol style="list-style-type: none"> Procurement Business Update <i>(For Information Only)</i> Annual Competition Advocate Report 	10
Michelle	D. Information on Contribution Factor	5
Erin	a6. Review of Statement of Ethical Conduct for Members of the USAC Board of Directors and Board Member Annual Disclosure of Corporate or Entity Affiliations Form	10
Erin	a7. Consideration to Approve an Amendment to the Acknowledgement of Confidentiality Agreement	5
Michelle	a8. Approval of 2022 Annual USAC Common and Consolidated Budgets	15
Michelle	a9. Approval of Connected Care Pilot Program 2022 Annual Budget	5
Chris	a10. Consideration of a Contract Award for Oracle Technical Support	5
Chris	a11. Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for Affordable Connectivity Program Portal	5
Chris	a12. Consideration of a Contract Award for WordPress Hosting Services	5
Chris	a13. Consideration of a Contract Modification for Red Hat	5
Chris	a14. Consideration of a Task Order Award for Contributor Revenue Audit Services	5
Chris	a15. Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Zayo)	5
Chris	a16. Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Cogent)	5
Chris	a17. Consideration of a Contract Award for Cisco WebEx FedRamp	5

<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
	Licenses	
Chris	a18. Consideration of a Contract Modification for Analysis and Project Management Office Support for the Enterprise Resource Planning System	5
Teleshia	i4. Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Report <i>(For Information Only)</i>	–
Chair	a19A. Personnel Matter	5
Chair	a19B. Personnel Matter	5
Chair	i5. Confidential Executive Session: Board of Directors Only	25

Next Scheduled USAC Board of Directors Meeting

Tuesday, April 26, 2022 USAC Offices, Washington, D.C.

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

BOARD OF DIRECTORS MEETING
Tuesday, January 25, 2022

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, January 25, 2022. 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 18 of the 19 Board members present:

Buzacott, Alan – *by telephone*
Chalk, Indra – *by telephone*
Choroser, Beth – *by telephone*
Domenech, Dr. Dan
Fontana, Brent – *by telephone*
Freeman, Sarah
Gillan, Joe – Chair
Gregory, Amber – *by telephone*
Jacobs, Ellis – *by telephone*

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

Members of the Board not present:

Feiss, Geoff

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer
Butler, Stephen – Vice President of Shared Services
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
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.

NAME

Burgess, Melody – *by telephone*
Carlin, Tyler – *by telephone*
Case, Kevin – *by telephone*
James, Christine – *by telephone*
Kriete, Debra – *by telephone*
Nuzzo, Patsy
Pace, Regina – *by telephone*
Phillippi, Megan
Shrader, Theresa – *by telephone*
Tiwari, Tanya
Williams, Erin

COMPANY

USAC
KPMG
USAC
USAC
State E-Rate Coordinators' Alliance
USAC
USAC
USAC
Broadband Legal Strategies, LLC
USAC
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 21 and 26; November 15 and 16; and December 2, 16, and 30, 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 and Annual Competition Advocate Report. USAC management recommended that these items be discussed in ***Executive Session*** because they relate 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** – Review of Statement of Ethical Conduct for Members of the USAC Board of Directors and Board Member Annual Disclosure of Corporate or Entity Affiliations Form. USAC management recommended that discussion of this item be conducted in *Executive Session* because the discussion may include examples of how the Statement and Disclosure Form apply, and could include specific facts protected by the *attorney/client privilege*.
- (3) **a7** – Consideration to Approve an Amendment to the Acknowledgement of Confidentiality Agreement. USAC management recommended that discussion of this item be conducted in *Executive Session* because the discussion of the Confidentiality Agreement may include examples of how the Agreement applies, and could include specific facts protected by the *attorney/client privilege*.
- (4) **a8** – Approval of 2022 Annual USAC Common and Consolidated Budgets. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (5) **a9** – Approval of 2022 Annual Connected Care Pilot Program Budget. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (6) **a10** – Consideration of a Contract Award for Oracle Technical Support. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (7) **a11** – Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for Affordable Connectivity Program Portal. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (8) **a12** – Consideration of a Contract Award for WordPress Hosting Services. USAC management recommended that this item be

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

- (9) **a13** – Consideration of a Contract Modification for Red Hat. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (10) **a14** – Consideration of a Task Order Award for Contributor Revenue Audit Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (11) **a15** – Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Zayo). USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (12) **a16** – Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Cogent). USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (13) **a17** – Consideration of a Contract Award for Cisco WebEx FedRamp Licenses. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (14) **a18** – Consideration of a Contract Modification 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*.
- (15) **i4** – Information on One USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Report. USAC management recommended that this item be discussed in *Executive Session* because it relates to *specific 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.
- (16) **a19A & B** – *Personnel Matter*: USAC management recommended that discussion of these items occur in *Executive Session* because they involve *internal personnel matters*.

- (17) **i5** – 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. Review of the 2022 Audit Committee Charter

D. Approval of April 2023 – January 2024 Board of Directors Quarterly Meeting Schedule.

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 21, October 26, November 15, November 16, December 2, December 16, and December 30, 2021; and (2) discussion in ***Executive Session*** of the items noted above; and

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed the revised 2022 Audit Committee Charter presented by the Audit Committee, hereby accepts the recommendation of the Audit Committee and approves the revised 2022 Audit Committee Charter; and

RESOLVED FURTHER, that the USAC Board of Directors adopts the Board of Directors and committee quarterly meetings schedule for April 2023 through January 2024.

- a2. **Annual Election of Committee At-Large Seats, Chairs and Vice Chairs and Election of Appointment of Corporate Officers.** Mr. Gillan introduced this item to the Board requesting that Dr. Wade, Chair of the Nominating Committee, report on the Nominating Committee's recommendations for the election of committee chairs, vice chairs, and at-large members, corporate officers, and the appointment of USAC staff members as Assistant Secretary and Assistant Treasurer.

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

Election of Board Members to Committee At-Large Seats

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: Olivia Wein** (at-large member) and **Ken Mason** (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 High Cost & Low Income Committee), **Brent Fontana** (representing the Rural Health Care Committee), **Beth Choroser** (representing the Schools & Libraries 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), **Julie Tritt Schell** (at-large member), **Dr. Joan Wade** (at-large member) and **Dr. Kathy Wibberly** (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).

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.

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 **Erin Williams** as Assistant Secretary of the corporation and **Michelle Garber** 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.

- a3. **Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee.** Ms. Choroser 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.
- a4. **Approval of Connected Care Pilot Program 2nd Quarter 2022 Budget and Demand Projection for the January 31, 2022 Federal Communications Commission (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 2nd quarter 2022 demand projection for the January 31, 2022 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 2022 Connected Care Pilot Program direct budget of \$0.00 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.00 million for Connected Care Pilot Program administrative costs in the required January 31, 2022 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 January 25, 2022 the 2nd Quarter 2022 Connected Care Pilot Program demand estimate of \$7.81 million, hereby directs USAC staff to proceed with the required January 31, 2022 filing to the Federal Communications Commission 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.
- a5. **Approval of USAC Common and Consolidated 2nd Quarter 2022 Budgets for the January 31, 2022 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 2nd Quarter 2022 budgets for the January 31, 2022 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 2022 common budget of \$24.07 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$24.07 million for common costs in the required January 31, 2022 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 2nd Quarter 2022 consolidated budget to administer the Universal Service Fund of \$58.09 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$58.09 million for consolidated costs in the required January 31, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. **Enterprise Business Updates:**

Available For Public Use

- A. CEO Update.** Ms. Sekar provided a verbal update on USAC's 2021 accomplishments.
- B. 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. Hugnet presented PowerPoint slides providing updates on the Emergency Broadband Benefit Program and the Affordable Connectivity Program.
- C. Shared Services Update.** Mr. Butler presented PowerPoint slides providing updates on the 2021 annual report timeline and the call center transition.
- D. IT Update.** Mr. Hutchinson presented PowerPoint slides providing updates on IT modernization efforts.

At 11:19 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 presented a verbal update on appropriated programs including the Emergency Broadband Benefit Program closeout, Affordable Connectivity Program challenges, and Emergency Connectivity Fund invoicing.

The Board recessed at 11:45 a.m. Eastern Time and reconvened in ***Executive Session*** at 12:15 p.m. Eastern Time.

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:

- Q4 2021 Enterprise Risk Management Update
- Q4 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 Q4 2021 and Q1 2022 anticipated activities.

C2. Annual Competition Advocate Report. Mr. Gillan noted there would be no formal presentation of the report unless Board members had questions pertaining to the report's contents. No discussion was held.

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 2nd Quarter 2022 contribution factor.

- a6. Review of Statement of Ethical Conduct for Members of the USAC Board of Directors and Board Member Annual Disclosure of Corporate or Entity Affiliations Form.** Ms. Williams presented this item to the Board. The

presentation included a report detailing USAC management's request that the Board review and reaffirm the Statement of Ethical Conduct for Members of the USAC Board of Directors without revision, and approve minor revisions to the Director Affiliation Disclosure Form.

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

RESOLVED, that the USAC Board of Directors hereby reaffirms the Statement of Ethical Conduct for Members of the USAC Board of Directors without revision, and approves the Director Affiliation Disclosure Form, as revised.

- a7. Consideration to Approve an Amendment to the Acknowledgement of Confidentiality Agreement.** Ms. Williams presented this item to the Board. The presentation included a report detailing USAC management's recommendation that the Board adopt a revision to the USAC Confidential Information and Disclosure Agreement.

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

RESOLVED, that the USAC Board of Directors adopts the proposed revision of the USAC Confidentiality Agreement.

At the request of the Vice President of Finance and Chief Financial Officer, item a9 was presented for consideration to the Board prior to item a8.

- a9. Approval of Connected Care Pilot Program 2022 Annual Programmatic Budget.** Ms. Garber presented this item for consideration. The presentation included a written report on USAC management's recommendations for the Connected Care Pilot Program 2022 annual programmatic budget.

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

RESOLVED, that the USAC Board of Directors approves a 2022 annual programmatic budget for the Connected Care Pilot Program of \$0.16 million.

- a8. Approval of 2022 Annual USAC Common and Consolidated Budgets.** Ms. Garber presented this item for consideration. The presentation included a written report on USAC management's recommendations for the 2022 annual USAC common and consolidated budgets.

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

RESOLVED, that the USAC Board of Directors approves the 2022 annual common budget of \$109.57 million; and

RESOLVED FURTHER, that the USAC Board of Directors approves a 2022 annual consolidated budget of \$238.39 million.

- a10. Consideration of a Contract Award for Oracle 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 firm-fixed price contract for Oracle licenses and technical 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for Oracle licenses and technical support with Oracle America, Inc. for nineteen (19) months for a not-to-exceed amount of \$2,183,084.40 (plus applicable taxes), with such amount including a contingency of \$200,000.00 (plus applicable taxes) to cover potential increases in the level of required support throughout the life of the contract.

- a11. Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for the Affordable Connectivity Program Portal.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify the Accenture contract 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 use congressionally appropriated funds to modify the contract with Accenture Federal, LLC by: (i) extending the base period expiration date from April 7, 2022 to December 31, 2022; and (ii) increasing the base period not-to-exceed amount by \$4,300,000.00 (plus applicable taxes), for services related to the Affordable Connectivity Program, thereby increasing the total not-to-exceed amount for the base period from \$2,800,000.00 (plus applicable taxes) to \$7,100,000.00 (plus applicable taxes).

- a12. Consideration of a Contract Award 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 award a contract for WordPress hosting and consulting 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 management, subject to required Federal Communications Commission approval, to award a contract to New Tech Solutions, Inc. for WordPress hosting and consulting services for a firm-fixed price of \$342,033.36 (plus applicable taxes) over a twelve (12) month base period and two (2) additional one-year option terms, plus an additional 15 percent contingency reserve in the amount of \$51,305.00 (plus applicable taxes) for a total not-to-exceed amount of \$393,338.36 (plus applicable taxes) over the base period and two (2) one-year option terms.

- a13. Consideration of a Contract Modification for Red Hat.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify the Red Hat 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 management to increase the amount of its three-year Red Hat Enterprise License Agreement with Axelliant, LLC by \$100,000 (plus applicable taxes) from a not-to-exceed price of \$1,440,087.13 (plus applicable taxes) to a not-to-exceed price of \$1,540,087.13 (plus applicable taxes), subject to required Federal Communications Commission approval, to procure additional licenses and support.

- a14. Consideration of a Task Order Award for Contributor Revenue Audit Services.** 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 for contributor revenue 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 award a time and material task order under the USAC Professional Services Indefinite Delivery/Indefinite Quantity contract to Moss Adams LLP for contributor revenue audit services for a period of twelve (12) months for a not-to-exceed price of \$919,375.00 (plus applicable taxes).

- a15. Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Zayo).** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify the ISP and WAN services contract with Zayo.

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 two-year period of performance of USAC's ISP and WAN services contract with Zayo Group, LLC by three (3) months, thereby extending the expiration date from April 30, 2022 to July 30, 2022, and to increase the total not-to-exceed amount for the period by \$70,000.00 (plus applicable taxes) from \$247,100.00 (plus applicable taxes) to \$317,100.00 (plus applicable taxes).

- a16. Consideration of a Contract Modification for Internet Service Provider (ISP) and Wide Area Network (WAN) Services (Cogent).** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to management's recommendation to modify the ISP and WAN services contract with Cogent Communications Inc.

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 of the Internet Service Provider and Wide Area Network services contract with Cogent Communications Inc. by five (5) months, thereby extending the expiration date from May 11, 2022 to October 11, 2022, and to increase the total not-to-exceed amount for the period by \$45,000.00 (plus applicable taxes) from \$225,000.00 (plus applicable taxes) to \$270,000.00 (plus applicable taxes).

- a17. Consideration of a Contract Award for Cisco WebEx FedRAMP Licenses.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award contract for Cisco for WebEx FedRAMP licenses and support to Iron Bow Technologies, LLC.

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 three-year, firm-fixed price contract for Cisco WebEx FedRAMP licenses and support to Iron Bow Technologies, LLC for a total not-to-exceed price of \$901,403.34 (plus applicable taxes).

- a18. Consideration of a Contract Modification for Analysis and Project Management Office Support for the Enterprise Resource Planning System.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify its contract with Ernst & Young for an enterprise resource planning system project.

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 contract with Ernst & Young U.S. LLP as follows: (i) increase the total not-to-exceed amount of the current one-year option period by \$1,800,000.00 (plus applicable taxes), from \$749,744.00 (plus applicable taxes) to \$2,549,744.00 (plus applicable taxes); (ii) add \$4,200,000.00 (plus applicable taxes) to the second one-year option period amount, and (iii) add \$500,000.00 (plus applicable taxes) to the third one-year option period for financial systems and process analysis, functional system requirements gathering, and project management office support for an Enterprise Resource Planning system project. Upon approval of the proposed modification, the new total not-to-exceed contract amount will be \$11,910,000.00 over the base period and three option terms. Exercise of the second and third options is subject to required Federal Communications Commission and Board approvals.

- 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 that the summary and reports can be found in the Board Audit Briefing Book. No discussion was held.

At 12:52 p.m. Eastern Time, the meeting continued in ***Executive Session*** with only members of the Board and Patsy Nuzzo, Senior Advisor to the Board and CEO, present.

a19. *Personnel Matter:*

A: Personal Matter. Mr. Gillan presented this time to the Board for consideration.

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 2022 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, 2022.

B: Personal Matter: Consideration to Increase Annual Leave for USAC's Chief Executive Officer. Mr. Gillan presented this item to the Board for consideration.

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

RESOLVED, that the USAC Board of Directors, hereby approves an increase in annual leave for USAC's Chief Executive Officer.

At 12:55 p.m. Eastern Time, the Board continued in confidential ***Executive Session*** with only members of the Board present.

i5. Confidential *Executive Session*: Board of Directors Only. Mr. Gillan facilitated this discussion.

OPEN SESSION

At 1:10 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-a19 and discussed items i3A, i3D, and i5.

On a motion duly made and seconded, the Board adjourned at 1:10 p.m. Eastern Time.

/s/ Olivia Wein
Secretary

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

<p>Tuesday, February 22, 2022 2:00 p.m. – 3:00 p.m. ET 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 to Exercise Option Year for Third Party Identification and Verification Services for the Lifeline Program and the Affordable Connectivity Program	5
Chris	a2. Consideration of a Contract Award for Appian Cloud Services and Licenses	5
Chris	a3. Consideration of a Contract Award for ServiceNow Licenses and Support Renewal	5
Chris	a4. Consideration of a Contract Award for Puppet Enterprise Subscription	5
Chris	a5. Consideration of a Contract Award for Tableau Licenses and Support	5
Chris	a6. Consideration of a Contract Modification for Call Center Services and Customer Relationship Management System	5

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

BOARD OF DIRECTORS MEETING
Tuesday, February 22, 2022

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 Tuesday, February 22, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 2:01 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

Buzacott, Alan	Jacobs, Ellis
Choroser, Beth	Mason, Ken – Vice Chair
Domenech, Dr. Dan	Schell, Julie Tritt – Treasurer
Feiss, Geoff	Sekar, Radha – Chief Executive Officer
Fontana, Brent	Skrivan, Michael
Freeman, Sarah	Waller, Jeff
Gillan, Joe – Chair	Wein, Olivia – Secretary
Gregory, Amber	

Dr. Kathy Wibberly joined the meeting at 2:05 p.m. Eastern Time. She did not participate in the discussion of item a1. Stephanie Polk joined the meeting at 2:13 p.m. Eastern Time. She did not take action on or participate in the discussion of items a1, a2, and a3.

Member of the Board not present:

Chalk, Indra	Wade, Dr. Joan
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Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Hughet, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Williams, Erin – 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.

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Faunce, Donna	USAC
Nuzzo, Patsy	USAC
Pace, Regina	USAC
Phillippi, Megan	USAC
Theobald, Fred	USAC
Tiwari, Tanya	USAC

OPEN SESSION

- a1. **Consideration to Exercise Option Year for Third Party Identification and Verification Services for the Lifeline Program and the Affordable Connectivity 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 approves discussion of this item in *Executive Session*.

- a2. **Consideration of a Contract Award for Appian Cloud Services and 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 Award for ServiceNow Licenses and Support Renewal.** 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 Contract Award for Puppet Enterprise 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 approves discussion of this item in *Executive Session*.

- a5. **Consideration of a Contract Award for Tableau Licenses 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*.

- a6. **Consideration of a Contract Modification 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*.

At 2:01 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 to Exercise Option Year for Third Party Identification and Verification Services for the Lifeline Program and the Affordable Connectivity 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 first one-year option period of the contract with Transunion Public Sector for the performance of third party identification verification services 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, hereby authorizes USAC management to exercise the first one-year option period of its contract with Transunion Public Sector for the performance of third party identification verification services to accommodate new entrants/carriers and operation of the Affordable Connectivity Program from submission through authentication (Task 2). The one-year option will have an amount not-to-exceed \$440,000.00 (plus applicable taxes), using congressionally appropriated funds, to support the Affordable Connectivity Program.

- a2. Consideration of a Contract Award for Appian Cloud Services and Licenses.** 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 for Appian 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for Appian licenses and support to Appian Corporation for a term of thirty-six (36) months for a total not-to-exceed amount of \$13,785,697.32 (plus applicable taxes), which includes a contingency of \$150,000.00 (plus applicable taxes) to cover potential increases in the level of required licensing and support throughout the life of the contract.

- a3. Consideration of a Contract Award for ServiceNow Licenses and Support Renewal.** 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 for ServiceNow 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for ServiceNow licenses and support to vCloud Tech Inc. for twelve (12) months for a not-to-exceed amount of \$605,451.28 (plus applicable taxes), with such amount including a contingency of \$250,000.00 (plus applicable taxes) to cover: (i) projected increases in the number of licenses and support throughout the life of the contract; and (ii)

USAC's plan to move the current functions of its IT Service Desk over to ServiceNow.

- a4. Consideration of a Contract Award for Puppet Enterprise Subscription.** 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 for Puppet Enterprise 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for Puppet Enterprise licenses and support to New Tech Solutions, Inc. for a term of thirty-six (36) months for a not-to-exceed amount of \$278,395.00 (plus applicable taxes), with such amount including a contingency of \$25,309.00 (plus applicable taxes) to cover potential increases in the level of required licensing and support throughout the life of the contract.

- a5. Consideration of a Contract Award for Tableau Licenses and Support.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to award a two-year, firm-fixed price contract for Tableau 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 USAC management, subject to required Federal Communications Commission approval, to award a two-year, firm-fixed price contract to Tableau Software, LLC for Tableau licenses and support, for a total not-to-exceed price of \$601,320.00 (plus applicable taxes), with such amount including a contingency of \$60,000.00 (plus applicable taxes) to cover growth in the business units throughout the life of the contract.

- a6. Consideration of a Contract Modification for Call Center Services and Customer Relationship Management System.** 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 contract with Ernst & Young LLP to include full scope, omni-channel customer service to stakeholders that is currently performed by the USAC Financial Operations customer service team.

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 its existing contract with Ernst & Young LLP to include full scope, omni-channel customer service to stakeholders that is currently performed by the USAC Financial Operations customer service team. The additional service requested shall be performed under the current contract terms, period of performance, and 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 terms, 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.

OPEN SESSION

At 2:25 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 2:26 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

**Tuesday, April 26, 2022
10:00 a.m. –1:30 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 January 25 and February 22, 2022 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i>	5
Chair	i1. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Michelle	a2. Approval of Connected Care Pilot Program 3rd Quarter 2022 Budget and Demand Projection for the May 2, 2022 Federal Communications Commission Filing	5
Mark	i2. Connected Care Pilot Program Update (<i>For Information Only</i>)	-
Michelle	a3. Approval of USAC Common and Consolidated 3rd Quarter 2022 Budgets for the May 2, 2022 FCC Filing	10
Radha	i3. Enterprise Business Updates A. CEO Update <ul style="list-style-type: none"> • Return to office status update • High-level appropriated programs update 	10
Craig/ Pam	B. Appropriated Programs <ul style="list-style-type: none"> • Emergency Connectivity Fund (ECF) Update • Emergency Broadband Benefit (EBB) Program and Affordable Connectivity Program (ACP) Update 	5 5
Stephen	C. Shared Services Update <ul style="list-style-type: none"> • Stakeholder Satisfaction: Call Center Survey • Customer Relationship Management (CRM) Overview 	10

<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Radha Kyle	i4. Enterprise Business Updates (<i>Continued</i>) A1. CEO Update <ul style="list-style-type: none"> • Program Management Approach for Program Systems Development • Annual Report Feedback A2. Information Security Update <ul style="list-style-type: none"> • Log4J Update • Cybersecurity Executive Order Goals • FISMA Compliance Update 	30
Chris	B. Enterprise Risk Management: <ol style="list-style-type: none"> 1. 1Q 2022 Risk Management Update 2. 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	a4. Consideration of a Task Order Award for High Cost Payment Quality Assurance (PQA) Assessments	5
Chris	a5. Consideration of a Contract Award for Information Security Program Compliance Support Services	5
Chris	a6. Consideration of a Contract Award for EnterpriseDB Postgres Licenses	5
Chris	a7. Consideration of a Multi-Award Task Order for Web Application Support Services	5
Chris	a8. Consideration of a Contract Award for IT Development and Technical Services to Support Appian-Based Platform	5
Chris	a9. Consideration to Exercise Option Year for Chief Information Security Officer (CISO) Advisory Services	5
Chris	a10. Consideration of a Contract Award for a Governance, Risk and Compliance (GRC) Tool and Professional Services	5
Chris	a11. Consideration of a Contract Award for Benefits Broker Services	5
Chris	a12. Consideration of a Contract Modification for Affordable Connectivity Program (ACP) Call Center Services	5
Teleshia	i5. Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Report (<i>For Information Only</i>)	—
Sabina	i6. <i>Personnel Matter:</i> Employee Engagement Survey	10
Chair	i7. Confidential Executive Session: Board of Directors Only	15

Next Scheduled USAC Board of Directors Meeting

Tuesday, July 26, 2022

USAC Offices, Washington, D.C.

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

BOARD OF DIRECTORS MEETING
Tuesday, April 26, 2022

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, April 26, 2022. 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 10:01 a.m. Eastern Time, with a quorum of 18 of the 19 Board members present:

Buzacott, Alan – *by telephone*
Chalk, Indra
Choroser, Beth
Domenech, Dr. Dan
Feiss, Geoff
Fontana, Brent
Freeman, Sarah – *by telephone*
Gillan, Joe – Chair
Gregory, Amber – *by telephone*

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

Members of the Board not present:

Wibberly, Dr. Kathy

Officers of the corporation present:

Beyerhelm, Chris – Chief Administrative Officer – *by telephone*
Butler, Stephen – Vice President of Shared Services
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, Chief Financial Officer, and Assistant Treasurer
Hughes, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Sweeney, Mark – Vice President of Rural Health Care – *by telephone*
Williams, Erin – Acting Vice President, 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.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Bolling, Christopher – <i>by telephone</i>	USAC
Carlin, Tyler – <i>by telephone</i>	KPMG
Goode, Vernell	USAC
Kriete, Debra – <i>by telephone</i>	State E-Rate Coordinators' Alliance
Little, Christopher – <i>by telephone</i>	USAC
Nuzzo, Patsy	USAC
Pace, Regina – <i>by telephone</i>	USAC
Parker, Ben	USAC
Phillippi, Megan	USAC
Sadirkhanova, Sabina	USAC
Schrader, Theresa – <i>by telephone</i>	Broadband Legal Strategies, LLC
Tiwari, Tanya – <i>by telephone</i>	Morgan Lewis
Wilson Jr., Jerusa Carl – <i>by telephone</i>	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 and February 22, 2022.

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

(1) i4 – Enterprise Business Updates (*Continued*).

A1. CEO Update. USAC management recommended that this item 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. 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*.

A2. Information Security Update. USAC management recommended that this item 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. In addition, this item might include 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, where

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 these items 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 *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*.

- (2) **a4** – Consideration of a Task Order Award for High Cost Payment Quality Assurance (PQA) Assessments. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (3) **a5** – Consideration of a Contract Award for Information Security Program Compliance Support Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (4) **a6** – Consideration of a Contract Award for EnterpriseDB Postgres Licenses. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (5) **a7** – Consideration of a Multi-Award Task Order for Web Application 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) **a8** – Consideration of a Contract Award for IT Development and Technical Services to Support Appian-Based Platform. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (7) **a9** – Consideration to Exercise Option Year for Chief Information Security Officer (CISO) Advisory Services. USAC management recommended that this item be discussed in *Executive Session*

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

- (8) **a10** – Consideration of a Contract Award for a Governance, Risk and Compliance (GRC) Tool and Professional Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (9) **a11** – Consideration of a Contract Award 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*.
- (10) **a12** – Consideration of a Contract Modification for Affordable Connectivity Program (ACP) Call Center Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (11) **i5** – Information on Two USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Report. USAC management recommended that this item be discussed in *Executive Session* because 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 – Personnel Matter:** Employee Engagement Survey. USAC management recommended that discussion of this item occur 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 resolution:

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of January 25 and February 22, 2022; and (2) discussion in *Executive Session* of the items noted above.

- i1. **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. Mr. Fontana presented the report for the Rural Health Care Committee. Dr. Domenech presented the report for the Schools & Libraries Committee.

- a2. Approval of Connected Care Pilot Program 3rd Quarter 2022 Budget and Demand Projection for the May 2, 2022 Federal Communications Commission (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 3rd quarter 2022 demand projection for the May 2, 2022 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 2022 Connected Care Pilot Program direct budget of \$0.03 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.03 million for Connected Care Pilot Program administrative costs in the required May 2, 2022 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 April 26, 2022 the 3rd Quarter 2022 Connected Care Pilot Program demand estimate of \$8.34 million, hereby directs USAC staff to proceed with the required May 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. 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.

- a3. Approval of USAC Common and Consolidated 3rd Quarter 2022 Budgets for the May 2, 2022 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 3rd Quarter 2022 budgets for the May 2, 2022 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 2022 common budget of \$29.22 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$29.22 million

for common costs in the required May 2, 2022 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 3rd Quarter 2022 consolidated budget to administer the Universal Service Fund of \$61.60 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$61.60 million for consolidated costs in the required May 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

i3. Enterprise Business Updates:

- A. CEO Update.** Ms. Sekar provided a verbal update on USAC's return to office status, and appropriated programs.
- B. Appropriated Programs.** Mr. Davis presented PowerPoint slides providing updates on the Emergency Connectivity Fund Program. Ms. Hughet presented PowerPoint slides providing updates on the Emergency Broadband Benefit Program and the Affordable Connectivity Program.
- C. Shared Services Update.** Mr. Butler presented PowerPoint slides providing updates on the Call Center Stakeholder Satisfaction Survey and an overview of the Customer Relationship Management system.

At 11:00 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

i4. Enterprise Business Updates (*Continued*):

A1. CEO Update. Ms. Sekar presented a verbal update on the program management approach for program systems development

A2. Information Security Update. Mr. Hutchinson presented PowerPoint slides providing an update on Log4J, the Cybersecurity Executive Order Goals, and FISMA compliance.

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:

- Q1 2022 Enterprise Risk Management Update
- Q1 2022 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 Q1 2022 and Q3 2022 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 3rd Quarter 2022 contribution factor.

- a4. Consideration of a Task Order Award for High Cost Payment Quality Assurance (PQA) Assessments.** 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 for the High Cost PQA assessments of selected carriers who receive Universal Service Fund High Cost 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 USAC management, subject to required Federal Communications Commission approval, to award a time and material task order under the USAC Professional Services Indefinite Delivery/Indefinite Quantity contract to Grant Thornton LLP for High Cost Payment Quality Assurance assessments of selected carriers who receive Universal Service Fund High Cost support for a not-to-exceed amount of \$1,935,772.80 (plus applicable taxes) over a twelve (12) month period of performance.

- a5. Consideration of a Contract Award for Information Security Program Compliance Support Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation award a contract for Information Security Program Compliance 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 contract to KPMG LLP for Information Security Program Compliance Support Services. The contract will have a not-to-exceed amount of \$3,833,187.20 (plus applicable taxes) over a twelve (12) month base period, with the ability to exercise three (3) additional one-year option terms, for a four (4) year total not-to-exceed amount of \$14,703,095.71 (plus applicable taxes). Exercise of options to extend the contract beyond the initial twelve (12) month base period is subject to Federal Communications Commission and Board of Director approval.

- a6. Consideration of a Contract Award for EnterpriseDB Postgres Licenses.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for EnterpriseDB Postgres 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 USAC management, subject to required Federal Communications Commission approval, to award a one-year, firm-fixed price contract for EnterpriseDB Postgres licenses and support to Axelliant LLC for a total not-to-exceed price of \$413,106.00 (plus applicable taxes).

- a7. Consideration of a Multi-Award Task Order for Web Application Support Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award two task orders to provide web application support services for the High Cost Program and the Lifeline 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, subject to required Federal Communications Commission approval, to award two time and material task orders under the USAC Professional Services Indefinite Delivery/Indefinite Quantity contract. The first task order award is to 22nd Century Technologies, Inc. to provide web application support services for the High Cost Program for a total not-to-exceed amount of \$2,408,742.60 (plus applicable taxes), over the twelve (12) month base period. The second task order award is to Accenture Federal Services LLC to provide web application support services for the Lifeline Program for a total not-to-exceed amount of \$3,628,464.96 (plus applicable taxes), over the twelve (12) month base period. Each task order will have a twelve (12) month base period, with the ability to exercise three (3) additional one-year option terms, subject to required Federal Communications Commission and Board approvals.

- a8. Consideration of a Contract Award for IT Development and Technical Services to Support Appian-Based Platform.** 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 provide systems development and technical services supporting the E-Rate Productivity

Center, the HC-CAP & HC-Verification System, the Connected Care Pilot, and Appian Enterprise Applications.

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 sole source contract to ICF Incorporated, LLC to continue providing systems development and technical services supporting the E-Rate Productivity Center, the HC-CAP & HC-Verification System, the Connected Care Pilot, and Appian Enterprise Applications. The contract will be a time and materials task order based contract with a not-to-exceed amount of \$10,500,000.00 (plus applicable taxes) for a twelve (12) month base period, which includes a contingency in the amount of \$772,468.00 (plus applicable taxes), with the ability to exercise two (2) additional one-year option terms. Exercise of option terms to extend the contract beyond the initial twelve (12) month base period is subject to FCC and Committee approval.

- a9. Consideration to Exercise Option Year for Chief Information Security Officer (CISO) Advisory Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to exercise the second one-year option of contract with Kybernet LLC for CISO advisory services supporting USAC IT security.

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 second one-year option of its firm-fixed price contract with Kybernet LLC for Chief Information Security Officer (CISO) advisory services supporting USAC Information Technology security for a not-to-exceed amount of \$367,790.33 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a10. Consideration of a Contract Award for a Governance, Risk and Compliance (GRC) Tool and Professional Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to management's recommendation award a contract for a GRC tool and professional 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 Four LLC for a governance, risk and compliance tool and professional services. The contract will have a not-to-exceed amount of \$438,600.00 (plus applicable taxes) over a twelve (12) month base period with the ability to exercise two (2) additional one-year option terms for a total not-to-exceed amount of \$1,065,800.00 (plus applicable taxes). USAC also requests that the Board approve a contingency in the amount of \$200,000.00 (plus applicable taxes) for additional professional and support services that can be utilized across the entire three-year period of performance. Exercise of option terms to extend the contract beyond the initial twelve (12) month base term are subject to FCC and Board approval.

- a11. Consideration of a Contract Award for Benefits Broker Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for benefits broker 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 Gallagher Benefit Services, Inc. for benefits broker services. The contract will have a total not-to-exceed (NTE) amount of \$495,663.00 (plus applicable taxes) over a twelve (12) month base period and three (3) additional one-year option terms. The cost of the contract is \$115,000.00 (plus applicable taxes) for the twelve (12) month base period, \$120,750.00 (plus applicable taxes) for the first one-year option term, \$126,787.00 (plus applicable taxes) for the second one-year option term, and \$133,126.00 (plus applicable taxes) for the third and final one-year option term. Exercise of option terms to extend the contract beyond the (12) month base period are subject to FCC and Board approval.

- a12. Consideration of a Contract Modification for Affordable Connectivity Program (ACP) Call Center Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify its contract with Ernst & Young to provide call center service to support the ACP.

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, and subject to required Federal Communications Board approval, authorizes management to modify its

contract with Ernst & Young, LLP to provide call center service to support the Affordable Connectivity Program, extending the period of performance by two (2) months for a total period of performance of six (6) months, and increasing the contract's not-to-exceed amount by \$1,600,000.00 (plus applicable taxes) for a total not-to-exceed amount of \$4,695,680.00 (plus applicable taxes). Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

The Board recessed at 12:25 p.m. Eastern Time. , The Board reconvened in ***Executive Session*** at 1:00 p.m. Eastern Time.

- 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 that the summary and reports can be found in the Board Audit Briefing Book. No discussion was held.

At 1:02 p.m. Eastern Time, the meeting continued in ***Executive Session*** with only members of the Board and officers of the corporation present.

- i6. Personnel Matter: Employee Engagement Survey.** Ms. Sadirkhanova presented PowerPoint slides highlighting the results of the USAC employee engagement survey.

At 1:27 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 2:05 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 a4-a12 and discussed items i4A1, i4A2, i4D, i6, and i7.

On a motion duly made and seconded, the Board adjourned at 2:05 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

Wednesday, May 18, 2022 1:00 p.m. – 2:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005
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BOARD OF DIRECTORS ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Award for Coupa Licenses and Support	5
Chris	a2. Consideration of Contract Award for Redundant Telecom Circuits and Related Service	5
Chris	a3. Consideration of a Contract Award for Amazon Web Services and GovCloud Hosting	5
Chris	a4. Consideration of a Contract Modification for Cisco Smartnet Support	5
Chris	a5. Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support Services	5
Chris	a6. Consideration of a Contract Modification for Long-Term Project Management Office Services for Emergency Connectivity Fund (ECF)	5
Chris	a7. Consideration of a Contract Modification for Call Center Services and Customer Relationship Management System	5
Chris	a8. Consideration of Contract Award for Computer Matching Program Operations and Maintenance Services (aHCLI01)	5
HIGH COST & LOW INCOME COMMITTEE ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of Contract Award for Computer Matching Program Operations and Maintenance Services (aBOD08)	5
Chris	a2. Consideration of a Task Order Award for High Cost System Modernization Project Management Office	5

Available For Public Use

	Services	
SCHOOLS & LIBRARIES COMMITTEE ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Task Order Award for E-Rate Legacy Systems and Future Enhancement Project Management Office Services	5

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

BOARD OF DIRECTORS MEETING
Wednesday, May 18, 2022

MINUTES¹

The non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Wednesday, May 18, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 1:01 p.m. Eastern Time, with a quorum of 13 of the 19 Board members present:

Buzacott, Alan	Gregory, Amber
Chalk, Indra	Mason, Ken – Vice Chair
Choroser, Beth	Schell, Julie Tritt – Treasurer
Feiss, Geoff	Sekar, Radha – Chief Executive Officer
Fontana, Brent	Skrivan, Michael
Freeman, Sarah	Wein, Olivia – Secretary
Gillan, Joe – Chair	

Dr. Kathy Wibberly joined the meeting at 1:12 p.m. Eastern Time. She did not take action or participate in the discussion of item a1 and she did not participate in the discussion of item a2.

Member of the Board not present:

Domenech, Dr. Dan	Wade, Dr. Joan
Jacobs, Ellis	Waller, Jeff
Polk, Stephanie	

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Butler, Stephen – Vice President of Shared Services
Davis, Craig – Vice President of Schools & Libraries
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Hughet, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Williams, Erin – 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.

Others present by telephone:

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

OPEN SESSION

- a1. **Consideration of a Contract Award for Coupa Licenses 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*.

- a2. **Consideration of Contract Award for Redundant Telecom Circuits and Related Service.** 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 Award for Amazon Web Services and GovCloud Hosting.** 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 Contract Modification for Cisco Smartnet 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*.

- a5. Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support 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*.

- a6. Consideration of a Contract Modification for Long-Term Project Management Office Services for Emergency Connectivity Fund (ECF)** 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*.

- a7. Consideration of a Contract Modification 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*.

- a8. Consideration of Contract Award for Computer Matching Program Operations and Maintenance 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 Coupa Licenses and Support.** 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 Coupa licenses 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for Coupa licenses and support services to Coupa Software, Inc. for a three (3) year period of performance for a not-to-exceed amount of \$640,801.35 (plus applicable taxes), with such amount including a contingency of \$30,514.35 (plus applicable taxes) to cover potential increases in licenses and required support throughout the life of the contract.

- a2. Consideration of Contract Award for Redundant Telecom Circuits and Related Service.** 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 redundant telecom circuits and related 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, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for redundant telecom circuits and related services with Clear Connection, Inc. for a 48-month period of performance for a not-to-exceed amount of \$431,938.56 (plus applicable taxes), with such amount including a contingency in the amount of \$30,000.00 (plus applicable taxes).

- a3. Consideration of a Contract Award for Amazon Web Services and GovCloud Hosting.** 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 Amazon Web Services and GovCloud hosting services.

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

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, and subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a firm-fixed price contract for Amazon Web Services and GovCloud hosting services to Amazon Web Services, Inc. for a twelve (12) month period of performance for a not-to-exceed price of \$600,000.00 (plus applicable taxes), with such amount including a contingency of \$120,000.00 (plus applicable taxes) to cover USAC additional hosting needs based on the 2022 USAC IT projects roadmap over the twelve (12) month period of performance.

- a4. Consideration of a Contract Modification for Cisco Smartnet Support.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify the contract with Truth Technology, Inc. to cover license conversion fees and potential increases in the required level support over the life of the 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 to increase the one-year amount of its contract with Truth Technology, Inc. to cover license conversion fees and potential increases in the required level support over the life of the agreement by \$50,000.00 (plus applicable taxes), with such amount including a contingency of \$20,288.12 (plus applicable taxes), increasing the total not-to-exceed amount to \$299,981.90 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a5. Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support 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 task order with Grant Thornton for Enterprise Architecture Assessment and support service.

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 base year amount of its firm-fixed price task order under the USAC Professional Services Indefinite Delivery/Indefinite Quantity contract (Contract No. USAC 20-015) with Grant Thornton for Enterprise Architecture Assessment and support services by \$670,840.00 (plus applicable taxes), increasing the total not-to-exceed amount to \$2,129,993.64 (plus applicable taxes) over the remainder of the base period.

- a6. Consideration of a Contract Modification for Long-Term Project Management Office Services for Emergency Connectivity Fund (ECF).** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify contract with Ernst & Young using congressionally appropriated funds to provide additional project and program management, call center, and business process outsourcing services to support implementation of the ECF 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, subject to required Federal Communications Commission approval, to increase the base year amount of its contract with Ernst & Young LLP using congressionally appropriated funds by \$3,670,826.00 (plus applicable taxes) to provide additional project and program management, call center, and business process outsourcing services to support implementation of the Emergency Connectivity Fund program, increasing the not-to-exceed price to \$15,831,126.00 (plus applicable taxes) over the remainder of the base period. This contract modification will also modify the current contract structure from time and materials to firm-fixed price.

- a7. Consideration of a Contract Modification for Call Center Services and Customer Relationship Management System.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to modify the contract with Ernst & Young to provide Customer Relationship Management implementation and additional call center services in support of USAC Financial Operations.

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 base period amount of its contract with Ernst & Young LLP to provide Customer Relationship Management implementation and additional call center services in support of USAC Financial Operations by \$793,280.00 (plus applicable taxes), increasing the not-to-exceed price to \$5,593,280.00 (plus applicable taxes) over the remainder of the base period.

- a8. Consideration of Contract Award for Computer Matching Program Operations and Maintenance Services.** Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation award a contract for operations and maintenance services and IT security incident work in support of the currently developed and in-use application programming interface providing automated computer matching for eligibility verifications for 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 one-year sole source contract to the Centers for Medicare and Medicaid Services for operations and maintenance services and IT security incident work in support of the currently developed and in-use application programming interface providing automated computer matching for eligibility verifications for the Affordable Connectivity Program, for a firm-fixed price of \$648,120.00 (plus applicable taxes) over the one year term, subject to required Federal Communications Commission approval and subject an allocation of the total contract cost to the congressionally appropriated funds available to the Affordable Connectivity Program, as eventually determined by the parties and as instructed in writing by the Federal Communications Commission.

OPEN SESSION

At 2:15 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 – a8.

On a motion duly made and seconded, the Board adjourned at 2:16 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

Monday, June 27, 2022 12:00 p.m. – 1:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

SCHOOLS & LIBRARIES COMMITTEE ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Modification for E-Rate Productivity Center Systems Integrator Services	5

BOARD ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Award for Splunk Cloud and Enterprise Security Subscription	5
Chris	a2. Consideration of a Contract Award for Proofpoint Licenses and Support Services	5
Chris	a3. Consideration of a Modification to Task Order for Long Term Affordable Connectivity Program Project Management Office Services	5

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

BOARD OF DIRECTORS MEETING
Monday, June 27, 2022

MINUTES¹

The non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, June 27, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:02 p.m. Eastern Time, with a quorum of 14 of the 19 Board members present:

Buzacott, Alan	Gillan, Joe – Chair
Chalk, Indra	Gregory, Amber
Choroser, Beth	Jacobs, Ellis
Domenech, Dr. Dan	Mason, Ken – Vice Chair
Feiss, Geoff	Sekar, Radha – Chief Executive Officer
Fontana, Brent	Skrivan, Michael
Freeman, Sarah	Wibberly, Dr. Kathy

Member of the Board not present:

Polk, Stephanie	Waller, Jeff
Schell, Julie Tritt – Treasurer	Wein, Olivia – Secretary
Wade, Dr. Joan	

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Davis, Craig – Vice President of Schools & Libraries
Garber, Michelle – Vice President of Finance, Chief Financial Officer; and
Assistant Treasurer
Hughet, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Williams, Erin – Vice President and General Counsel; and Assistant Secretary

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Nuzzo, Patsy	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
Wilson, Carl

COMPANY
USAC

OPEN SESSION

- a1. **Consideration of a 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 approves discussion of this item in *Executive Session*.

- a2. **Consideration of a Contract Award for Proofpoint Licenses and Support 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 Modification to Task Order for Long Term Affordable Connectivity Program 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 12:03 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 Award for Splunk Cloud and Enterprise Security Subscription.** 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 for a Splunk Cloud and Enterprise Security Subscription

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

RESOLVED, that the Board of Directors, having reviewed the recommendation of USAC management hereby authorizes USAC management to award a firm-fixed price contract for a Splunk Cloud and Enterprise Security Subscription to Blackwood Associates, Inc. for a three (3) year period of performance for a not-to-exceed amount of \$2,882,195.00 (plus applicable taxes), with such amount including a contingency of \$500,000.00 (plus applicable taxes) to ensure USAC's licensing and support requirements are met as Splunk is installed on all USAC servers.

- a2. Consideration of a Contract Award for Proofpoint Licenses and Support 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 firm-fixed price contract for Proofpoint Email Fraud Defense 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 USAC management to award a firm-fixed price contract for Proofpoint Email Fraud Defense licenses and support services to SHI International Corp. for a one (1) year period of performance for a not-to-exceed amount of \$397,181.39 (plus applicable taxes).

- a3. Consideration of a Modification to Task Order for Long Term Affordable Connectivity Program 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 task order for project management office support to assist in continued program integrity efforts for 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 modify the task order with Deloitte Consulting LLP for project management office support to assist in continued program integrity efforts for the Affordable Connectivity Program, increasing the total not-to-exceed amount by \$540,000.00 (plus applicable taxes) using congressionally appropriated funds, thereby increasing the total not-to-exceed amount from \$13,200,258.00 (plus

applicable taxes) to \$13,740,258.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

OPEN SESSION

At 12:19 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 – a3.

On a motion duly made and seconded, the Board adjourned at 12:21 p.m. Eastern Time.

/s/ Erin Williams

Assistant Secretary

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

**Tuesday, July 26, 2022
10:00 a.m. –1:40 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, May 18, and June 27, 2022 B. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> C. Review of the Executive Compensation Committee Charter	5
Chair	i1. Reports from the Committee Chairs: Audit Committee, High Cost & Low Income Committee, Rural Health Care Committee, and Schools & Libraries Committee	10
Michelle	a2. Approval of Connected Care Pilot Program 4th Quarter 2022 Budget and Demand Projection for the August 2, 2022 Federal Communications Commission Filing	5
Mark	i2. Connected Care Pilot Program Update (<i>For Information Only</i>)	-
Michelle	a3. Approval of USAC Common and Consolidated 4th Quarter 2022 Budget and Demand Projection for the August 2, 2022 Federal Communications Commission Filing	10
Radha	i3. Enterprise Business Updates A. CEO Update <ul style="list-style-type: none"> • Organization Update 	5
Craig Pam	B. Appropriated Programs <ul style="list-style-type: none"> • Emergency Connectivity Fund Update • Affordable Connectivity Program Update 	15

<p style="text-align: center;"><u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended</p>		<p style="text-align: center;"><i>Estimated Duration in Minutes</i></p>
Radha Pam Kyle Michelle Sammy Teleshia/ Bob Devine	i4. Enterprise Business Updates (<i>Continued</i>) A. CEO Update <ul style="list-style-type: none"> Affordable Connectivity Program Update Software Development Lifecycle Update Enterprise Resource Planning 101 Robotic Processing Automation 101 Audits for Modernized High Cost Funds 	60
Chris	B. Enterprise Risk Management: <ol style="list-style-type: none"> 2Q 2022 Risk Management Update Risk Management Council Minutes (<i>For Information Only</i>) 	—
Chris	C1. Procurement Business Update (<i>For Information Only</i>) C2a. Indefinite Delivery/Indefinite Quantity Contracts C2b. Professional Services Vendor Contract List (<i>For Information Only</i>)	5
Michelle	D. Information on Contribution Factor	15
Michelle	a4. Approval of Revised 2022 Annual USAC Common and Consolidated Budgets	5
Chris	a5. Consideration of a Contract Award for Palo Alto Enterprise License Agreement and Firewall Hardware and Software Support	5
Chris	a6. Consideration of a Contract Modification for Xacta Licenses and Support	5
Chris	a7. Consideration of a Contract Modification for Red Hat Linux Enterprise License Agreement	5
Chris	a8. Consideration to Exercise Remaining Option Terms for Financial Statement Audit and Agreed-Upon Procedures Review Services	5
Chris	a9. Consideration to Exercise Remaining Option Terms for Enterprise Statistician Services	5
Chris	a10. Consideration to Exercise Remaining Options Terms for Analysis and Project Management for Enterprise Resource Planning System and Rural Health Care Modernization	5
Michelle	i5. Acceptance of USAC’s 2021 Annual Financial Audit and Agreed-Upon Procedures Review (<i>Same as aAC05cf</i>)	10
Teleshia	i6. Information on One USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Report (<i>For Information Only</i>)	—
Erin	a11. Confidential Executive Session: Executive Compensation Committee Charter	—
Chair	i7. Confidential Executive Session: Board of Directors Only	15

Next Scheduled USAC Board of Directors Meeting

**Tuesday, October 25, 2022
USAC Offices, Washington, D.C.**

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

BOARD OF DIRECTORS MEETING
Tuesday, July 26, 2022

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, July 26, 2022. 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 17 of the 19 Board members present:

Buzacott, Alan
Chalk, Indra
Choroser, Beth – *by telephone*
Domenech, Dr. Dan
Feiss, Geoff
Freeman, Sarah
Gillan, Joe – Chair
Gregory, Amber
Jacobs, Ellis – *by telephone*

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

Members of the Board not present:

Fontana, Brent

Polk, Stephanie

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Davis, Craig – Vice President of Schools and Libraries – *by telephone*
Delmar, Teleshia – Vice President of Audit and Assurance
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer
Hughes, Pamela – Vice President of Lifeline
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Sweeney, Mark – Vice President of Rural Health Care
Williams, Erin – Vice President, General Counsel, and Assistant Secretary

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>
Augustino, Steve– <i>by telephone</i>	Nelson Mullins
Bolling, Christopher – <i>by telephone</i>	USAC
Borg, Jeanenne – <i>by telephone</i>	USAC
Case, Kevin – <i>by telephone</i>	USAC
Faunce, Donna – <i>by telephone</i>	USAC
Glisson, Connor – <i>by telephone</i>	USAC
Goode, Vernell	USAC
Kahn, Sammy	USAC
Little, Christopher – <i>by telephone</i>	USAC
Miller, Arielle – <i>by telephone</i>	USAC
Morning, Kimberly – <i>by telephone</i>	Morgan Lewis
Nuzzo, Patsy	USAC
Phillippi, Megan	USAC
Rios, Estee – <i>by telephone</i>	USAC
Sadirkhanova, Sabina – <i>by telephone</i>	USAC
Schrader, Theresa – <i>by telephone</i>	Broadband Legal Strategies, LLC
Tiwari, Tanya – <i>by telephone</i>	Morgan Lewis
Wilson Jr., Jerusa Carl	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, May 18, and June 27, 2022.

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

(1) i4 – Enterprise Business Updates (*Continued*).

A1. CEO Update. USAC management recommended that this item 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. 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***.

A2. Affordable Connectivity Program Update. USAC management recommended that this item 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. In addition, this item might include discussion related to USAC’s ***procurement strategy and contract administration***.

A3. Software Development Lifecycle Update. USAC management recommended that this item 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. In addition, this item might include discussion related to USAC's *procurement strategy and contract administration*.

A4. Enterprise Resource Planning 101. USAC management recommended that this item 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. In addition, this item might include discussion related to USAC's *procurement strategy and contract administration*.

A5. Robotic Process Automation 101. USAC management recommended that this item 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. In addition, this item might include discussion related to USAC's *procurement strategy and contract administration*.

A6. Audits for Modernized High Cost Funds. USAC management recommended that this item 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. In addition, this item might include 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, where discussion of the matter in open session would result in *disclosure of confidential techniques and procedures* that would compromise program integrity.

C1. 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*.

C2a. Indefinite Delivery/Indefinite Quantity Contracts. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

C2b. Professional Services Vendor Contact List. 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 *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*.

- (2) **a4** – Approval of Revised 2022 Annual USAC Common and Consolidated Budgets. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (3) **a5** – Consideration of a Contract Award for Palo Alto Enterprise License Agreement and Firewall Hardware and Software Support. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (4) **a6** – Consideration of a Contract Modification for Xacta Licenses and Support. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (5) **a7** – Consideration of a Contract Modification for Red Hat Linux Enterprise License Agreement. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (6) **a8** – Consideration to Exercise Remaining Option Terms for Financial Statement Audit and Agreed-Upon Procedures Review Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (7) **a9** – Consideration to Exercise Remaining Option Terms for Enterprise Statistician Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (8) **a10** – Consideration to Exercise Remaining Options Terms for Analysis and Project Management for Enterprise Resource

Planning System and Rural Health Care Modernization. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

- (9) **i5** – Acceptance of USAC's 2021 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*.
- (10) **i6** – Information on One USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Report. 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*.
- (11) **a11** – *Confidential Executive Session*: Executive Compensation Committee Charter. USAC management recommended that discussion of this item occur in *Executive Session* because it involves *internal personnel matters*.
- (12) **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. Review of Executive Compensation Committee Charter. In accordance with Section C of USAC's Executive Compensation Committee Charter, the Executive Compensation Committee of the USAC Board of Directors is required to review and reassess the adequacy of the Charter and recommend changes, as deemed necessary, to the Board.

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

RESOLVED, that the USAC Board of Directors hereby approves: (1) the Board meeting minutes of April 26, May 18, and June 27, 2022; (2) discussion in *Executive Session* of the items noted above; and (3) the review of the Executive Compensation Committee Charter.

- i1. **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. Ms. Schell presented the report for the Schools & Libraries Committee.

- a2. Approval of Connected Care Pilot Program 4th Quarter 2022 Budget and Demand Projection for the August 2, 2022 Federal Communications Commission (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 4th quarter 2022 demand projection for the August 2, 2022 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 2022 Connected Care Pilot Program direct budget of \$0.03 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.03 million for Connected Care Pilot Program administrative costs in the required August 2, 2022 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 July 26, 2022 the 4th Quarter 2022 Connected Care Pilot Program demand estimate of \$8.36 million, hereby directs USAC staff to proceed with the required August 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. 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.

- a3. Approval of USAC Common and Consolidated 4th Quarter 2022 Budgets for the August 2, 2022 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 4th Quarter 2022 budgets for the August 2, 2022 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 2022 common budget of \$31.08 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$31.08 million for common costs in the required August 2, 2022 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 4th Quarter 2022 consolidated budget to administer the Universal Service Fund of \$75.63 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$75.63 million for consolidated costs in the required August 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

i3. Enterprise Business Updates:

A. CEO Update. Ms. Sekar provided a verbal organizational update.

B. Appropriated Programs. Mr. Davis presented PowerPoint slides providing updates on the Emergency Connectivity Fund Program. Ms. Hughet presented PowerPoint slides providing updates on the Affordable Connectivity Program.

At 10:32 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

i4. Enterprise Business Updates (Continued):

A1. CEO Update. No further discussion was required for the CEO Update in Executive Session.

A2. Affordable Connectivity Program Update. Ms. Hughet presented PowerPoint slides providing updates on the Affordable Connectivity Program web metrics.

A3. Software Development Lifecycle Update. Mr. Hutchinson presented PowerPoint slides providing an overview of IT high-priority efforts around software development life cycle recommendations.

A4. Enterprise Resource Planning 101. Ms. Garber presented PowerPoint slides providing an overview of the Enterprise Resource Planning system.

A5. Robotic Processing Automation 101. Mr. Kahn presented PowerPoint slides providing an overview of the Connect America Fund robotic process automation.

A6. Audits for Modernized High Cost Funds. Ms. Delmar presented PowerPoint slides providing an overview of the audit processes for Modernized High Cost Funds.

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 2022 Enterprise Risk Management Update
- Q2 2022 Risk Management Council Minutes

The Board recessed at 11:45 a.m. Eastern Time. The Board reconvened in ***Executive Session*** at 11:55 a.m. Eastern Time.

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 2022 and Q3 2022 anticipated activities.

C2a. Indefinite Delivery/Indefinite Quantity Contracts. Mr. Beyerhelm presented PowerPoint slides providing an overview of USAC's Indefinite Delivery/Indefinite Quantity Contracts.

C2b. Professional Services Vendor Contract List. Mr. Gillan noted that the list was provided for *information only*. No discussion was held.

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 4th Quarter 2022 contribution factor.

- a4. Approval of Revised 2022 Annual USAC Common and Consolidated Budgets.** Ms. Garber presented this item for consideration. The presentation included a written report on USAC management's recommendations for the revised 2022 annual USAC common and consolidated budgets.

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

RESOLVED, that the USAC Board of Directors approves a revised 2022 annual consolidated budget of \$250.89 million.

- a5. Consideration of a Contract Award for Palo Alto Enterprise License Agreement and Firewall Hardware and Software Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation award a firm-fixed price contract award for Palo Alto Enterprise License Agreement and firewall hardware 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 USAC management to award a firm-fixed price contract for a Palo Alto Enterprise

License Agreement and firewall hardware and software support to Sun Management, Inc. for a three (3) year period of performance for a not-to-exceed amount of \$1,467,533.00 (plus applicable taxes), with such amount including a contingency of \$150,000.00 (plus applicable taxes) to cover potential increases in USAC subscription needs during the three-year period of performance, subject to required Federal Communications Commission approval.

- a6. Consideration of a Contract Modification for Xacta Licenses and Support.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to modify its existing contract to add additional licenses and maintenance 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 modify its existing contract with Telos Corporation to add two additional perpetual licenses and maintenance to the existing contract, increasing the total not-to-exceed amount of the current one-year option term by \$18,297.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$271,703.00 (plus applicable taxes) to \$290,000.00 (plus applicable taxes) over the remainder of the contract term, subject to required Federal Communications Commission approval. Xacta is a cyber-risk management and compliance automation tool that allows USAC IT to manage the full government risk and compliance lifecycle.

- a7. Consideration of a Contract Modification for Red Hat Linux Enterprise License Agreement.** 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 its three-year agreement to procure Red Hat Open Shift Platform licenses and professional 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 management to increase the amount of its three-year Red Hat Enterprise License Agreement with Axelliant, LLC to procure Red Hat Open Shift Platform licenses and professional services, increasing the total not-to-exceed amount by \$462,057.65 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$1,540,087.13 (plus applicable taxes) to \$2,002,144.78 (plus applicable taxes) over the remainder of the contract term, subject to required Federal Communications Commission approval.

- a8. Consideration to Exercise Remaining Option Terms 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 second, third, and fourth one-year option terms under its firm-fixed price contract for the performance of a Financial Statement Audit and 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 management, subject to required Federal Communications Commission approval, to exercise the second, third, and fourth one-year option terms under its firm-fixed price contract with PricewaterhouseCoopers LLP for the performance of a Financial Statement Audit and Agreed Upon-Procedures review services, for a total firm-fixed price of \$3,330,000.00 (plus applicable taxes) over the remaining period of performance.

- a9. Consideration to Exercise Remaining Option Terms for Enterprise Statistician Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to exercise the second, third, and fourth one-year option terms under its indefinite delivery indefinite quantity task order based contract for enterprise statistician 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 management, subject to required Federal Communications Commission approval, to exercise the second, third, and fourth one-year option terms under its indefinite delivery indefinite quantity task order based contract with Econometrica, Inc. for enterprise statistician services, which includes statistical modeling and analysis services for USAC's Payment Quality Assurance Program and High Cost Mobility Fund, for a total not-to-exceed amount of \$900,000.00 (plus applicable taxes) over the remaining period of performance.

- a10. Consideration to Exercise Remaining Options Terms for Analysis and Project Management for Enterprise Resource Planning System and Rural Health Care Modernization.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to exercise option years two and three to

provide project management services for the Enterprise Resource Planning system and the Rural Health Care system modernization.

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 as previously agreed, provide contractual approval to exercise option years two (2) and three (3) under its contract with Ernst & Young to provide analysis and project management services for the Enterprise Resource Planning system and Rural Health Care system modernization.

- i5. Acceptance of USAC's 2021 Annual Financial Audit and Agreed-Upon Procedures Review.** Ms. Garber summarized USAC's 2021 Annual Financial Audit and Agreed-Upon Procedures (AUP) review prepared by the independent auditor, PriceWaterhouseCoopers (PwC).
- i6. Information on One USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Reports.** This item was provided for *information purposes only*. Mr. Gillan noted that the summary and reports can be found in the Board Audit Briefing Book. No discussion was held.
- a11. Confidential Executive Session: Executive Compensation Committee Charter.** The Executive Compensation Committee Charter was provided in the briefing book and approved by the Board as part of the Consent Items.

At 12:26 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 12:37 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 a4-a10 and discussed items i4A1-i4A6, i4C2a, i4D, i5, and i7.

On a motion duly made and seconded, the Board adjourned at 12:37 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

Tuesday, August 23, 2022 2:00 p.m. – 3:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

HIGH COST & LOW INCOME COMMITTEE ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Modification for Lifeline Program Business Process Outsourcing Services	5

BOARD ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of Contract Award for Award IT Development and Technical Services to Support Appian-based Platforms	5
Chris	a2. Consideration of a Contract Modification for Affordable Connectivity Program and Lifeline Email Services	5
Chris	a3. Consideration to Exercise Remaining Option Terms for Fraud Risk Assessment Services	5
Chris	a4. Consideration of a Contract Modification for Socrata Licensing and Support	5
Chris	a5. Consideration of a Contract Award for Commercial Cleaning and Sanitization Services	5

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

BOARD OF DIRECTORS MEETING
Tuesday, August 23, 2022

MINUTES¹

The non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Tuesday, August 23, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 2:01 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

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

Member of the Board not present:

Domenech, Dr. Dan	Skrivan, Michael
Feiss, Geoff	Wade, Dr. Joan

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
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>
Bolling, Christopher	USAC
Case, Kevin	USAC
Nuzzo, Patsy	USAC
Phillippi, Megan	USAC
Wilson, Carl	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 Contract Award for Award IT Development and Technical Services to Support Appian-based Platforms.** 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 Affordable Connectivity Program and Lifeline 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*.

- a3. Consideration to Exercise Remaining Option Terms for Fraud Risk Assessment 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 Contract Modification for Socrata 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*.

- a5. Consideration of a Contract Award for Commercial Cleaning and Sanitization 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 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 items listed above.

EXECUTIVE SESSION

- a1. Consideration of Contract Award for Award IT Development and Technical Services to Support Appian-based Platforms.** 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 IT development and technical services to support Appian-based platforms.

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, subject to required Federal Communications Commission approval, hereby authorizes USAC management to award a contract to ICF Incorporated, LLC for IT development and technical services to support Appian-based platforms. The contract has a base period of twelve (12) months for \$8,848,569.60 (plus applicable taxes), with two additional one-year option terms at \$8,848,569.60 (plus applicable taxes) for year 2 and year 3, for a three (3) year total period of performance for a total not-to-exceed amount of \$27,872,994.24 (plus applicable taxes), with such amount including a five (5) percent contingency in the amount of \$1,327,285.44 (plus applicable taxes) to cover unforeseen development or enhancement needs over the three year total period of performance.

- a2. Consideration of a Contract Modification for Affordable Connectivity Program and Lifeline Email 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 not-to-exceed amount of the task

order for the performance of professional services for email processing 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, hereby authorizes management, subject to required Federal Communications Commission approval, to increase the not-to-exceed amount of the task order with Grant Thornton LLP under USAC's Professional Services indefinite delivery/indefinite quantity agreement for the performance of professional services for email processing to support the Affordable Connectivity Program by \$500,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount in support of the Affordable Connectivity Program from \$5,463,237.22 (plus applicable taxes) to \$5,963,237.22 (plus applicable taxes) over the remainder of the contract term. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a3. Consideration to Exercise Remaining Option Terms for Fraud Risk Assessment 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 second and third option year terms of the contract for fraud risk assessment 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 management, subject to required Federal Communications Commission approval, to exercise the second and third one-year option terms under its contract with Grant Thornton LLP for the Fraud Risk Assessment services, for a total not-to-exceed amount of \$912,300.00 (plus applicable taxes) over the remaining period of performance. The second one-year option term will include Fraud Risk Assessment services for the Lifeline Program, and the third one-year option term will include Fraud Risk Assessment services for the Rural Health Care Program.

- a4. Consideration of a Contract Modification for Socrata Licensing and Support.** 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 firm fixed price contract for Socrata 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 USAC management to increase the amount of USAC's firm fixed price contract for Socrata licenses and support with Carahsoft Technology Corp. by \$80,000.00 (plus applicable taxes), with such amount including a contingency of \$40,000.00 (plus applicable taxes) to cover potential increases in USAC's licensing needs over the contract's one-year period of performance, increasing the total not-to-exceed amount to \$320,000.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a5. Consideration of a Contract Award for Commercial Cleaning and Sanitization 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 firm-fixed price contract award for commercial cleaning and sanitization 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 contract for Commercial Cleaning and Sanitization Services to Total Quality Building Services for a three (3) year period of performance for a not-to-exceed amount of \$592,581.12 (plus applicable taxes), with such amount including a contingency of \$50,000.00 (plus applicable taxes) to cover unforeseen cleaning and sanitization services during the three-year period of performance, subject to required Federal Communications Commission approval.

OPEN SESSION

At 2:21 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 2:23 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

Monday, October 3, 2022 3:00 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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HIGH COST & LOW INCOME COMMITTEE ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Modification for Lifeline Program and Affordable Connectivity Program Business Process Outsourcing Services (<i>same as aBOD01cf</i>)	5
Chris	a2. Consideration of a Contract Modification for Lifeline Program and Affordable Connectivity Program Call Center Services (<i>same as aBOD02cf</i>)	5
Chris	a3. Consideration of a Contract Modification for Third Party Identification and Verification Services for Lifeline and Affordable Connectivity Programs (<i>same as aBOD03cf</i>)	5
Chris	a4. Consideration of a Contract Modification for Lifeline Program Email Services	5
Chris	a5. Consideration to Exercise Remaining Option Terms for Robotic Process Automation	5
Chris	a6. Consideration to Exercise Remaining Option Terms for High Cost Model Operations and Maintenance and Enhancements	5

BOARD ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a1. Consideration of a Contract Modification for Lifeline Program and Affordable Connectivity Program Business Process Outsourcing Services (<i>same as aHCLI01cf</i>)	5
Chris	a2. Consideration of a Contract Modification for Lifeline Program and Affordable Connectivity Program Call Center Services (<i>same as aHCLI02cf</i>)	5
Chris	a3. Consideration of a Contract Modification for Third Party Identification and Verification Services for Lifeline and Affordable Connectivity Programs (<i>same as aHCLI03cf</i>)	5

Available For Public Use

Chris	a4. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services	5
Chris	a5. Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for Affordable Connectivity Program Portal	5
Chris	a6. Consideration of a Contract Award for a Document Redaction Solution	5

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

BOARD OF DIRECTORS MEETING
Monday, October 3 2022

MINUTES¹

The non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, October 3, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 3:00 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

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

Member of the Board not present:

Jacobs, Ellis	Schell, Julie Tritt – Treasurer
Polk, Stephanie	Wade, Dr. Joan

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present by telephone:

<u>NAME</u>	<u>COMPANY</u>
Bolling, Christopher	USAC
Case, Kevin	USAC
Nuzzo, Patsy	USAC
O'Brien, Tim	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

Phillippi, Megan
Theobald, Fred
Wilson, Carl

COMPANY

USAC
USAC
USAC

OPEN SESSION

- a1. Consideration of a Contract Modification for Lifeline Program and Affordable Connectivity 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*.

- a2. Consideration of a Contract Modification for Lifeline Program and 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*.

- a3. Consideration of a Contract Modification for Third Party Identification and Verification Services for Lifeline and Affordable Connectivity 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 approves discussion of this item in *Executive Session*.

- a4. 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*.

- a5. Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for Affordable Connectivity 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*.

- a6. Consideration of a Contract Award for a Document Redaction Solution.** 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 3:01 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 Lifeline Program and Affordable Connectivity 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 increase the not-to-exceed amount for the contract for business process outsourcing services to support the Affordable Connectivity Program application processing.

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

RESOLVED, that the USAC Board of Directors and the High Cost & Low Income Committee, having reviewed the recommendation of

USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to modify the existing business process outsourcing contract with Maximus Federal Services, Inc. by (1) increasing the not-to-exceed amount for business process outsourcing services to support Lifeline Program application processing by \$1,180,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount for services in support of the Lifeline Program from \$11,700,000.00 (plus applicable taxes) to \$12,880,000.00 (plus applicable taxes), and by (2) increasing the not-to-exceed amount for business process outsourcing services to support the Affordable Connectivity Program application processing by \$4,200,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount for services in support of the Affordable Connectivity Program from \$11,500,000.00 (plus applicable taxes) to \$15,700,000.00 (plus applicable taxes) over the remainder of the contract term. With significant growth in the number of manual reviews both in the Lifeline Program and Affordable Connectivity Program at 159% and 128% respectively, USAC needs to mitigate the negative customer service experience by increasing funding.

- a2. Consideration of a Contract Modification for Lifeline Program and 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 increase the not-to-exceed amount of the contract for call center services 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 and the High Cost & Low Income Committee, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to modify the existing call center contract with Conduent State & Local Solutions, Inc. by (1) increasing the not-to-exceed amount for call center services to support the Lifeline Program by \$3,670,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount for services in support of the Lifeline Program from \$104,300,000.00 (plus applicable taxes) to \$107,970,000.00 (plus applicable taxes), and by (2) increasing the not-to-exceed amount for call center services to support the Affordable Connectivity Program by \$6,920,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount for services in support of the Affordable Connectivity Program from \$21,500,000.00 (plus applicable taxes) to \$28,420,000.00 (plus applicable taxes) over the remainder of the contract term. Amounts associated with the services supporting the Affordable Connectivity Program will be expensed using congressionally appropriated funds and not the Universal Service Fund. With significant growth in call volume in both the Lifeline Program and Affordable Connectivity Program at 252% and 179% respectively, average speed of answer and abandonment rates have increased

requiring USAC to mitigate the negative customer service experience by increasing funding for additional call agents.

a3. Consideration of a Contract Modification for Third Party Identification and Verification Services for Lifeline and Affordable Connectivity Programs.

Mr. Beyerhelm presented this item to the Board. The presentation included a written summary and report detailing USAC management's recommendation to increasing the total not-to-exceed amount of the contract for third party identification and verification services for the Affordable Connectivity Program. On a motion duly made and seconded, the Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors and the USAC High Cost & Low Income Committee, having reviewed the recommendation of USAC management, hereby authorizes management, subject to required Federal Communications Commission approval, to modify the existing contract with TransUnion Public Sector for the performance of third party identification and verification services by (1) increasing the total not-to-exceed amount for services for the Lifeline program (Task 1) by \$260,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount in support of the Lifeline Program from \$340,000.00 (plus applicable taxes) to \$600,000.00 (plus applicable taxes), and (2) by increasing the total not-to-exceed amount for services for the Affordable Connectivity Program (Task 2) by \$335,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount in support of the Affordable Connectivity Program from \$440,000.00 (plus applicable taxes) to \$775,000.00 (plus applicable taxes) over the remainder of the first option year of the contract. Amounts associated with the services supporting the Affordable Connectivity Program will be expensed using congressionally appropriated funds and not the Universal Service Fund.

a4. 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 extend the period of performance and increase the not-to-exceed amount of the contract to support the Affordable Connectivity Program call center 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 management, subject to required Federal Communications Commission approval, to modify its contract with Ernst & Young LLP for call center services by extending the period of performance by four (4) months for a total period of performance of twelve (12) months, and by increasing the contract not-to-exceed amount by \$1,220,000.00 (plus applicable taxes) to support the Affordable Connectivity Program during surges in call volumes, thereby increasing the total

not-to-exceed amount for services in support of the Affordable Connectivity Program from \$4,695,680.00 (plus applicable taxes) to \$5,915,680.00 (plus applicable taxes) over the remainder of the contract term. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund. With significant growth in call volume for the Affordable Connectivity Program at 179%, average speed to answer and abandonment rates have increased requiring USAC to mitigate the negative customer service experience by continuing to have Ernst & Young LLP support Conduent with calls – without this support the Conduent contract would have to have been increased even more.

- a5. Consideration of a Contract Modification for Operation and Maintenance, Design and Development, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems Modifications for Affordable Connectivity Program Portal.** 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 the contract to support the design, development, operation and maintenance, and licenses for the Affordable Connectivity Program Portal.

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 contract with Accenture for design and development, operation and maintenance, and ServiceNow licenses for the implementation of the Affordable Connectivity Program by \$215,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$7,100,000.00 (plus applicable taxes) to \$7,315,000.00 (plus applicable taxes) due to increased volumes related to the release of emails by the Social Security Administration. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a6. Consideration of a Contract Award for a Document Redaction 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 contract for the design, development, and implementation of a document redaction solution

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 for a document redaction solution and professional services for the design, development, and implementation of the

solution to Ampcus Inc. The contract has a hybrid fee structure of firm fixed price and time and materials, with a twelve (12) month base period of performance for \$2,205,873.00 (plus applicable taxes), plus an additional three (3) month optional support term, for a total not-to-exceed amount of \$2,500,000.00 (plus applicable taxes), with such amount including a contingency in the amount of \$219,727.00 (plus applicable taxes) to cover unforeseen costs associated with the design, development, and implementation of the solution, subject to required Federal Communications Commission approval.

OPEN SESSION

At 3:31 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 3:33 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

Universal Service Administrative Company
Board of Directors
Quarterly Meeting
Agenda

Tuesday, October 25, 2022
10:00 a.m. – 1:05 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 26, August 23, and October 3, 2022 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. Consideration and Approval of Six Routine Procurements	10
Chair	i1. 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	a2. Appointment of a Nominating Committee and Direction to Committees for the Nomination of Committee Chairs and Vice Chairs	10
Michelle	a3. Approval of Connected Care Pilot Program 1st Quarter 2023 Budget and Demand Projection for the November 2, 2022 FCC Filing	5
Mark	i2. Connected Care Pilot Program Update (For Information Only)	-
Michelle	a4. Approval of USAC Common and Consolidated 1st Quarter 2023 Budgets for the November 2, 2022 FCC Filing	10
Radha Brandon Steve	i3. Enterprise Business Updates A. CEO Update <ol style="list-style-type: none"> 1. Appropriated Programs 2. IT Product Management Strategy (PMO Structure) 3. CRM Update 	5 10 15

<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Radha James	i4. Enterprise Business Updates <i>(Continued)</i> A. CEO Update: Affordable Connectivity Program	10
Chris	B. Enterprise Risk Management Update 1. 3Q 2022 Risk Management Scorecard Discussion 2. Risk Management Council Minutes <i>(For Information Only)</i>	15
Chris	C. Procurement Business Update <i>(For Information Only)</i>	–
Michelle	D. Information on Contribution Factor	5
Chris	a5. Consideration of a Contract Modification for Business Process Outsourcing Services for the Affordable Connectivity Program	–
Chris	a6. Consideration of a Contract Modification for Operations & Maintenance, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems for the Affordable Connectivity Program	–
Chris	a7. Consideration to Exercise the First and Final Option Year of Geographic Information System Technical Support	–
Chris	a8. Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support Services	–
Chris	a9. Consideration of a Contract Modification for Long Term Project Management Office Services for the Emergency Connectivity Fund	–
Chris	a10. Consideration of a Modification to the Task Order for Long Term Project Management Office Services for the Affordable Connectivity Program	–
Chris	a11. Consideration to Exercise Option Term and a Contract Modification for Call Center Services and Customer Relationship Management System	5
Teleshia	i5. Information on Two USAC Audit and Assurance Audit Division Universal Service Contributor Revenue Audit Reports <i>(For Information Only)</i>	–
Chris/ Radha	a12. <i>Personnel Matter:</i> Consideration of 2023 Compensation Item	5
Chris/ Radha	a13. <i>Personnel Matter:</i> Consideration of Contract Awards for the USAC Employee Benefit Program	10
Chair	i6. Confidential Executive Session: Board of Directors Only	30

Next Scheduled USAC Board of Directors Meeting

Tuesday, January 31, 2023 USAC Offices, Washington, D.C.

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

BOARD OF DIRECTORS MEETING
Tuesday, October 25, 2022

MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) was held at USAC's offices in Washington, D.C. on Tuesday, October 25, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 10:00 a.m. Eastern Time, with a quorum of 18 of the 19 Board members present:

Buzacott, Alan	Jacobs, Ellis – <i>by telephone</i>
Chalk, Indra	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
Fontana, Brent – <i>by telephone</i>	Wade, Dr. Joan
Freeman, Sarah	Waller, Jeff – <i>by telephone</i>
Gillan, Joe – Chair	Wein, Olivia – Secretary
Gregory, Amber	Wibberly, Dr. Kathy

Stephanie Polk joined the meeting by telephone at 11:22 a.m. Eastern Time. She did not take action on items a1 - a4 and did not participate in the discussion of items i1 - i3.

Beth Choroser left the meeting at 11:29 a.m. Eastern Time. She did not take action on items a11 - a13 and did not participate in the discussion of items i5 - i6.

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Butler, Stephen – Vice President of Shared Services
Delmar, Teleshia – Vice President of Audit and Assurance – *by telephone*
Gaither, Victor – Vice President of High Cost
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and Assistant Treasurer
Sweeney, Mark – Vice President of Rural Health Care
Williams, Erin – Vice President, General Counsel, and Assistant Secretary

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>
Bolling, Christopher – <i>by telephone</i>	USAC
Campbell, Jo-Ann	USAC
Case, Kevin – <i>by telephone</i>	USAC
Evirgen, Danielle – <i>by telephone</i>	Frontier Communications
Glisson, Connor – <i>by telephone</i>	USAC
Goode, Vernell	USAC
Gustafson, Jaymie – <i>by telephone</i>	USAC
Jensen, Andrew – <i>by telephone</i>	USAC
Lee, Brandon	USAC
Lee, James	USAC
Little, Christopher	USAC
Morning, Kimberly – <i>by telephone</i>	Morgan Lewis
Nuzzo, Patsy	USAC
Phillippi, Megan	USAC
Sadirkhanova, Sabina	USAC
Schrader, Theresa – <i>by telephone</i>	Broadband Legal Strategies, LLC
Wallace, Jana – <i>by telephone</i>	PTCI
Wilson Jr., Jerusa Carl	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 26, August 23, and October 3, 2022.

B. Approval of moving all *Executive Session* items into *Executive Session*:
(1) **i4** – Enterprise Business Updates (*Continued*).

A. CEO Update: Affordable Connectivity Program. USAC management recommended that this item 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. 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, where 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 ***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***.

- (2) **a5** – Consideration of a Contract Modification for Business Process Outsourcing Services for the Affordable Connectivity Program. 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 a Contract Modification for Operations & Maintenance, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems for the Affordable Connectivity Program. 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 to Exercise the First and Final Option Year of Geographic Information System Technical Support. 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 a Task Order Modification for Enterprise Architecture Assessment 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) **a9** – Consideration of a Contract Modification for Long Term Project Management Office Services for the Emergency Connectivity Fund. 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 of a Modification to the Task Order for Long Term Project Management Office Services for the Affordable Connectivity Program. 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 to Exercise Option Term and a Contract Modification for Call Center Services and Customer Relationship Management System. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC’s *procurement strategy and contract administration*.
- (9) **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*.
- (10) **a12 – Personnel Matter**: Consideration of 2023 Compensation Item. USAC management recommended that discussion of this item occur in *Executive Session* because it involves *internal personnel matters*.
- (11) **a13 – Personnel Matter**: Consideration of Contract Awards for the USAC Employee Benefits Programs. USAC management recommended that discussion of this item occur in *Executive Session* because it involves *internal personnel matters*.
- (12) **i6 – Confidential Executive Session**: Board of Directors Only. USAC management recommended that this item be discussed in *Executive Session* because it involves *internal personnel matters* and it relates to USAC’s *procurement strategy and contract administration*.

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

D. Consideration and Approval of Six Routine Procurements

- (1) Approval of the Consideration of a Contract Modification for Business Process Outsourcing Services for the Affordable Connectivity Program. The resolution is provided in aBOD05cf.
- (2) Approval of the Consideration of a Contract Modification for Operations & Maintenance, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems for the Affordable Connectivity Program. The resolution is provided in aBOD06cf.
- (3) Approval of the Consideration to Exercise the First and Final Option Year of Geographic Information System Technical Support. The resolution is provided in aBOD07cf.
- (4) Approval of the Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support Services. The resolution is provided in aBOD08cf.
- (5) Approval of the Consideration of a Contract Modification for Long Term Project Management Office Services for the Emergency Connectivity Fund. The resolution is provided in aBOD09cf.

- (6) Approval of the Consideration of a Modification to the Task Order for Long Term Project Management Office Services for the Affordable Connectivity Program. The resolution is provided in aBOD10cf.

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 26, August 23, and October 3, 2022; (2) discussion in *Executive Session* of the items noted above; and (3) the approval of six routine procurements as presented in items aBOD05cf – aBOD10cf.

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 2023 Budget Planning Review.

- i1. **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.

Dr. Domenech expressed appreciation for the impact that USAC, the Board, the FCC, and Congress have had on schools. He noted that during the pandemic over 14 million students did not have access due to lack on equipment and access to internet. Because of the appropriated program, this has been remediated.

- a2. **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 2023 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 31, 2023 meeting nominations for the elected USAC officer positions; and

RESOLVED FURTHER, that the USAC Board of
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Directors appoints **Dr. Joan Wade** as Nominating Committee Chair and **Julie Tritt Schell** and **Olivia Wein** 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 31, 2022 meeting, nominations for a chair and vice chair of each respective committee.

- a3. Approval of Connected Care Pilot Program 1st Quarter 2023 Budget and Demand Projection for the November 2, 2022 Federal Communications Commission (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 2023 demand projection for the November 2, 2022 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 2023 Connected Care Pilot Program direct budget of \$0.00 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$0.00 million for Connected Care Pilot Program administrative costs in the required November 2, 2022 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 25, 2022 the 1st Quarter 2023 Connected Care Pilot Program demand estimate of \$8.50 million, hereby directs USAC staff to proceed with the required November 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

- i2. 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 1st Quarter 2023 Budgets for the November 2, 2022 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 2023 budgets for the November 2, 2022 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 2023 common budget of \$33.40 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$33.40 million for common costs in the required November 2, 2022 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 2023 consolidated budget to administer the Universal Service Fund of \$67.28 million; and

RESOLVED FURTHER, that the USAC Board of Directors directs USAC staff to submit a collection requirement of \$67.28 million for consolidated costs in the required November 2, 2022 filing to the Federal Communications Commission on behalf of the USAC Board of Directors.

i3. Enterprise Business Updates:

- A. CEO Update.** Ms. Sekar presented PowerPoint slides providing updates on the Appropriated Programs. Mr. Brandon Lee presented PowerPoint slides providing updates on the IT product management strategy and the project management office structure. Mr. Butler presented PowerPoint slides providing updates on the Customer Relationship Management System.

At 11:05 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

i4. Enterprise Business Updates (*Continued*):

- A. CEO Update.** Mr. James Lee presented PowerPoint slides providing updates on the Affordable Connectivity Program.
- B. Enterprise Risk Management Update.** Mr. Beyerhelm presented PowerPoint slides highlighting the Q32022 Risk Management Scorecard.
- 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 3Q 2022 and 4Q 2022 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 2023 contribution factor.

a5. Consideration of a Contract Modification for Business Process Outsourcing Services for the Affordable Connectivity Program. No additional discussion

was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to modify its contract with Maximus Federal Services, Inc. for application processing services in support of the Affordable Connectivity Program, increasing the contract's total not-to-exceed amount by \$3,750,000.00 (plus applicable taxes) from \$15,700,000.00 (plus applicable taxes) to \$19,450,000.00 (plus applicable taxes), and extending the contract period of performance end date by three (3) months from December 31, 2022 to March 31, 2023, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a6. Consideration of a Contract Modification for Operations & Maintenance, Licensing, and Hosting of the National Verifier and National Lifeline Accountability Database Systems for the Affordable Connectivity Program.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to add and exercise a one-year option term to its contract with Accenture LLP for operation and maintenance, licenses and hosting of the National Verifier and National Lifeline Accountability Database Systems for the Affordable Connectivity Program for a total not-to-exceed amount of \$5,200,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$7,315,000.00 (plus applicable taxes) to \$12,515,000.00 (plus applicable taxes), and extending the contract period of performance end date by one (1) year from March 31, 2023 to March 31, 2024, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a7. Consideration to Exercise the First and Final Option Year of Geographic Information System Technical Support.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the first and final one-year option term of its GIS technical support contract with KPMG LLP for the total not-to-exceed amount of \$1,075,200.86 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$1,048,976.45 (plus applicable taxes) to \$2,124,177.31 (plus applicable taxes) over the remainder of the contract term, subject to required Federal Communications Commission approval.

- a8. Consideration of a Task Order Modification for Enterprise Architecture Assessment and Support Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the first of two one-year option terms of its task order under the USAC Professional Indefinite Delivery/Indefinite Quantity contract (Contract No. USAC 20-015) with Guidehouse for Enterprise Architecture Assessment and associated support for \$1,650,000.00 (plus applicable taxes), increasing the contract's total not-to-exceed price from \$2,129,993.64 (plus applicable taxes) to \$3,779,993.64 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a9. Consideration of a Contract Modification for Long Term Project Management Office Services for the Emergency Connectivity Fund.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first and final one-year option term of its contract with Ernst & Young LLP to provide project and program management and invoicing services to support activities related to the Emergency Connectivity Fund for a not-to-exceed amount of \$16,000,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$15,831,126.00 (plus applicable taxes) to \$31,831,126.00 (plus applicable taxes) over the remainder of the contract term, subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a10. Consideration of a Modification to the Task Order for Long Term Project Management Office Services for the Affordable Connectivity Program.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes USAC management to exercise the first of two one-year option terms of its task order under the USAC Professional Indefinite Delivery/Indefinite Quantity contract with Deloitte LLP for \$2,500,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$13,740,258.00 (plus applicable taxes) to \$16,240,258.00 (plus applicable taxes), subject to required Federal Communications Commission approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a11. Consideration to Exercise Option Term and a Contract Modification 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 recommendations to exercise the first of four one-year option terms with Ernst & Young to provide call center services and Customer Relationship Management system implementation and to exercise the added services provision of its contract to provide additional call center services in support of the Emergency Connectivity Fund 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, to exercise the first of four one-year option terms with Ernst & Young LLP to provide call center services and customer relationship management implementation for a total not-to-exceed amount of \$4,340,768.41 (plus applicable taxes), increasing the total not-to-exceed amount of the contract from \$5,593,280.00 (plus applicable taxes) to \$9,934,048.41 (plus applicable taxes), subject to required Federal Communications Commission approval. This option term will be effective one month earlier than the end of the twelve (12) month base period and will have a thirteen (13) month period of performance.

RESOLVED FURTHER, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management, to exercise the added services provision of its contract with Ernst & Young LLP to provide call center services in support of the Emergency Connectivity Fund for a total not-to-exceed amount of \$875,397.00 (plus applicable taxes), subject to required Federal Communications Commission

approval. This amount will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- i5. Information on Two USAC Audit and Assurance Division Universal Service Contributor Revenue Audit Reports.** This item was provided for *information purposes only*. No discussion was held.

The Board recessed at 11:45 a.m. Eastern Time. At 12:15 p.m. Eastern Time, the meeting continued in ***Executive Session*** with only members of the Board, Mr. Beyerhelm, and Ms. Sadirkhanova present.

- a12. Personnel Matter: Consideration of 2023 Compensation Item.** Ms. Sadirkhanova 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 USAC management and the Executive Compensation Committee proposed 2023 merit-based salary increase and incentive awards programs for USAC employees, hereby approves the proposed program.

- a13. Personnel Matter: Consideration of Contract Awards for the USAC Employee Benefit Program.** Mr. Beyerhelm presented this item for consideration.

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 one-year contract for employee medical and prescription drug benefits to Cigna Corporation for a not-to-exceed cost of \$12,179,701 (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 \$1,405,458 (plus applicable taxes). The total estimated costs for the calendar year 2023 for USAC employee and retiree benefits program is \$13,585,159 (plus applicable taxes).

At 12:51 p.m. Eastern Time, the Board continued in confidential ***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 12:55 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-a13 and discussed items i4A, i4B, i4D, and i6.

On a motion duly made and seconded, the Board adjourned at 12:55 p.m. Eastern Time.

/s/ Erin Williams
Assistant Secretary

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

Monday, November 28, 2022 12:00 p.m. – 1:00 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005

HIGH COST & LOW INCOME COMMITTEE ACTION ITEMS <u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> B. Consideration and Approval of One Routine Procurement Approval	5
<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Chris	a2. Consideration of a Contract Award for Lifeline and Affordable Connectivity Program Call Center Services <i>(same as aBOD02cf)</i>	5
Chris	a3. Consideration to Exercise One-Year Option Term for Lifeline Email Services	-

BOARD ACTION ITEMS <u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of moving all <i>Executive Session</i> Items into <i>Executive Session</i> B. Consideration and Approval of Four Routine Procurement Approvals	5
<u>EXECUTIVE SESSION</u> Confidential – Executive Session Recommended		<i>Estimated Duration in Minutes</i>
Chris	a2. Consideration of a Contract Award for Lifeline and Affordable Connectivity Program Call Center Services <i>(same as aHCLI02cf)</i>	5

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Chris	a3. Consideration of a Contract Award for Financial Systems Integrator and Enterprise Resource Planning (ERP) System	5
Chris	a4. Consideration to Exercise One-Year Option Term for Affordable Connectivity Program Email Services	-
Chris	a5. Consideration to Exercise Two One-Year Option Terms for Beneficiary and Contributor Audit Program (BCAP) Contract	-
Chris	a6. Consideration to Exercise One-Year Option Term for National Supply Chain Audit Services	-
Chris	a7. Consideration to Exercise Second One-Year Option of the High Cost Broadband Network & Engineering Audit Services Contract	-

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

BOARD OF DIRECTORS MEETING
Monday, November 28, 2022

MINUTES¹

The non-quarterly meeting of the USAC Board of Directors (Board) was conducted by web conference on Monday, November 28, 2022. Mr. Joe Gillan, Board Chair, called the meeting to order at 12:01 p.m. Eastern Time, with a quorum of 15 of the 19 Board members present:

Buzacott, Alan
Chalk, Indra
Choroser, Beth
Domenech, Dr. Dan
Feiss, Geoff
Freeman, Sarah
Gillan, Joe – Chair
Gregory, Amber

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

Member of the Board not present:

Fontana, Brent
Jacobs, Ellis

Polk, Stephanie
Wade, Dr. Joan

Officers of the corporation present:

Beyerhelm, Chris – Vice President and Chief Administrative Officer
Delmar, Teleshia – Vice President of Audit and Assurance
Garber, Michelle – Vice President of Finance, Chief Financial Officer, and
Assistant Treasurer
Hutchinson, Kyle – Vice President of IT and Chief Information Officer
Williams, Erin – Vice President, General Counsel, and Assistant Secretary

Others present by telephone:

NAME
Nuzzo, Patsy

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

A. Approval of moving all *Executive Session* items into *Executive Session*:

- (1) **a2** – Consideration of a Contract Award for Lifeline and Affordable Connectivity Program Call Center Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (2) **a3** – Consideration of a Contract Award for Financial Systems Integrator and Enterprise Resource Planning (ERP) System. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (3) **a4** – Consideration to Exercise One-Year Option Term for Affordable Connectivity Program Email Services. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (4) **a5** – Consideration to Exercise Two One-Year Option Terms for Beneficiary and Contributor Audit Program (BCAP) Contract. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
- (5) **a6** – Consideration to Exercise One-Year Option Term 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*.
- (6) **a7** – Consideration to Exercise Second One-Year Option of the High Cost Broadband Network & Engineering Audit Services Contract. USAC management recommended that this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.

B. Consideration and Approval of Four Routine Procurements

- (1) Approval of the Consideration to Exercise One-Year Option Term for Affordable Connectivity Program Email Services m. The resolution is provided in **aBOD04cf**.
- (2) Approval of the Consideration to Exercise Two One-Year Option Terms for Beneficiary and Contributor Audit Program (BCAP) Contract. The resolution is provided in **aBOD05cf**.

- (3) Approval of the Consideration to Exercise One-Year Option Term for National Supply Chain Audit Services. The resolution is provided in **aBOD06cf**.
- (4) Approval of the Consideration to Exercise Second One-Year Option of the High Cost Broadband Network & Engineering Audit Services Contract. The resolution is provided in **aBOD07cf**.

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

RESOLVED, that the USAC Board of Directors hereby approves: (1) discussion in Executive Session of the items noted above; and (2) the four routine procurements as presented in items aBOD04cf – aBOD07cf.

At 12:03 p.m. Eastern Time, on a motion duly made and seconded, the Board moved into *Executive Session* for the purpose of discussing confidential items.

EXECUTIVE SESSION

- a2. Consideration of a Contract Award for Lifeline and Affordable Connectivity Program Call Center Services.** Mr. Beyerhelm presented this item for consideration. The presentation included a written summary and report detailing USAC management's recommendation to award a contract for Affordable Connectivity Program call center 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, authorized USAC to award a contract to Navient B.P.O., LLC for Affordable Connectivity Program Call Center Services. The contract will have a hybrid fee structure of firm-fixed price and fixed-unit price over a base period of twelve (12) months and four (4) additional one-year option terms, for a five (5) year total period of performance, for a total not-to-exceed amount of \$110,198,786.31 (plus applicable taxes), 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 Award for Financial Systems Integrator and Enterprise Resource Planning (ERP) 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 for an ERP

system and professional services for implementation and integration of the proposed 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 USAC management to award a contract for enterprise resource planning system and professional services for implementation and integration of the proposed system to International Business Machines Corporation. The contract will have a hybrid fee structure of firm-fixed price and time and materials over a twelve (12) month base period and five (5) additional one-year option terms, for a six (6) year total period of performance, for a total not-to-exceed amount of \$39,509,763.07 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a4. Consideration to Exercise One-Year Option Term for Affordable Connectivity Program Email Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the first one-year option term of the Affordable Connectivity Program (ACP) email services contract with Guidehouse Inc. for a total not-to-exceed amount of \$4,386,589.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$5,963,237.22 (plus applicable taxes) to \$10,349,826.22 (plus applicable taxes), subject to required Federal Communications Commission approval. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a5. Consideration to Exercise Two One-Year Option Terms for Beneficiary and Contributor Audit Program (BCAP) Contract.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the third one-year option term for the Beneficiary and Contributor Audit Program Services contract. The third one-year option term has a not-to-exceed amount of \$5,000,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$20,300,000.00 (plus applicable taxes) to \$25,300,000.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a6. **Consideration to Exercise One-Year Option Term for National Supply Chain Audit Services.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the first one-year option term under the USAC Professional Indefinite Delivery/Indefinite Quantity contract (Contract No. AAD-21-016) for National Supply Chain Audit Services for a not-to-exceed amount of \$700,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount from \$2,500,000.00 (plus applicable taxes) to \$3,200,000.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

- a7. **Consideration to Exercise Second One-Year Option of the High Cost Broadband Network & Engineering Audit Services Contract.** No additional discussion was held on this item. The Board adopted the following resolution as part of the Consent Items:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to exercise the second one-year option term of the High Cost Broadband Network & Engineering Audit Services contract to examine, test, and evaluate the technology and network buildout of High Cost carrier broadband services for a not-to-exceed amount of \$3,000,000.00 (plus applicable taxes), thereby increasing the total not-to-exceed amount of the contract from \$3,100,000.00 (plus applicable taxes) to \$6,100,000.00 (plus applicable taxes), subject to required Federal Communications Commission approval.

OPEN SESSION

At 12:31 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 a2-a3.

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

/s/ Erin Williams
Assistant Secretary

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

**Thursday, December 15, 2022
Written Unanimous Consent
Please respond by December 15, 2022 6:00 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

Confidential – <i>Executive Session Recommended</i>		<i>Estimated Duration in Minutes</i>
–	a1. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services (Conduent State & Local Solutions, Inc.)	–
–	a2. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services (Ernst & Young, LLP)	–

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
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BOARD OF DIRECTORS MEETING
Thursday, December 15, 2022

MINUTES¹

Previously, on November 28, 2022 the Board authorized USAC to award a contract to a new vendor, Navient B.P.O., LLC, for the Affordable Connectivity Program (ACP) call center services. To ensure a smooth transition to the new vendor, USAC management requested modifications of the contracts with the current vendors, Conduent State & Local Solutions, Inc. and Ernst & Young LLP.

- a1. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services (Conduent State & Local Solutions, Inc.).** On December 8, 2022, 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 a contract modification for ACP call center services were timely received by December 12, 2022, providing unanimous consent from all 19 Board members. The Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to modify the Affordable Connectivity Program (ACP) call center services contract with Conduent State & Local Solutions, Inc. by increasing the total not-to-exceed amount of the contract by \$3,500,000.00 (plus applicable taxes) from \$29,640,000.00 to \$33,140,000.00 (plus applicable taxes), and extending the contract period of performance end date from December 31, 2022 to February 15, 2023, to account for expenses associated with continued call center support during the transition to a new vendor, subject to required Federal Communications Commission approval. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

- a2. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services (Ernst & Young, LLP).** On December 8, 2022, briefing papers were distributed to the Board requesting members to vote electronically for this matter

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.").

pursuant to Article II, Section 9 of USAC's By-laws.³ Responses to approve a contract modification for ACP call center services were timely received by December 12, 2022, providing unanimous consent from all 19 Board members. The Board adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed the recommendation of USAC management, hereby authorizes management to modify its call center services contract with Ernst & Young LLP (EY) to support the Affordable Connectivity Program (ACP) by increasing the total not-to-exceed (NTE) amount of the contract by \$400,000.00 (plus applicable taxes) from \$10,715,680.00 to \$11,115,680.00 (plus applicable taxes), and extending the contract period of performance end date from December 31, 2022 to February 28, 2023, to account for expenses associated with continued call center support during the transition to a new vendor, and sustainment of the existing EY resources to setup a Tiger/ SWAT call center team with subject matter experts to address concerns observed by United States Digital Service as well as institute a "call back" feature to mitigate long call handling times, subject to required Federal Communications Commission approval. Amounts associated with these services will be expensed using congressionally appropriated funds and not the Universal Service Fund.

/s/ Erin Williams
Assistant Secretary

³ 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.").

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BOARD OF DIRECTORS MEETING
Friday, December 30, 2022

MINUTES

In a Public Notice, dated December 23, 2022 (DA-22-1365A1), Federal Communications Commission (FCC or Commission) Chairwoman Rosenworcel appointed the following six individuals to the USAC Board of Directors (Board):

- Representative for commercial mobile radio service providers, Indra Sehdev Chalk, Director, Federal Regulatory Affairs, T-Mobile USA, Inc.;
- Representative for cable providers, Christine Sanquist, Vice President of Regulatory Affairs, Charter Communications;
- Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission's rules, Dr. Daniel A. Domenech, Executive Director, American Association of School Administrators;
- Representative for libraries that are eligible to receive discounts pursuant to section 54.501 of the Commission's rules, Amber Gregory, Manager of E-Rate Services, Arkansas State Library;
- Representative for incumbent local exchange carriers (Bell Operating Companies), Stephanie Polk, Vice President of Customer Success and Advocacy, Lumen Technologies; and
- Representative for state consumer advocates, Jeffrey Jay Waller, Chief Assistant Attorney General, Alaska Office of the Attorney General, Regulatory Affairs & Public Advocacy Section.

On December 27, 2022, the Board was requested to vote by written unanimous consent to elect these members to the Board and appoint them to a committee by virtue of the constituency they represent.

- a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees.** On December 29, 2022, on a motion duly made and approved by written unanimous consent, 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, 2023:¹

- Indra Sehdev Chalk for a term expiring on December 31, 2025;
- Christine Sanquist for a term expiring on December 31, 2025;
- Dr. Daniel A Domenech for a term expiring on December 31, 2025;
- Amber Gregory for a term expiring on December 31, 2025;
- Stephanie Polk for a term expiring on December 31, 2025; and
- Jeffery Jay Waller for a term expiring on December 31, 2025

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:

- Dr. Daniel Domenech and Amber Gregory are hereby appointed to the Schools & Libraries Committee;
- Indra Sehdev Chalk, Stephanie Polk, and Jeffery Jay Waller are hereby appointed to the High Cost & Low Income Committee; and
- Jeffery Jay Waller is hereby appointed to the Rural Health Care Committee.

/s/ Erin Williams
Assistant Secretary

¹ Each is director is appointed for a three year term. *See* 47 C.F.R. § 54.703(d). In the event a director vacates his or her seat prior to the completion of the three year term, the chosen successor will serve the remaining term of the vacating director. *See* USAC By-laws, Article II, § 4.